

The Ontario Securities Commission

OSC Bulletin

August 30, 2002

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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

AUGUST 30, 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
Suite 1700, Box 55
20 Queen Street West
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

September 3 & 17/02
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)**

September 6, 10, 12, 13, 24, 26 & 27/02
9:30 a.m. - 4:30 p.m.

s. 127

K. Daniels/M. Code/J. Naster/I. Smith in attendance for staff.

Panel: HIW / DB / RWD

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 Ayres, 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

1.3 News Releases

1.3.1 OSC to Consider Proposed Settlement in Relation to James Frederick Pincock

**FOR IMMEDIATE RELEASE
August 23, 2002**

OSC TO CONSIDER PROPOSED SETTLEMENT IN RELATION TO JAMES FREDERICK PINCOCK

TORONTO – The Ontario Securities Commission (the “Commission”) issued on August 16, 2001 a Notice of Hearing and related Statement of Allegations in respect of James Frederick Pincock (the “Respondent”).

Staff of the Commission and the Respondent will request the Commission’s approval of a proposed settlement agreement entered between Staff and the Respondent at a hearing scheduled for Tuesday, August 27, 2002 at 10:00 a.m.. The hearing to consider the proposed settlement will be held in the small hearing room of the Commission located on the 17th Floor, 20 Queen Street West, Toronto, Ontario.

A copy of the Notice of Hearing and Statement of Allegations is available at the Commission’s website at www.osc.gov.on.ca or from the Commission, 19th Floor, 20 Queen Street West, Toronto, Ontario.

For Media Inquiries: Jeff Codispodi
Sr. Communications Officer
416-593-8135

Michael Watson
Director, Enforcement Branch
416-593-8156

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

1.3.2 OSC Proceedings in the Matter of Teodosio Vincent Pangia, Agostino Capista and Dallas/North Group Inc.

**FOR IMMEDIATE RELEASE
August 26, 2002**

OSC PROCEEDINGS IN THE MATTER OF TEODOSIO VINCENT PANGIA, AGOSTINO CAPISTA AND DALLAS/NORTH GROUP INC.

TORONTO – The Ontario Securities Commission has ordered that the hearing of this matter be held on Monday, October 28, 2002 at 10:00 a.m., or as soon thereafter as a panel of the Commission may be constituted, in a hearing room to be determined at the offices of the Commission.

A copy of the Order and Statement of Allegations is available from the Commission’s website at www.osc.gov.on.ca or from the Commission, 20 Queen Street West, 19th Floor, Toronto.

For Media Inquiries: Frank Switzer
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Chapter 2

Decisions, Orders and Rulings

2.1 Decisions

2.1.1 Trailmobile Canada Limited - MRRS Decision

Headnote

Mutual Reliance Review System for Exemptive Relief Applications - Issuer has only one security holder - issuer deemed to have ceased being a reporting issuer.

Subsection 1(6) of the OBCA - issuer deemed to have ceased to be offering its securities to the public under the Business Corporations Act (Ontario).

Applicable Ontario Statutory Provisions

Securities Act, R.S.O. 1990, c. S.5, as am. s. 83.
Business Corporations Act, R.S.O. 1990, c. B.16, as am., s. 1(6).

**IN THE MATTER OF
THE SECURITIES LEGISLATION
OF ALBERTA AND ONTARIO**

AND

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

AND

**IN THE MATTER OF
TRAILMOBILE CANADA LIMITED**

MRRS DECISION DOCUMENT

WHEREAS the local securities regulatory authority or regulator (the "Decision Maker") in each of Alberta and Ontario (the "Jurisdictions") has received an application from Trailmobile Canada Limited ("TCL") for:

- (i) a decision under the securities legislation of the Jurisdictions (the "Legislation") that TCL be deemed to have ceased to be a reporting issuer in each of the Jurisdictions; and
- (ii) in Ontario only, an order pursuant to the *Business Corporations Act* (Ontario) (the "OBCA") that the filer be deemed to have ceased to be offering its securities to the public;

AND WHEREAS under the Mutual Reliance Review System for Exemptive Relief Applications (the

"System"), the Ontario Securities Commission is the principal regulator for this application;

AND WHEREAS TCL has represented to the Decision Makers that:

1. TCL was formed by an amalgamation under the OBCA on January 1, 1997 and is a reporting issuer in good standing in the Provinces of Alberta, British Columbia and Ontario. TCL's head office is in Mississauga, Ontario.
2. TCL is not in default of any requirements of the Legislation.
3. TCL's authorized capital consists of an unlimited number of common shares (the "Common Shares"), an unlimited number of preferred shares issuable in series and 13,850,000 Class A shares. As of August 15, 2002, there are 56,180,000 Common Shares issued and outstanding.
4. On February 1, 2002, TCL announced that 1314385 Ontario Ltd. ("Numco"), a wholly-owned subsidiary of Trailmobile Corporation, intended to make an offer (the "Offer") to acquire all of the issued and outstanding Common Shares for a purchase price of \$0.10 per Common Share. The Offer was made on February 20, 2002. The Offer was an insider bid because, on the date of the announcement, Numco owned 61.77% of the Common Shares. The Offer expired on May 3, 2002 and 90.36% of the Common Shares not owned by Numco as of the date of announcement had been purchased by Numco either under the Offer or in the market at \$0.10. All Common Shares acquired under the Offer were taken up and paid for by May 3, 2002.
5. Following the completion of the Offer, the Common Shares were delisted from the Toronto Stock Exchange (the "TSE") on May 14, 2002.
6. On May 27, 2002, under the provisions of the statutory right of compulsory acquisition (the "Compulsory Acquisition") provided by Part 15 of the OBCA, Numco mailed a Notice of Compulsory Acquisition to each of the shareholders of TCL who had not tendered to the Bid (the "Dissenting Shareholders").
7. In accordance with Part 15 of the OBCA, TCL deposited with Equity Transfer Services Inc. ("Equity"), the depository, the funds that TCL would have had to pay in respect of the Common Shares not tendered to the Offer if such shares

had been tendered to the Offer and directed Equity to hold in trust and to deliver such funds to Dissenting Shareholders in accordance with Part 15 of the OBCA.

8. Equity has cancelled the share certificates of the Dissenting Shareholders and issued share certificates in the name of Numco in respect of the Common Shares of the Dissenting Shareholders.
9. As a result of the Offer and the Compulsory Acquisition, Numco now holds all of the outstanding Common Shares and is the sole security holder of TCL.
10. Other than the outstanding Common Shares, there are no securities of TCL, including debt securities, outstanding.
11. As the Common Shares have been delisted from the TSE, no securities of TCL are listed on any exchange in Canada or elsewhere.
12. TCL does not intend to seek public financing by way of an offering of its securities.

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 TCL is deemed to have ceased to be a reporting issuer under the Legislation.

August 19, 2002.

"Ralph S. Shay"

AND IT IS HEREBY ORDERED by the Ontario Securities Commission pursuant to subsection 1(6) of the OBCA that TCL is deemed to have ceased to be offering its securities to the public for the purposes of the OBCA.

August 16, 2002.

"Howard I. Wetston"

"Paul M. Moore"

**2.1.2 Credit Suisse First Boston (USA), Inc.
- MRRS Decision**

Headnote

MRRS for Exemptive Relief Applications - application for relief from the registration requirements and the prospectus requirements in connection with certain trades in over-the-counter ("OTC") derivatives entered into between certain wholly-owned subsidiaries of the applicant and certain counterparties - application for relief from fees required to be paid in respect of such OTC derivatives transactions - relief granted subject to the conditions that (i) each trade involves an OTC Derivative which meets certain conditions, and (ii) each trade is between a subsidiary and Qualified Party (as defined), each acting as principal, and is marketed by a subsidiary.

Applicable Ontario Statutes

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

Applicable Ontario Regulations

Regulation made under the Securities Act, R.R.O. 1990, Reg. 1015, as am., s. 59(1).

Rules Cited

Proposed OSC Rule (not in force) 91-504 - Over-the-Counter Derivatives.

**IN THE MATTER OF
THE SECURITIES LEGISLATION OF
ONTARIO, QUEBEC AND NOVA SCOTIA**

AND

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

AND

**IN THE MATTER OF
CREDIT SUISSE FIRST BOSTON (USA), INC.**

MRRS DECISION DOCUMENT

WHEREAS the local securities regulatory authority or regulator (the "Decision Maker") in each of Ontario, Québec and Nova Scotia (collectively, the "Jurisdictions") has received an application from Credit Suisse First Boston (USA), Inc. (the "Applicant") for a decision under the securities legislation (the "Legislation") of the Jurisdictions that (i) the requirements in the Legislation to be registered to trade in a security (the "Registration Requirement") and to file and obtain a receipt for a preliminary prospectus and a prospectus in respect of such security (the "Prospectus Requirement") shall not apply to certain trades in over-the-counter ("OTC") derivatives entered into between certain wholly-owned

subsidiaries of the Applicant (the "Subsidiaries") and certain counterparties, and (ii) any fees required to be paid under the Legislation of Ontario and Québec in respect of such OTC derivatives transactions shall not be required to be paid;

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 the Applicant has represented to the Decision Makers that:

1. The Applicant, together with its subsidiaries and affiliates, is a global integrated investment bank whose clients include financial institutions, corporations, governments and individuals. The Applicant, through its wholly-owned subsidiaries and divisions, provides its clients with a broad range of financial products and services.
2. The Applicant is a corporation organized under the laws of the State of Delaware. The Applicant is a wholly-owned indirect subsidiary of Credit Suisse Group and is controlled by Credit Suisse First Boston, the Swiss bank.
3. The Applicant has issued securities that are registered under the *Securities Act of 1933*, as amended, and makes continuous disclosure filings in the United States with the Securities and Exchange Commission pursuant to the United States *Securities Exchange Act of 1934*. Neither the Applicant nor any of its Subsidiaries is a reporting issuer in any of the Jurisdictions.
4. The Applicant's Subsidiaries include Credit Suisse First Boston Corporation ("CSFBC"), a United States broker-dealer registered under applicable legislation in the United States and a member of the National Association of Securities Dealers and various U.S. securities and commodities exchanges, including the New York Stock Exchange. CSFBC is also registered under the *Securities Act* (Ontario) (the "Ontario Act") as an international dealer. CSFBC markets a full range of interest rate, foreign exchange, equity, commodity and credit related products for the Applicant.
5. The Applicant, through its Subsidiaries, designs, creates and markets a full range of interest rate, foreign exchange, equity, commodity and credit-related products that address the broad financing, risk management and investment needs of its clients.
6. The Applicant is proposing to engage, through certain of its Subsidiaries, in the marketing and trading of OTC derivatives with certain counterparties in the Jurisdictions. These OTC Derivatives will consist of one or more of the

following: an option, a forward contract, a swap or a contract for differences of a type commonly considered to be a derivative, in which:

- 6.1 the agreement relating to, and the material economic terms of the option, forward contract, swap or contract for differences have been customized to the purposes of the parties to the agreement and the agreement is not part of a fungible class of agreements that are standardized as to their material economic terms;
 - 6.2 the creditworthiness of a party having an obligation under the agreement would be a material consideration in entering into or determining the terms of the agreement; and
 - 6.3 the agreement is not entered into or traded on or through an organized market, stock exchange or futures exchange and is not cleared by a clearing corporation.
7. The underlying interest of the OTC Derivatives transacted between the Subsidiaries and the counterparties will consist entirely of an interest rate, Canadian or foreign currency, a foreign exchange rate, a commodity, a security, an index, a benchmark or other variable, another OTC Derivative, or some relationship between, or combination of, one or more of any of them.
 8. The counterparties to such transactions will consist exclusively of parties that meet the following criteria:
 - 8.1 they are Qualified Parties, as defined in Appendix 1 to this MRRS Decision Document;
 - 8.2 they have a high level of business and financial sophistication;
 - 8.3 they have access to their own independent advisors who can assist in the determination of the suitability of the transaction and the creditworthiness of the relevant Subsidiary; and
 - 8.4 they enter into OTC Derivative trades in order to hedge or otherwise manage specific risks associated with their businesses or investments as part of the ordinary course of their businesses (or investing activity).
 9. Each of the Subsidiaries which will engage in such OTC derivative trading activities will be wholly-owned, directly or indirectly, by the Applicant.

AND WHEREAS pursuant to the System this MRRS Decision Document evidences the decision of the Decision Makers (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 Subsidiaries and their counterparties who are Qualified Parties shall each be exempt from the Registration Requirement and the Prospectus Requirement in respect of trades in OTC Derivatives subject to the following conditions:

- (i) each trade involves an OTC Derivative of which the underlying interest consists entirely of an interest rate, Canadian or foreign currency, a foreign exchange rate, a commodity, a security, an index, a benchmark or other variable, or another OTC Derivative, or some relationship between, or combination of, one or more of any of them; and
- (ii) each trade is between a Subsidiary and Qualified Party, each acting as principal, and is marketed by a Subsidiary.

AND THE FURTHER DECISION of the Decision Makers of Ontario and Québec under the Legislation is that trades entered into in reliance on this Decision are hereby exempted from the fees which would otherwise be payable in connection with such OTC Derivative transactions pursuant to the Legislation.

August 20, 2002.

"Paul Moore"

"Harold P. Hands"

Appendix 1

OVER-THE-COUNTER DERIVATIVES QUALIFIED PARTIES

Interpretation

- (1) The terms "subsidiary" and "holding body corporate" used in paragraphs (w), (x) and (y) of subsection (3) of this Appendix have the same meaning as they have in the *Business Corporations Act* (Ontario).
- (2) All requirements contained in this Appendix that are based on the amounts shown on the balance sheet of an entity apply to the consolidated balance sheet of the entity.

Qualified Parties Acting as Principal

- (3) The following are Qualified Parties for all OTC derivatives transactions, if acting as principal:

Banks

- (a) A bank listed in Schedule I or II to the *Bank Act* (Canada).
- (b) The Business Development Bank of Canada incorporated under the *Business Development Bank of Canada Act* (Canada).
- (c) A bank subject to the regulatory regime of a country that is a member of the Basle Accord, or that has adopted the banking and supervisory rules set out in the Basle Accord, if the bank has a minimum paid up capital and surplus, as shown on its last audited balance sheet, in excess of \$25 million or its equivalent in another currency.

Credit Unions and Caisses Populaires

- (d) A credit union central, federation of caisses populaires, credit union or regional caisse populaire, located, in each case, in Canada.

Loan and Trust Companies

- (e) A loan corporation or trust corporation registered under the *Loan and Trust Corporations Act* (Ontario) or under the *Trust and Loan Companies Act* (Canada), or under comparable legislation in any other province or territory of Canada.
- (f) A loan company or trust company subject to the regulatory regime of a country that is a member of the Basle Accord, or that

has adopted the banking and supervisory rules set out in the Basle Accord, if the loan company or trust company has a minimum paid up capital and surplus, as shown on its last audited balance sheet, in excess of \$25 million or its equivalent in another currency.

Insurance Companies

- (g) An insurance company licensed to do business in Canada or a province or territory of Canada;
- (h) An insurance company subject to the regulatory regime of a country that is a member of the Basle Accord, or that has adopted the banking and supervisory rules set out in the Basle Accord, if the insurance company has a minimum paid up capital and surplus, as shown on its last audited balance sheet, in excess of \$25 million or its equivalent in another currency.

Sophisticated Entities

- (i) A person or company that, together with its affiliates:
 - (i) has entered into one or more transactions involving OTC derivatives with counterparties that are not its affiliates, if
 - (A) the transactions had a total gross dollar value of or equivalent to at least \$1 billion in notional principal amount; and
 - (B) any of the contracts relating to one of these transactions was outstanding on any day during the previous 15-month period, or
 - (ii) had total gross marked-to-market positions of or equivalent to at least \$100 million aggregated across counterparties, with counterparties that are not its affiliates in one or more transactions involving OTC derivatives on any day during the previous 15-month period.

Individuals

- (j) An individual who, either alone or jointly with the individual's spouse, has a net worth of at least \$5 million, or its equivalent in another currency, excluding the value of his or her principal residence.

Governments/Agencies

- (k) Her Majesty in right of Canada or any province or territory of Canada and each crown corporation, instrumentality and agency of a Canadian federal, provincial or territorial government.
- (l) A national government of a country that is a member of the Basle Accord, or that has adopted the banking and supervisory rules set out in the Basle Accord, and each instrumentality and agency of that government or corporation wholly-owned by that government.

Municipalities

- (m) Any Canadian municipality with a population in excess of 50,000 and any Canadian provincial or territorial capital city.

Corporations and other Entities

- (n) A company, partnership, unincorporated association or organization or trust, other than an entity referred to in paragraph (a), (b), (c), (d), (e), (f), (g) or (h), with total revenue or assets in excess of \$25 million or its equivalent in another currency, as shown on its last financial statement, to be audited only if otherwise required.

Pension Plan or Fund

- (o) A pension fund that is regulated by either the Office of the Superintendent of Financial Institutions (Canada) or a provincial pension commission, if the pension fund has total net assets, as shown on its last audited balance sheet, in excess of \$25 million, provided that, in determining net assets, the liability of a fund for future pension payments shall not be included.

Mutual Funds and Investment Funds

- (p) A mutual fund or non-redeemable investment fund if each investor in the fund is a Qualified Party.

(q) A mutual fund that distributes its securities in any of the Jurisdictions, if the portfolio manager of the fund is registered as an adviser, other than a securities adviser, under the Legislation or securities legislation elsewhere in Canada.

(r) A non-redeemable investment fund that distributes its securities in any of the Jurisdictions, if the portfolio manager of the fund is registered as an adviser, other than a securities adviser, under the Legislation or securities legislation elsewhere in Canada.

Brokers/Investment Dealers

(s) A person or company registered under the Legislation or securities legislation elsewhere in Canada as a broker or an investment dealer or both.

(t) A person or company registered under the Legislation as an international dealer if the person or company has total assets, as shown on its last audited balance sheet, in excess of \$25 million or its equivalent in another currency.

Futures Commission Merchants

(u) A person or company registered under the CFA as a dealer in the category of futures commission merchant, or in an equivalent capacity elsewhere in Canada.

Charities

(v) A registered charity under the *Income Tax Act* (Canada) with assets not used directly in charitable activities or administration, as shown on its last audited balance sheet, of at least \$5 million or its equivalent in another currency.

Affiliates

(w) A wholly-owned subsidiary of any of the organizations described in paragraph (a), (b), (c), (d), (e), (f), (g), (h), (j), (n), (o), (s), (t) or (u).

(x) A holding body corporate of which any of the organizations described in paragraph (w) is a wholly-owned subsidiary.

(y) A wholly-owned subsidiary of a holding body corporate described in paragraph (x).

(z) A firm, partnership, joint venture or other form of unincorporated association in which one or more of the organizations described in paragraph (w), (x) or (y) have a direct or indirect controlling interest.

Guaranteed Party

(aa) A party whose obligations in respect of the OTC derivatives transaction for which the determination is made is fully guaranteed by another Qualified Party.

Qualified Party Not Acting as Principal

(4) The accounts of a person, company, pension fund or pooled fund trust that are fully managed by a portfolio manager or financial intermediary referred to in paragraphs (a), (d), (e), (g), (s), (t), (u) or (w) of paragraph (3) or a broker or investment dealer acting as a trustee or agent for the person, company, pension fund or pooled fund trust under section 148 of the Ontario Regulation are Qualified Parties, in respect of all OTC derivative transactions.

Subsequent Failure to Qualify

(5) A party is a Qualified Party for the purpose of any OTC derivatives transaction if it, he or she is a Qualified Party at the time it, he or she enters into the transaction.

Qualified Party for Specified Commodity Derivative Transaction

(6) A commercial user is a Qualified Party with respect to any specified commodity derivative transaction. For these purposes:

"commercial user" means a person or company that enters into a specified commodity derivative transaction, if

(a) the person or company deals in its business with a specified commodity, and

(b) the transaction involves a specified commodity derivative of which the underlying interest, or a material component of the underlying interest, is

(i) a specified commodity referred to in paragraph (a),

(ii) a related specified commodity to a specified commodity referred to in paragraph (a), or

(iii) a specified commodity derivative, the underlying interest of which is

- A. a specified commodity, or
- B. a related specified commodity to a specified commodity referred to in paragraph (a);

"related specified commodity" means a specified commodity that is part or all of an underlying interest of a specified commodity derivative that is used by a commercial user to hedge its exposure to a risk resulting from its use of another specified commodity in its business;

"specified commodity" means

- (a) whether in the original or a processed state, an agricultural product, forest product, product of the sea, mineral, metal, hydrocarbon fuel product or precious stone or other gem,
- (b) a pollutant emission level,
- (c) electricity,
- (d) a liability from an insurance contract, and
- (e) a matter designated by the Commissions as a specified commodity, if that designation has not been revoked; and

"specified commodity derivative" means an OTC derivative of which an underlying interest is:

- (a) a specified commodity, or
- (b) another OTC derivative of which the underlying interest is a specified commodity.

2.1.3 Hewitt Associates, Inc. - MRRS Decision

Headnote

MRRS – Registration and prospectus relief for issuance of securities by foreign issuer to Canadian employees and related trades under stock ownership plans - Issuer bid relief for foreign issuer in connection with acquisition of shares under stock ownership plans - Issuer with de minimis Canadian presence.

Applicable Ontario Statutory Provisions

Securities Act, R.S.O. 1990, c. S.5, as am., ss. 25, 53, 74(1), 104(2)(c).

Applicable Ontario Rules

Rule 45-503 – Trades to Employees, Executives and Consultants.

Applicable Instrument

Multilateral Instrument 45-102 – Resale of Securities – s. 2.14.

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

AND

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

AND

**IN THE MATTER OF
HEWITT ASSOCIATES, INC.**

MRRS DECISION DOCUMENT

WHEREAS the local securities regulatory authority or regulator (the "Decision Maker") in each of Ontario, British Columbia, Alberta and Saskatchewan (the "Jurisdictions") has received an application from Hewitt Associates, Inc. ("Hewitt" or the "Company") for a decision pursuant to the securities legislation of the Jurisdictions (the "Legislation") that (i) the requirement contained in the Legislation to be registered to trade in a security (the "Registration Requirements") will not apply to certain trades in securities of Hewitt made in connection with The Global Stock and Incentive Compensation Plan (the "Plan") of Hewitt; (ii) the Registration Requirements will not apply to first trades of Shares (as defined below) acquired under the Plan and the Directed Share Program (the "Program") of Hewitt executed on an exchange or market outside of Canada; and (iii) the requirements contained in the Legislation relating to the delivery of an offer and issuer bid circular and any notices of change or variation thereto, minimum deposit periods and withdrawal rights, take-up

and payment for securities tendered to an issuer bid, disclosure, restrictions upon purchases of securities, financing, identical consideration, collateral benefits, together with the requirement to file a reporting form within ten days of an exempt issuer bid and pay a related fee (the "Issuer Bid Requirements") will not apply to certain acquisitions by the Company of Shares pursuant to the Plan in each of the Jurisdictions;

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 Hewitt has represented to the Decision Makers as follows:

1. Hewitt is presently a corporation in good standing incorporated under the laws of the State of Delaware; the head office of Hewitt is located in Lincolnshire, Illinois.
2. Hewitt and affiliates of Hewitt (the "**Hewitt Affiliates**") (Hewitt and the Hewitt Affiliates are, collectively, the "**Hewitt Companies**") provide global outsourcing and consulting services and deliver a complete range of human capital management services to other companies.
3. Pursuant to a registration statement filed with the United States Securities and Exchange Commission (the "**SEC**") on March 12, 2002 as amended on May 17, 2002, June 4, 2002, June 10, 2002, and June 27, 2002 11,150,000 Class A shares of Hewitt common stock ("**Shares**") have been registered and issued in connection with the Company's initial public offering (the "**IPO**") which was completed on June 27, 2002. This number excludes Shares issuable upon exercise of the Options granted to Employees (as defined below) immediately following the IPO, and 1,672,500 Shares, representing the underwriters' over-allotment option. The over-allotment was exercised by the underwriters on July 12, 2002. Hewitt granted Awards (as defined below) under the Plan and offered Shares under the Program simultaneously with the IPO.
4. Hewitt is registered with the SEC in the U.S. under the U.S. Securities Exchange Act of 1934 (the "**Exchange Act**") and is not exempt from the reporting requirements of the Exchange Act pursuant to Rule 12g 3-2.
5. The authorized share capital of Hewitt consists of: 750,000,000 Shares, 200,000,000 shares of class B common stock, 50,000,000 shares of class C common stock, 1,400,000 shares of series A preferred stock, and 8,600,000 shares of undesignated preferred stock. As of July 2002, there are 18,612,408 Shares (excluding Shares representing Options issued immediately after the IPO) , 70,819,520 shares of class B common stock, 0 shares of class C common stock, 1,400,000 shares of series A preferred stock and 0 shares of undesignated preferred stock issued and outstanding.
6. On June 5, 2002, Hewitt acquired the benefits consulting business of Bacon & Woodrow, a leading retirement and financial management consulting firm in the United Kingdom. In connection with the acquisition, the former partners and employees of Bacon & Woodrow received an aggregate of 1.4 million shares of Hewitt series A preferred stock, which may be exchanged for common stock of Hewitt valued at £140 million (US\$210 million). Hewitt also assumed approximately £16.5 million (US\$25 million) of liabilities in excess of assets of the benefits consulting business of Bacon & Woodrow. Upon exchange of the Hewitt series A preferred stock, the former partners of Bacon & Woodrow will receive shares of Hewitt class B common stock and Hewitt class C common stock, while the non-partner employees of Bacon & Woodrow will receive the Shares. Hewitt has reserved 1,105,263 Shares for issuance to the non-partner employees of Bacon & Woodrow and 3,409,561 shares of Hewitt class B common stock and 6,537,808 shares of Hewitt class C common stock for issuance to the former partners of Bacon & Woodrow, in each case, in exchange for their shares of Hewitt series A preferred stock. The actual number of shares issued may be higher or lower than the number of shares reserved for issuance. With the completion of the IPO, the securities issued in connection with the acquisition of the benefits consulting business of Bacon & Woodrow represent approximately 11.2% of Hewitt's total outstanding common stock on a fully exchanged basis. For purposes of these calculations, Hewitt has assumed an exchange price for the series A preferred stock equal to the offering price of US\$19.00. and the June 25, 2002 exchange rate of 1.50 U.S. Dollars per British Pound Sterling for all calculations with respect to the acquisition of the benefits consulting business of Bacon & Woodrow and the exchange of Hewitt's series A preferred stock. The actual share price and exchange rate shall be the average share price and exchange rate during the five trading day period following the 25th day after the consummation of the IPO. The common stock issued to the former partners and employees of Bacon & Woodrow will be subject to restrictions on transfer.
7. The Shares are listed for trading on the New York Stock Exchange (the "**NYSE**") under the trading symbol "HEW."
8. Hewitt is not a reporting issuer in any of the Jurisdictions and has no present intention of becoming a reporting issuer in any of the Jurisdictions.

9. Under the Program, certain Participants (as defined below) were provided with the opportunity to purchase Shares at the IPO price, on the date of the IPO from Salomon Smith Barney, Inc. ("**Salomon**"), an initial Agent (as defined below) appointed under the Plan and the Program. The Shares purchased under the Program were distributed to Salomon by Hewitt through a group of underwriters appointed under the IPO: Goldman Sachs & Co., Banc of America Securities LLC, J.P. Morgan Securities, Inc., Salomon, UBS Warburg LLC, Wachovia Securities, Inc. and First Union Securities, Inc. (collectively, the "**Underwriters**"). None of the Underwriters is registered to conduct retail trades in securities in the Jurisdictions but each of the Underwriters is registered under applicable U.S. securities or banking legislation.
10. The purpose of the Plan is to promote the long-term interests of the Company and its stockholders by strengthening the Company's ability to attract, motivate, and retain Employees (as defined below) and Directors (as defined below) of the Company upon whose judgment, initiative, and efforts the financial success and growth of the business of the Company largely depend, and to provide an additional incentive for such individuals through stock ownership and other rights that promote and recognize the financial success and growth of the Company and create value for stockholders.
11. Subject to adjustment as described in the Plan and increases made in accordance with U.S. law, the maximum number of Shares that may be issued pursuant to the Plan is twenty-five million (25,000,000).
12. All necessary securities filings have been made in the U.S. in order to offer the Plan and the Program to Participants resident in the U.S.
13. The Plan permits grants of: options on Shares ("**Options**"); stock appreciation rights ("**SARs**"), restricted stock ("**Restricted Stock**"), restricted stock units ("**Restricted Stock Units**"), performance units ("**Performance Units**"), performance shares ("**Performance Shares**"), cash-based awards ("**Cash-Based Awards**"), annual management incentive awards ("**Annual Management Incentive Awards**") and dividend equivalents ("**Dividend Equivalents**") (Shares, Options, SARs, Restricted Stock, Restricted Stock Units, Performance Shares, Performance Units, Cash-Based Awards, Annual Management Incentive Awards and Dividend Equivalents are collectively, "**Awards**") to employees ("**Employees**") and directors ("**Directors**") of the Hewitt Companies ("**Participants**").
14. As of June 13, 2002 there were approximately 417 persons in Canada eligible to receive Awards
- under or participate in the Plan and the Program: 70 persons resident in British Columbia, 13 persons resident in Alberta, 9 persons resident in Saskatchewan, 320 persons resident in Ontario; and 5 persons resident in Quebec. A separate application was filed with the Commission des valeurs mobilières du Québec (the "CVMQ") in connection with the Plan and the Program as the timing and the nature of the relief required in Quebec differs materially from that required in the Jurisdictions. The decisions providing the requisite exemptive relief in connection with trades involving Quebec residents under the Plan and the Program were granted by the CVMQ on June 14, 2002.
15. Hewitt intends to use the services of one or more agents/brokers in connection with the Plan and the Program (each an "**Agent**"). Salomon has been appointed as an initial Agent under the Plan and the Program. Salomon is not registered to conduct retail trades in securities in any of the Jurisdictions. Salomon is registered under applicable U.S. securities or banking legislation and any other Agent appointed to take on a broker type role in connection with the Plan and the Program, in addition to or in replacement of Salomon, will be a registrant in the Jurisdictions or a corporation registered under applicable U.S. securities or banking legislation and will be authorized by Hewitt to provide services as an Agent under the Plan and the Program.
16. The role of the Agent may include: (a) disseminating information and materials to Participants in connection with the Plan and the Program; (b) assisting with the administration of and general record keeping for the Plan and the Program; (c) holding Shares acquired under the Plan or the Program on behalf of Participants, Former Participants (as defined below) and Permitted Transferees (as defined below) in limited purpose brokerage accounts; (d) facilitating Award exercises (including cashless exercises and Stock Swap Exercises (as defined below)) under the Plan; (e) facilitating the payment of withholding taxes, if any, by cash or the tendering or withholding of Shares; (f) facilitating the reacquisition of Awards under the terms of the Plan and the Program; and (g) facilitating the resale of Shares issued in connection with the Plan and the Program.
17. Employees of the Hewitt Companies who participate in the Plan and the Program will not be induced to purchase Shares or to exercise Awards by expectation of employment or continued employment.
18. Officers of the Hewitt Companies who participate in the Plan and the Program will not be induced to purchase Shares or to exercise Awards by expectation of appointment or employment or

- continued appointment or employment as an officer.
19. The Plan and the Program are administered by the board of directors (the "**Board**") of Hewitt or a committee appointed by the Board (the "**Committee**").
20. Except as otherwise provided in a Participant's Award Agreement (as such term is defined in the Plan), Awards may not be sold, transferred, pledged, assigned, or otherwise alienated or hypothecated, other than by will or by the laws of intestacy. Shares issued under the Program will be subject to a lock-up for a period of 90 days.
21. Following the termination of a Participant's relationship with the Hewitt Companies for reasons of disability, retirement, termination, change of control or any other reason (such Participants being "**Former Participants**"), and on the death of a Participant where Awards have been transferred by will or pursuant to a beneficiary designation or the laws of intestacy or otherwise as permitted under the Plan (such beneficiaries being "**Permitted Transferees**"), the Former Participants and Permitted Transferees will continue to have rights in respect of the Plan ("**Post-Termination Rights**").
22. Post-Termination Rights may include, among other things: (a) the right to exercise Awards for a period determined in accordance with the Plan and the Award; and (b) the right to sell Shares acquired under the Plan and the Program through the Agent.
23. Post-Termination Rights are only available if the Awards to which they relate were granted to the Participant while the Participant had a relationship with the Hewitt Companies and no new Awards will be granted to Former Employees or Permitted Transferees.
24. Among other payment methods, the Plan provides that payment for Shares acquired pursuant to the Plan may be made: (a) in cash; (b) by the surrender of Shares owned by the Participant to the Company for cancellation ("**Stock Swap Exercises**") or to the Agent for resale with the value of such surrendered Shares being determined at the Fair Market Value (defined below) ; (c) in the case of Option exercise, by the retention of a number of Shares by the Company from the total number of Shares into which the Option is exercised; or (d) by a combination of the foregoing; generally, "**Fair Market Value**" means, with respect to a Share as of a given date, the closing price of the Shares on the NYSE on the date in question or, if no sales of Shares were made on said exchange on such date, on the next preceding day on which sales were made on such exchange.
25. The Board may specify in an Award Agreement that the Participant's rights, payments, and benefits with respect to an Award shall be subject to reduction, cancellation, forfeiture, or recoupment upon the occurrence of certain specified events, in addition to any otherwise applicable vesting or performance conditions of an Award. Such events shall include, but shall not be limited to, termination of employment for cause, breach of non-competition, confidentiality, or other restrictive covenants that may apply to the Participant, or other conduct by the Participant that is detrimental to the business or reputation of the Hewitt Companies, or a merger involving the Hewitt Companies or a sale of assets of the Hewitt Companies, or the dissolution or liquidation of the Hewitt Companies (collectively such forfeitures and cancellation being "**Award Cancellations**").
26. Hewitt shall have the right to deduct applicable taxes from any payment under the Plan by withholding, at the time of delivery or vesting of cash or Shares under the Plan, an appropriate amount of cash or Shares ("**Share Withholding Exercises**"; collectively, Share Withholding Exercises, Stock Swap Exercises and Award Cancellations are "**Award Acquisitions**") or a combination thereof for a payment of taxes required by law or to take such other action as may be necessary in the opinion of Hewitt or the Committee to satisfy all obligations for the withholding of such taxes.
27. A prospectus prepared according to U.S. securities laws describing the terms and conditions of the Plan and the Program will be delivered to each Participant who is granted an Award under the Plan or who purchases Shares under the Program. The annual reports, proxy materials and other materials Hewitt is required to file with the SEC will be provided to Canadian Participants at the same time and in the same manner as the documents are provided or made available to U.S. Participants.
28. Canadian shareholders do not own, directly or indirectly, more than 10% of the issued and outstanding Shares and do not represent in number more than 10% of the shareholders of Hewitt. If at any time during the currency of the Plan or the Program Canadian shareholders of Hewitt hold, in aggregate, greater than 10% of the total number of issued and outstanding Shares or if such shareholders constitute more than 10% of all shareholders of Hewitt, Hewitt will apply to the relevant Jurisdiction for an order with respect to further trades to and by Participants, Former Participants and Permitted Transferees in that Jurisdiction in respect of Shares acquired under the Plan.

29. Participants, Former Participants or Permitted Transferees may exercise Awards and sell Shares acquired under the Plan through an Agent.
30. Because there is no market for the Shares in Canada and none is expected to develop, any resale of the Shares acquired under the Plan will be effected through the facilities of, and in accordance with the rules and laws applicable to, a stock exchange or organized market outside of Canada on which the Shares may be listed or quoted for trading.
31. The Legislation of certain of the Jurisdictions does not contain exemptions from the Registration Requirements for Award exercises by Participants, Former Participants or Permitted Transferees through the Agent where the Agent is not a registrant.
32. Where the Agent sells Shares on behalf of Participants, Former Participants or Permitted Transferees, the Participants, Former Participants, Permitted Transferees or the Agent may not be able to rely on the exemptions from the Registration Requirements contained in the Legislation.
33. The acquisition by Hewitt of Shares pursuant to the Award Acquisitions may be an issuer bid as defined in the Legislation. The exemptions in the Legislation from the Issuer Bid Requirements may not be available for these acquisitions by the Company of its Shares from Participants, Former Participants or Permitted Transferees in accordance with the terms of the Plan, since these acquisitions may occur at a price that is not calculated in accordance with the "market price," as that term is defined in the Legislation and may be made from persons other than Employees or former Employees.
- Plan and the Program pursuant to this Decision shall be deemed to be a distribution to the public under the Legislation unless the conditions in section 2.14(1) of Multilateral Instrument 45-102 *Resale of Securities* are satisfied;
- (b) the first trade by Participants, Former Participants or Permitted Transferees in Shares acquired under the Plan or the Program, including first trades effected through the Agent, shall not be subject to the Registration Requirements, provided such first trade is executed through a stock exchange or market outside of Canada; and
- (c) the Issuer Bid Requirements shall not apply to the acquisition by Hewitt of Shares from Participants, Former Participants or Permitted Transferees in connection with the Plan provided such acquisitions are made in accordance with the provisions of the Plan.

August 23, 2002.

"Howard I. Wetston"

"Paul M. Moore"

AND WHEREAS pursuant to the System, this 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 pursuant to the Legislation is that:

- (a) the Registration Requirements shall not apply to any trade or distribution of Shares made upon the exercise of Awards granted under the Plan, including trades or distributions involving Hewitt or the Hewitt Companies, the Agent, Participants, Former Participants or Permitted Transferees, provided that the first trade in Shares acquired under the

**2.1.4 Barclays Global Investors Canada Limited
- MRRS Decision**

Headnote

Relief granted from certain provisions of securities legislation for initial and continuous distribution of units of exchange-traded fund - relief from registration requirement granted to permit the fund and its promoter to disseminate sales communication promoting the fund, subject to compliance with Part 15 of NI 81-102 - relief granted for the fund's prospectus not to contain an underwriter's certificate - relief from the registration requirement granted to permit members of futures exchanges and their partners, directors or officers to trade in units of the fund, subject to specified conditions.

Statutes Cited

Securities Act, R.S.O. 1990, c. S.5, as amended - ss. 25(1), 59(1), 74(1) & 147.

Rules Cited

National Instrument 81-102 Mutual Funds - Part 15.

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

AND

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

AND

**IN THE MATTER OF THE
iUNITS S&P/TSX CANADIAN REIT INDEX FUND**

AND

**IN THE MATTER OF
BARCLAYS GLOBAL INVESTORS CANADA LIMITED
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, Prince Edward Island, New Brunswick, Newfoundland and Labrador, Yukon, Northwest Territories and Nunavut (the "Jurisdictions") has received an application from the iUnits S&P/TSX Canadian REIT Index Fund (the "Fund") and Barclays Global Investors Canada Limited ("Barclays"), the trustee of the Fund, (collectively, the "Filer"), for a decision under the securities

legislation of the Jurisdictions (the "Legislation") that the requirements contained in the Legislation:

- (a) to be registered as a dealer in connection with the dissemination of sales communications, as defined in National Instrument 81-102 ("NI 81-102"), related to units of beneficial interest issued by the Fund ("Units");
- (b) to have members of futures exchanges and their partners, officers and employees be registered to trade Units of the Fund;
- (c) to include an underwriters' certificate in the Fund's prospectus and any renewal thereof,

shall not apply to the Fund and Barclays;

and for a decision under the securities legislation of New Brunswick, Prince Edward Island and Yukon that:

- (d) the registration requirement under section 5 of *The Securities Frauds Prevention Act*, R.S.N.B. 1973, c. S-6, as amended (the "NB Act") and the corresponding provisions in legislation of Prince Edward Island and Yukon; and
- (e) the requirement to deliver a prospectus under section 13 of the NB Act and the corresponding provisions in legislation of Prince Edward Island and Yukon,

shall not apply to the Fund and Barclays in connection with trades in Units for the purpose of distributing income or capital gains;

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

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

1. The Fund is a trust established under the laws of Ontario and its investment objective is to track the performance of the S&P/TSX Canadian REIT Index (the "Index").
2. Barclays is the trustee of the Fund. Barclays' head office is located in Toronto, Ontario. Barclays is registered in all provinces and territories, other than the Yukon, as a portfolio manager and investment counsel (or the equivalent categories of registration) under the securities legislation of such Jurisdictions.

3. The Fund will be a reporting issuer under the securities legislation of each Jurisdiction, where such term is applicable.
4. The Fund seeks to provide income and long-term growth to unitholders of the Fund ("Unitholders") by investing in shares of the companies that are included in the Index (collectively, the "Constituent Companies") in the same proportion as they are reflected in the Index. The Fund may also invest in futures contracts and other similar instruments in order to track the Index.
5. The Fund will issue Units which will confer on investors in one security a proportionate share of economic benefits similar to those that an investor could obtain through individual investments in the securities comprising the Index (collectively, the "Index Shares").
6. It is intended that the market price of the shares of the Constituent Companies underlying the Units (the "Core Asset Share Value per Unit") will equal, as closely as possible, 1/10th of the level of the Index. From time to time, however, there may be a deviation in tracking such that the Core Asset Share Value per Unit will be greater or less than 1/10th of the Index level. Any substantial deviation of the market price for Units is expected to be corrected by arbitrage.
7. Units may be purchased directly from the Fund only by one or more registered brokers or dealers who have entered into an underwriting agreement with the Fund (the "Underwriters"). The majority of the consideration payable by Underwriters for Units will consist of shares of Constituent Companies, in prescribed amounts, and cash. Certain issuances to one or more designated brokers of the Fund (each, a "Designated Broker") will be made entirely in cash.
8. Underwriters and Designated Brokers will not receive any fees or commissions in connection with the Fund's issuance of Units to them. On the issuance of Units, Barclays may require the Underwriter who placed the order to pay a transaction fee equal to 0.04% of the value of the aggregate proceeds received by the Fund in connection with such issuance. Barclays may, at its discretion, charge an administrative fee on the issuance of Units to the Underwriters to offset the expenses incurred in issuing Units.
9. Units may also be issued periodically by the Fund to one or more Designated Brokers upon an Index adjustment, take-over bid or similar extraordinary situation, or to fund permitted cash redemptions. Units will also be issued to Unitholders upon the automatic reinvestment of special dividends or capital gains distributions made on the Index Shares held by the Fund.
10. The net asset value of the Fund will be calculated daily and displayed at www.iunits.com.
11. The Units of the Fund will be listed and posted for trading on the Toronto Stock Exchange (the "Exchange"). The Fund will be subject to the rules of the Exchange with respect to the declaration of distributions, including with respect to the determination of the record date for distributions.
12. Except as described in paragraphs 7 and 9, Units may not be purchased directly from the Fund. Investors are generally expected to purchase Units through the facilities of the Exchange. However, Units will be issued directly to Unitholders upon the reinvestment of the Fund's distributions of income or capital gains.
13. Unitholders who wish to dispose of their Units may generally do so by selling such Units on the Exchange. Holders of a prescribed number of Units, or an integral multiple thereof, however, may redeem Units for baskets of the Index Shares plus cash. Unitholders who redeem a prescribed number of Units, or integral multiple thereof, may be charged an administrative fee in order to offset the expenses incurred by the Funds in effecting such exchange.
14. All Unitholders will also have the right to redeem Units solely for cash at a redemption price per Unit equal to 95% of the closing trading price of Units on the Exchange on the effective day of the redemption.
15. Unitholders holding at least the prescribed number of Units will be entitled to vote a proportion of the shares of a Constituent Company held by the Fund equal to that Unitholder's proportion of outstanding Units. Unitholders holding less than a prescribed number of Units will have no right to vote shares of a Constituent Company held by the Fund.
16. As trustee, Barclays will be entitled to receive from the Fund a fixed annual fee (the "Trustee Fee") equal to 0.55% of the net asset value of the Fund. Barclays will be responsible for all costs and expenses of the Fund, except for the Trustee Fee.
17. The Fund proposes to lend the Index Shares which it holds itself or through an agent to brokers, dealers and other financial institutions desiring to borrow securities. The securities lending will enable the Fund to earn income to partially offset the costs and expenses of the Fund. This will enable the Fund to reduce the effect of such costs and expenses, thereby enhancing the Fund's ability to provide investment results which most closely correspond to the price and performance of the applicable Index.

18. Members of a futures exchange (or their partners, directors and officers), who are registered only under the commodity futures legislation or requirements (if any) of the Jurisdiction where such members carry on the business of dealing in futures contracts, may have to trade units of the Funds in order to hedge their futures and other derivatives holdings based on the Index. Their registration under the applicable commodity futures legislation does not permit them to trade in Units of the Funds.

AND WHEREAS under the System, this MRRS Decision Document evidences the decisions 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 :

- (a) the registration requirement of the Legislation does not apply to Barclays and the Fund, in connection with any dissemination of sales communications relating to the distribution of Units of the Fund, provided that they comply with Part 15 of National Instrument 81-102 Mutual Funds;
- (b) the registration requirement of the Legislation does not apply to trades in Units of the Fund by members of a futures exchange, or the members' partners, directors or officers trading on behalf of such members, provided that
 - (i) the members or their partners, directors or officers are registered for trading purposes under the commodity futures legislation or requirements (if any) of the Jurisdiction where such members carry on the business of dealing in futures contracts,
 - (ii) the trades in Units of the Fund are made only for such members' own account, and
 - (iii) neither the members nor their partners, directors or officers will trade in Units of the Fund on behalf of their clients.
- (c) In connection with the proposed distribution of Units of the Fund pursuant to the Prospectus or any renewal prospectus, the Fund is exempt from the requirement of the Legislation that the Prospectus or renewal prospectus contain a certificate of the

Underwriters as defined in paragraph 7 above.

AND THE DECISION of the securities regulatory authority or regulator in each of New Brunswick, Prince Edward Island and Yukon pursuant to section 13(12) of the NB Act and corresponding provisions in legislation of Prince Edward Island and Yukon is that:

- (a) the registration requirement under section 5 of the NB Act and the corresponding provisions in legislation of Prince Edward Island and Yukon; and
- (b) the requirement to deliver a prospectus under section 13 of the NB Act and the corresponding provisions in legislation of Prince Edward Island and Yukon,

shall not apply to the Fund and Barclays in connection with trades in Units for the purpose of distributing income or capital gains.

August 20, 2002.

"Paul Moore"

"Harold P. Hands"

2.1.5 Rio Alto Exploration Ltd. - 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
THE PROVINCES OF ALBERTA, SASKATCHEWAN,
ONTARIO, QUÉBEC, NOVA SCOTIA AND
NEWFOUNDLAND AND LABRADOR**

AND

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

AND

**IN THE MATTER OF
RIO ALTO EXPLORATION LTD.**

MRRS DECISION DOCUMENT

1. WHEREAS the local securities regulatory authority or regulator (the "Decision Maker") in Alberta, Saskatchewan, Ontario, Québec, Nova Scotia and Newfoundland and Labrador (the "Jurisdictions") has received an application from Rio Alto Exploration Ltd. ("Rio Alto") for a decision under the securities legislation of the Jurisdictions (the "Legislation") that Rio Alto 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 Rio Alto has represented to the Decision Makers that:
 - 3.1 Rio Alto is a corporation organized under the laws of Alberta and its head office is located in Calgary, Alberta;
 - 3.2 Rio Alto is a reporting issuer under the Legislation and became a reporting issuer in Alberta on July 11, 1975 by receiving a receipt for a final prospectus;
 - 3.3 Rio Alto is not in default of any of the requirements of the Legislation;

- 3.4 the authorized capital of Rio Alto consists of an unlimited number of common shares (the "Common Shares"), an unlimited number of first preferred shares issuable in series and an unlimited number of second preferred shares issuable in series of which there are 75,957,627 Common Shares outstanding;
- 3.5 as a result of a plan of arrangement involving Canadian Natural Resources Limited ("CNQ") and Rio Alto, on July 1, 2002, CNQ acquired all of the outstanding Common Shares of Rio Alto and became the sole holder of the outstanding Common Shares;
- 3.6 at the close of business on July 5, 2002, the Common Shares were delisted from TSX Inc. and no securities of Rio Alto are listed or quoted on any exchange or market;
- 3.7 in addition to the outstanding Common Shares, Rio Alto has US\$125,000,000 senior unsecured U.S. dollar notes (the "Notes") which were issued in a private placement to 16 institutional buyers (the "Note Holders");
- 3.8 the head and registered office of each Note Holder is located outside of Canada and the Notes are held outside of Canada;
- 3.9 Rio Alto has no securities, including debt securities, outstanding, other than the outstanding Common Shares and the Notes; and
- 3.10 Rio Alto 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 Rio Alto is deemed to have ceased to be a reporting issuer.

August 16, 2002.

"Patricia M. Johnston"

2.1.6 Viking Landover Inc. - MRRS Decision

10,216,337 Common Shares are outstanding;

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 AND ONTARIO**

AND

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

AND

**IN THE MATTER OF
VIKING LANDOVER INC.**

MRRS DECISION DOCUMENT

1. WHEREAS the local securities regulatory authority or regulator (the "Decision Maker") in Alberta and Ontario (the "Jurisdictions") has received an application from Viking Landover Inc. ("Viking") for a decision under the securities legislation of the Jurisdictions (the "Legislation") that Viking 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 Viking represented to the Decision Makers that:

3.1 Viking was incorporated under the *Business Corporations Act* (Alberta) as 363437 Alberta Ltd. on March 25, 1987. Viking later changed its name to Landover Energy Inc. ("Landover Energy") and amalgamated with Viking Landover Inc. (as it existed prior to the amalgamation, "Old Viking");

3.2 the authorized share capital of Viking consists of an unlimited number of common shares (the "Common Shares"), an unlimited number of first preferred shares and an unlimited number of second preferred shares, of which

3.3 Viking is a reporting issuer in Alberta and Ontario and is not in default of any of the requirements of the Legislation;

3.4 Viking ceased to be a reporting issuer in British Columbia on July 17, 2002 by virtue of BC Instrument 11-502;

3.5 the head office of Viking is located in Calgary, Alberta;

3.6 by virtue of an offer to purchase made by Old Viking (the "Offer"), a wholly-owned subsidiary of Viking Energy Royalty Trust ("Viking Trust"), on May 16, 2002 and the subsequent exercise of its rights of compulsory acquisition (the "Compulsory Acquisition"), Old Viking acquired all of the common shares of Landover Energy;

3.7 Old Viking and Landover Energy amalgamated on June 30, 2002 (the "Amalgamation") and continued as Viking Landover Inc.;

3.8 following the Offer, Compulsory Acquisition, and the Amalgamation, Viking Trust indirectly owns all of the Common Shares;

3.9 other than the outstanding Common Shares, there are no securities of Viking, including debt securities, outstanding;

3.10 the Commons Shares were delisted from the TSX Venture Exchange at the close of business on July 5, 2002 and there are no securities of Viking listed or quoted on any exchange or market;

3.11 Viking 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 Viking is deemed to have ceased to be a reporting issuer under the Legislation.

August 22, 2002.

“Patricia M. Johnston”

2.1.7 Destination Resorts 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
DESTINATION RESORTS INC.**

MRRS DECISION DOCUMENT

1. **WHEREAS** the local securities regulatory authority or regulator (the Decision Maker) in Alberta, Saskatchewan, Ontario and Québec (the Jurisdictions) has received an application from Destination Resorts Inc. (DRI) for a decision under the securities legislation of the Jurisdictions (the Legislation) that DRI 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 (the Commission) is the principal regulator for this application;
3. **AND WHEREAS** DRI has represented to the Decision Makers that:
 - 3.1 DRI was incorporated under the *Business Corporations Act* (Alberta) (the ABCA) on December 5, 1996;
 - 3.2 DRI's head office is located in Calgary, Alberta;
 - 3.3 DRI is a reporting issuer in the Jurisdictions and, other than non-compliance with National Policy Statement 31 – *Change of Auditor of a Reporting Issuer*, in connection with the change of auditors at its annual general and special meeting held on May 31,

- 2000, DRI is not in default of any of the requirements of the Legislation;
- 3.4 DRI became a reporting issuer in Alberta on December 6, 1996 with the filing of a securities exchange take-over bid circular;
- 3.5 the authorized capital of DRI consists of an unlimited number of common shares (the Common Shares) and an unlimited number of preferred shares, of which as of July 25, 2002, there were 53,176,203 Common Shares issued and outstanding together with options (the Options) to acquire an aggregate of 3,410,416 Common Shares;
- 3.6 on November 22, 2000, T.G.S. Properties Ltd., a corporation incorporated pursuant to the laws of the Province of Alberta, completed an insider bid and compulsory acquisition transaction and became the sole holder of the Common Shares;
- 3.7 the Common Shares were delisted by The Toronto Stock Exchange (TSX) at the close of business on November 30, 2000;
- 3.8 DRI concluded two private placements on January 15, 2001, resulting in two additional registered holders of Common Shares resident in Alberta;
- 3.9 as at the date hereof, the outstanding Common Shares held by three shareholders and the Options are held by one of the holders of Common Shares and three Option holders;
- 3.10 the books of DRI indicate that the last known address of the holders of Common Shares and one Option holder is in Alberta and the other two Option holders is in British Columbia;
- 3.11 in addition to the Common Shares and the Options, DRI also had outstanding \$10,414,000 principal amount 8% convertible redeemable debentures (the Debentures), which matured on June 30, 2002 and which were listed and posted for trading on the TSX;
- 3.12 the Debentures were paid in full on maturity and delisted by the TSX at the close of business on June 28, 2002;
- 3.13 DRI has no securities, including debt obligations, outstanding, other than the
- outstanding Common Shares and Options;
- 3.14 all of the security holders of DRI resident in Alberta are aware that DRI has applied to cease to be a reporting issuer in the Jurisdictions and have indicated that they understand the nature of the application and have no objection it;
- 3.15 no securities of DRI are listed or quoted on any exchange or market; and
- 3.16 DRI 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 DRI is deemed to have ceased to be a reporting issuer.

August 16, 2002.

“Patricia M. Johnston”

2.1.8 Helix Hearing Care of America Corp.
- 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
QUÉBEC, ONTARIO AND ALBERTA

AND

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

AND

IN THE MATTER OF
HELIX HEARING CARE OF AMERICA CORP.

MRRS DECISION DOCUMENT

WHEREAS the local securities regulatory authority or regulator (the "**Decision Maker**") in each of Québec, Ontario and Alberta (the "**Jurisdictions**") has received an application from Helix Hearing Care of America Corp. ("**Helix**") for a decision pursuant to the securities legislation of the Jurisdictions (the "**Legislation**") that Helix be deemed to have ceased to be a reporting issuer under the Legislation;

AND WHEREAS pursuant to the Mutual Reliance Review System for Exemptive Relief Applications (the "**System**") the Commission des valeurs mobilières du Québec is the principal regulator for this application;

AND WHEREAS Helix has represented to the Decision Makers that:

1. Helix was incorporated under the *Business Corporations Act* (Alberta) on August 26, 1996. On July 9, 1999, Helix's Articles of Incorporation (the "**Articles**") were amended to allow the continuance of Helix under the Canada Business Corporations Act. The Articles of Helix were again amended on November 30, 2000, to allow for the amalgamation of Helix and its subsidiary, Regional Hearing Consultants, Inc.
2. Helix's head office is located at 7100, Jean-Talon East, Suite 610, Montreal, Quebec, H1M 3S3.
3. The authorized capital of Helix consists of an unlimited number of common shares without par

value (the "**Helix Common Shares**"), an unlimited number of first preferred shares and an unlimited number of second preferred shares (collectively, the "**Helix Preferred Shares**"). As of May 20, 2002, there were an aggregate 46,161,190 Helix Common Shares issued and outstanding and up to a maximum of 11,317,017 Helix Common Shares may be issued to holders of convertible securities that are exercisable into Helix Common Shares (the "**Helix Convertible Securities**").

4. The convertibles debentures were paid in full. The Helix Common Shares were delisted from the TSX on July 15, 2002 and no securities of Helix are listed or quoted on any exchange or market.
5. On July 11, 2002 pursuant to the merger agreement dated July 27, 2001 between HEARx Ltd (HEARx, now known as HearUSA Inc.) and Helix, as amended and restated on November 6, 2001 HEARx Canada Inc. ("**Exchangeco**"), an indirect wholly owned subsidiary of HEARx, acquired all of the issued and outstanding shares of Helix (the "**Transaction**") in exchange of exchangeable shares of Exchangeco (the "**Exchangeable Shares**") or HEARx Common Stock, at the election of the holder.
6. Exchangeco was currently a closed company within the meaning of that term under the *Securities Act* (Québec) (the "**Act**"). Prior to the completion of the Transaction, the articles of Exchangeco were amended to remove the closed company restrictions of Exchangeco. Upon completion of the Transaction and the listing of the Exchangeable Shares on the TSX, Exchangeco became a reporting issuer under the Act. Exchangeco also became a reporting issuer under the securities legislation of Alberta and Ontario as a result of the Transaction.
7. As a result of the foregoing, upon the completion of the Arrangement, all of the issued and outstanding Helix Common Shares are held directly by HEARx or indirectly by HEARx through Exchangeco or HEARx Acquisition ULC ("**Callco**").
8. Helix is not in default of any of the requirements of the Legislation of the Jurisdictions.
9. Other than the Helix Common Shares, there are no other securities of Helix, including debt securities, outstanding; and
10. Helix does not intend to seek public financing by way of an offering of its securities.

AND WHEREAS pursuant to 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, which provides the Decision Maker with the jurisdiction to make the Decision, has been met;

THE DECISION of the Decision Makers pursuant to the Legislation is that Helix be deemed to have ceased to be a reporting issuer under the Legislation.

August 22, 2002.

“Edvie Élysée”

**2.1.9 Applied Terravision Systems 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, ONTARIO AND QUÉBEC**

AND

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

AND

**IN THE MATTER OF
APPLIED TERRAVISION SYSTEMS INC.**

MRRS DECISION DOCUMENT

1. **WHEREAS** the local securities regulatory authority or regulator (the “Decision Maker”) in each of Alberta, Ontario and Québec (the “Jurisdictions”) has received an application from Applied Terravision Systems Inc. (“ATS”) for a decision under the securities legislation of the Jurisdictions (the “Legislation”) that ATS 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** ATS has represented to the Decision Makers that:
 - 3.1 ATS was incorporated under the *Companies Act* (Alberta) as 124296 Resources Ltd. on September 11, 1978 and was continued under the *Business Corporations Act* (Alberta) by articles of continuance on December 20, 1982;
 - 3.2 the authorized capital of ATS consists of an unlimited number of common shares (the “Common Shares”), of which there are currently 39,412,462 issued and outstanding and an unlimited number of

- preferred shares issuable in series of which none are outstanding;
- 3.3 ATS is a reporting issuer in each of the Jurisdictions;
- 3.4 other than failing to file financial statements subsequent to the amalgamation described herein for the second quarter ending March 31, 2002, ATS is not in default of any of its obligations as a reporting issuer under the Legislation;
- 3.5 pursuant to an amalgamation agreement dated March 15, 2002 Cognicase Inc. ("Cognicase") became the holder of all of the issued and outstanding Common Shares;
- 3.6 Cognicase is the sole registered security holder of ATS and there are no securities, including public debt obligations, currently issued and outstanding other than the Common Shares;
- 3.7 The TSX Venture Exchange has effective at the close of business on April 3, 2002 delisted the Common Shares from trading and there are no securities of ATS listed on any exchange or traded over the counter in Canada or elsewhere;
- 3.8 ATS does not intend to seek public financing by way of an offering of 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 ATS is deemed to no longer be a reporting issuer under the Legislation.

August 20, 2002.

"Patricia M. Johnston"

2.2 Orders

2.2.1 Resource Equity Ltd. - ss. 83.1(1)

Headnote

Subsection 83.1(1) B issuer deemed to be a reporting issuer in Ontario B issuer has been a reporting issuer in British Columbia since 1999 and in Alberta since 1998 B issuer's securities listed and posted for trading on the CDNX B 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")**

AND

**IN THE MATTER OF
RESOURCE EQUITY LTD.**

**ORDER
(Subsection 83.1(1))**

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

AND UPON considering the application and the recommendation of the staff of the Ontario Securities Commission (the "Commission");

AND UPON Resource Equity representing to the Commission as follows:

1. Resource Equity is a Corporation incorporated on August 17, 1984 in the Province of Alberta and continued into Ontario on November 8, 2001. The head office of Resource Equity is Suite 200, 56 Temperance Street, Toronto, Ontario, M5H 3V5.
2. Resource Equity became a reporting issuer under the *Securities Act* (Alberta) (the "Alberta Act") on October 28, 1988, as a result of an exchange offering prospectus.
3. Resource Equity became a reporting issuer under the *Securities Act* (British Columbia) (the "British Columbia Act") on November 26, 1999, as a result of the merger of the Alberta Stock Exchange and the Vancouver Stock Exchange to form the Canadian Venture Exchange (the "CDNX").
4. Resource Equity is not currently a reporting issuer in Ontario or in any other jurisdiction, other than Alberta and British Columbia.

5. The authorized share capital of Resource Equity consists of an unlimited number of Common Shares, without par value, and an unlimited number of first preferred shares, without par value. As of this date, 2,344,000 common shares are issued and no preferred shares are issued.
6. The shares of Resource Equity were listed and posted for trading on November 17, 1988 on The Alberta Stock Exchange and on November 8, 1999 on CDNX and have remained listed since that date. Resource Equity is not in default of any of the rules or regulations of CDNX.
7. Resource Equity is not in default of any of the requirements of the British Columbia Act or the Alberta Act.
8. The continuous disclosure requirements of the British Columbia Act and the Alberta Act are substantially the same as the requirements under the Act.
9. The continuous disclosure materials filed by Resource Equity under the British Columbia Act since June 30, 2000, the date from which the British Columbia Act transition provisions expired, and under the Alberta Act since July 1, 1997 are available on the System for Electronic Document Analysis and Retrieval.
10. Resource Equity has not been subject to any penalties or sanctions imposed against Resource Equity by a court relating to Canadian securities legislation or by a Canadian securities regulatory authority, and has not entered into any settlement agreement with any Canadian securities regulatory authority.
11. Neither Resource Equity, nor, to the knowledge of Resource Equity, its officers and directors, or any shareholder of Resource Equity holding sufficient securities of Resource Equity to affect materially the control of Resource Equity, has:
 - a. been the subject of any penalties or sanctions imposed by a court relating to Canadian securities legislation or by a Canadian securities regulatory authority;
 - b. entered into a settlement agreement with a Canadian securities regulatory authority; or
 - c. been subject to any other penalties or sanctions imposed by a court or regulatory body that would be likely to be considered important to a reasonable investor making an investment decision.
12. None of Resource Equity, any officer or director of Resource Equity, nor, to the knowledge of Resource Equity, its officers and directors, or any

shareholder of Resource Equity holding sufficient securities of Resource Equity to affect materially the control of Resource Equity, has been subject to:

- a. any known ongoing or concluded investigations by: (i) a Canadian securities regulatory authority; or (ii) a court or regulatory body, other than a Canadian securities regulatory authority, that would be likely to be considered important to a reasonable investor making an investment decision; or
 - b. 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 preceding 10 years.
13. None of the directors or officers of Resource Equity, nor to the knowledge of Resource Equity, its directors and officers, or any of its controlling shareholders, is or has been at the time of such event, a director or officer of any other issuer which is or has been subject to:
- a. any cease trade or similar orders, or orders that denied access to any exemptions under Ontario securities law, for a period of more than 30 consecutive days, within the preceding 10 years; or
 - b. any bankruptcy or insolvency proceedings, or other proceedings, arrangements or compromises with creditors, or been the subject of the appointment of a receiver, receiver-manager or trustee, within the preceding 10 years.
14. Resource Equity seeks to become a reporting issuer in Ontario because it has a significant connection to Ontario since Resource Equity's head office is located in Ontario and greater than 60% of Resource Equity's equity securities are beneficially owned by residents of Ontario.

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 Resource Equity be deemed to be a reporting issuer for the purposes of Ontario securities law.

April 10, 2002.

"Iva Vranic"

2.2.2 Kensington Co-Investment Fund-A, L.P. and Kensington Co-Investment Fund-B, L.P. - s. 147

Headnote

Exemption from fees mandated under section 7.3 of Rule 45-501 – Exempt Distributions for a distribution of limited partnership units effected on an exempt basis in reliance on section 2.3 of Rule 45-501.

Statutes Cited

Securities Act, R.S.O. 1990, c. S.5, as am., section 147.

Rules Cited

O.S.C. Rule 45-501 Exempt Distributions, sections 2.3 and 7.3.

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

AND

**IN THE MATTER OF
RULE 45-501 OF THE ONTARIO SECURITIES
COMMISSION ("RULE 45-501")**

AND

**IN THE MATTER OF
KENSINGTON CO-INVESTMENT FUND-A, L.P. AND
KENSINGTON CO-INVESTMENT FUND-B, L.P.**

**ORDER
(Section 147 of the Act)**

WHEREAS Kensington Co-Investment Fund-A, L.P. ("Fund A") and Kensington Co-Investment Fund-B, L.P. ("Fund B") have submitted an application to the Ontario Securities Commission (the "Commission") requesting an order pursuant to Section 147 of the Act that Fund A and Fund B (collectively, the "Funds") be exempt from the requirement to pay certain fees otherwise payable under Section 7.3 of Rule 45-501 *Exempt Distributions* in connection with the issue and sale of limited partnership units of the Funds;

AND UPON the Funds having represented to the Commission that:

1. Fund A and Fund B are limited partnerships formed under the laws of Ontario for the purpose of investing in co-investment opportunities presented to such limited partnerships by Kensington Fund of Funds, L.P. (the "FOF Fund").
2. The registered office of each of the Funds is located in Ontario.

3. The general partners of each of Fund A (the "Fund A GP"), the FOF Fund (the "FOF GP") and Fund B (the "Fund B GP") are distinct Ontario corporations and are wholly owned subsidiaries of Kensington Capital Partners Limited an Ontario corporation ("GP Holdco").
4. On August 1, 2002, Canada Pension Plan Investment Board (the "Purchaser") purchased from each of Fund A and Fund B, respectively, limited partnership units of each of Fund A and Fund B, respectively. These trades (the "Distributions") were effected on an exempt basis in reliance on Section 2.3 of Rule 45-501.
5. The investment by the Purchaser in Fund A and Fund B was structured as an investment in two limited partnerships with similar investment objectives, rather than as an investment in a single limited partnership, in order that one of the partnerships, namely Fund A, could qualify as a "qualified limited partnership" under the *Income Tax Act* (Canada). The other partnership (Fund B) will make investments that cannot be made by a "qualified limited partnership". Investments in "foreign property" (as defined in the *Income Tax Act* (Canada) cannot be made by Fund A, but may be made by Fund B.
6. The Purchaser was required to purchase limited partnership units of both Fund A and Fund B, and holds all of the limited partnership interests in both Fund A and Fund B.
7. The total purchase price that the Purchaser agreed to pay for its investment in Fund A and Fund B, in the aggregate, is Cdn \$50,000,000. The Purchaser agreed to pay up to Cdn \$50,000,000 of this amount for its investment in Fund A (less the amount invested by the Purchaser in Fund B), and up to Cdn \$15,000,000 for its investment in Fund B. Proceeds paid by the Purchaser will only be allocated to Fund B if required by Fund B to pay for an investment that cannot be made by Fund A. The Purchaser's obligation to provide funds to Fund B is limited to the lesser of Cdn \$15,000,000 and the difference between Cdn \$50,000,000 and the amount actually invested by Fund A. As the allocation of proceeds paid by the Purchaser between Fund A and Fund B depends on which of Fund A and Fund B requires the proceeds to make a particular investment, the actual amount of proceeds that will be received by each of Fund A and Fund B will not be known until the investment periods of both Funds expire (which could be as late as August, 2007).
8. Each of Fund A and Fund B will be required to pay filing fees under Section 7.3 of Rule 45-501 F1 in connection with the distribution by it to the Purchaser under Section 2.3 of Rule 45-501 at the time a Form 45-501F1 is required to be filed in

respect of such distribution, based on the maximum amount of proceeds that may be received by such Fund. In the case of Fund A, that maximum amount is Cdn \$50,000,000, and in the case of Fund B, that maximum amount is Cdn \$15,000,000. Consequently, both partnerships are required to pay fees at the time that Form 45-501F1's are required to be filed by them in respect of the Distributions, calculated based on an aggregate amount of proceeds of Cdn \$65,000,000, even though the aggregate amount of proceeds that will be ultimately received by both Funds will not exceed Cdn \$50,000,000, in total.

AND UPON the Commission being of the opinion that to do so would not be prejudicial to the public interest,

IT IS ORDERED, pursuant to Section 147 of the Act, that Fund B is exempt from the requirement to pay the fees applicable under Section 7.3 of Rule 45-501 to the filing by Fund B of the Form 45-501F1 in respect of the Distributions, provided that Fund A pays the fees under Section 7.3 of Rule 45-501 applicable to the filing by Fund A of a Form 45-501F1 in respect of the Distributions, calculated on Cdn \$50,000,000, the maximum amount of proceeds from the Distributions that may be received by Fund A and Fund B.

August 23, 2002.

"Paul M. Moore"

Robert L. Shirriff

2.2.3 Crowflight Minerals Inc. - ss. 83.1(1), ss. 9.1(1) of NI 43-101 and ss. 59(2) of Sched. I to Reg. 1015

Headnote

Subsection 83.1(1) - Issuer deemed a reporting issuer in Ontario - Issuer has been a reporting issuer in British Columbia since November 1985 and in Alberta since November 26, 1999 - Issuer listed and posted for trading on the TSX Venture Exchange - Issuer not designated as a capital pool company by TSX Venture - Continuous disclosure requirements of British Columbia and Alberta substantially the same as those of Ontario - Director grants exemption from subsection 4.1(1) of NI 43-101 and certain fee relief.

Statutes Cited

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

National Instruments Cited

National Instrument 43-101 - Standards of Disclosure for Mineral Projects (2001), 24 OSCB 303, ss. 4.1(1), 9.1.

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

AND

**ONTARIO REGULATION 1015, R.R.O. 1990,
AS AMENDED
(the "Regulation")**

AND

**IN THE MATTER OF
NATIONAL INSTRUMENT 43-101
STANDARDS OF DISCLOSURE FOR
MINERAL PROJECTS ("NI 43-101")**

AND

**IN THE MATTER OF
CROWFLIGHT MINERALS INC.**

ORDER and DECISION

**(Subsection 83.1(1) of the Act, Subsection 9.1(1) of
NI 43-101 & Subsection 59(2) of Schedule I
to the Regulation)**

UPON the application of Crowflight Minerals Inc. (the "Corporation") to the Ontario Securities Commission (the "Commission") for an order pursuant to subsection 83.1(1) of the Act deeming the Corporation to be a reporting issuer for the purposes of Ontario securities law;

AND UPON the application of the Corporation to the Director of the Commission for a decision that the Corporation 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 I to the Regulation for a decision that the Corporation be exempt from the requirement contained in subsection 53(1) of Schedule I 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 Corporation representing to the Commission and the Director as follows:

1. The Corporation is a corporation incorporated pursuant to the provisions of the *Company Act* (British Columbia). The head office of the Corporation is 133 Richmond Street West, Suite 408, Toronto, Ontario M5H 2L3.
2. The authorized share capital of the Corporation consists of 100,000,000 common shares (the "Common Shares") without par value, 100,000,000 preference shares with par value of \$10, issuable in series (the "Class "A" Preference Shares"), and 100,000,000 preference shares with par value of \$50, issuable in series (the "Class "B" Preference Shares"), of which 22,508,253 Common Shares and nil Class "A" Preference Shares and nil Class "B" Preference Shares are issued and outstanding.
3. The Corporation became a reporting issuer under the *Securities Act* (British Columbia) (the "B.C. Act") on November 8, 1985 and became a reporting issuer under the *Securities Act* (Alberta) (the "Alberta Act") on November 26, 1999, pursuant to the merger of the Alberta and Vancouver Stock Exchanges.
4. The Corporation's common shares trade on the TSX Venture Exchange ("TSX Venture") under the trading symbol CML. The Corporation is not designated as a Capital Pool Company by TSX Venture.
5. TSX Venture requires all of its listed issuers, which are not otherwise reporting issuers in Ontario, to assess whether they have a "significant connection to Ontario" as defined in Policy 1.1 of the TSX Venture Corporate Finance Manual.
6. TSX Venture requires that where an issuer, which is not otherwise a reporting issuer in Ontario, becomes aware that it has a significant connection to Ontario, the issuer promptly make a *bona fide* application to the Commission to be deemed a reporting issuer in Ontario.
7. The Corporation has a significant connection to Ontario in that,

- (a) as at November 1, 2001, more than 20% of the total number of equity securities of the Corporation held by registered and beneficial shareholders of the Corporation were held by registered and beneficial shareholders in Ontario;
- (b) the executive office of the Corporation and a majority of the directors of the Corporation are resident in Ontario; and
- (c) the Corporation's business and mineral exploration operations generally involve mineral properties located near Sudbury, Ontario.
8. The Corporation has applied to the Commission pursuant to subsection 83.1(1) of the Act for an order that it be deemed a reporting issuer in Ontario.
9. 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.
10. The Corporation does not have a current technical report and would not otherwise be required to file a technical report pursuant to NI 43-101 at this time except for having to become a reporting issuer in Ontario pursuant to the TSX Venture Corporate Finance Manual.
11. The Corporation is not a reporting issuer under the securities legislation of any jurisdiction other than the Provinces of British Columbia and Alberta.
12. The Corporation is not in default of any requirements of the B.C. Act, the Alberta Act, or any of the rules and regulations thereunder, and is not on the lists of defaulting reporting issuers maintained pursuant to the B.C. Act and the Alberta Act. To the knowledge of management of the Corporation, the Corporation has not been the subject of any enforcement actions by the British Columbia Securities Commission or the Alberta Securities Commission or by TSX Venture.
13. The continuous disclosure requirements of the B.C. Act and the Alberta Act are substantially the same as the requirements under the Act.
14. The materials filed by the Corporation as a reporting issuer in the Provinces of British Columbia and Alberta since January 1, 1997 are available on the System for Electronic Document Analysis and Retrieval. The Corporation's continuous disclosure record is up to date and includes a description of the Issuer's material mineral projects.
15. There have been no penalties or sanctions imposed against the Corporation by a court relating to Canadian securities legislation or by a Canadian securities regulatory authority, and the Corporation has not entered into any settlement agreement with any Canadian securities regulatory authority.
16. Neither the Corporation nor any of its directors, officers, nor, to the knowledge of the Corporation, its directors and officers, any of its 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 body that would be likely to be considered important to a reasonable investor making an investment decision.
17. Neither the Corporation nor any of its directors, officers nor, to the best knowledge of the Corporation, its directors and officers, any of its controlling shareholders, is or has been subject to: (i) any known ongoing or concluded investigations by: (a) a Canadian securities regulatory authority, or (b) a court or regulatory body, other than a Canadian securities regulatory authority, 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 preceding 10 years.
18. None of the directors or officers of the Corporation, nor to the best knowledge of the Corporation, its directors and officers, any of its controlling shareholders, is or has been at the time of such event a director or officer of any other issuer which is or has been subject to: (i) any cease trade or similar orders, or orders that denied access to any exemptions under Ontario securities law, for a period of more than 30 consecutive days, within the preceding 10 years; 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 preceding 10 years.
- AND UPON** the Commission and the Director 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 Corporation be deemed to be a reporting issuer for the purposes of Ontario securities law.

August 2, 2002.

"Margo Paul"

AND IT IS DECIDED pursuant to subsection 9.1(1) of NI 43-101 that the Corporation 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 I to the Regulation that the Corporation is exempt from the requirement contained in subsection 53(1) of Schedule I to the Regulation to pay a fee in connection with the making of the application under subsection 9.1(1) of NI 43-101.

August 2, 2002.

"Margo Paul"

2.2.4 Private Financial Research Corporation - s. 147

Headnote

Section 147 – securities adviser exempt from requirement in section 21.10 of the Act, and sections 112, 139 and 140 of the Regulations that the securities adviser deliver to the Commission within 90 days after the end of its financial year a copy of its audited financial statements for the financial year – securities adviser does not have control over client's assets.

Statutes Cited

Securities Act, R.S.O. 1990, c. S.5, as am., ss. 21.10, 147.

Regulations Cited

Regulation made under the Securities Act, R.R.O. 1990, Reg. 1015, as am., ss. 112, 139 and 140.

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

AND

**IN THE MATTER OF
R.R.O. 1990, REGULATION 1015, AS AMENDED
(the "Regulation")**

AND

**IN THE MATTER OF
PRIVATE FINANCIAL RESEARCH CORPORATION**

**ORDER
(Section 147)**

UPON the application (the "Application") of Private Financial Research Corporation (the "Applicant") to the Ontario Securities Commission (the "Commission") for an order (the "Order"), pursuant to section 147 of the Act, exempting the Applicant from the requirements in section 21.10 of the Act and sections 112, 139 and 140 of the Regulation that the Applicant deliver to the Commission within 90 days after the end of its financial year a copy of its audited financial statements for the financial year;

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

AND UPON the Applicant having represented to the Commission that:

1. The Applicant has been registered under the Act as a securities adviser since June 28, 2002 and has a financial year end of April 30.
2. The Applicant provides published advice and investment advisory services to institutional investors which is not tailored to the needs of

specific clients and does not take custody of, or have any control over, client assets.

3. The Applicant is not subject to the minimum free capital requirements of subsection 107(3) of the Regulation by virtue of subsection 107(4) of the Regulation.

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

IT IS ORDERED, pursuant to section 147 of the Act that the Applicant is not subject to section 21.10 of the Act and sections 112, 139 and 140 of the Regulation.

August 22, 2002.

“David M. Gilkes”

2.2.5 Harborside Securities LLC - s. 211 of Reg. 1015

Headnote

Applicant for registration as international dealer exempted from requirement in subsection 208(2) of the Regulation that it carry on the business of underwriter in a country other than Canada where applicant will not act as underwriter in Ontario - Applicant is registered with the S.E.C. as a broker-dealer and is a member of N.A.S.D.

Statutes Cited

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

Regulations Cited

Regulation made under the Securities Act, R.R.O. 1990, Reg. 1015, as am., ss. 100(3), 208(1), 208(2) and 211.

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

AND

**IN THE MATTER OF
R.R.O. 1990, REGULATION 1015,
AS AMENDED (the “Regulation”)**

AND

**IN THE MATTER OF
HARBORSIDE SECURITIES LLC**

**ORDER
(Section 211 of the Regulation)**

UPON the application (the “Application”) of Harborside Securities LLC (“Harborside”) to the Ontario Securities Commission (the “Commission”) for an order pursuant to section 211 of the Regulation, exempting the Applicant from the requirement in subsection 208(2) of the Regulation that the Applicant carry on the business of an underwriter in a country other than Canada, in order for the Applicant to be registered under the Act as a dealer in the category of “international dealer”;

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

AND UPON the Applicant having represented to the Commission that:

1. The Applicant is not presently registered in any capacity under the Act and has filed an application with the Commission for registration as a dealer under the Act in the category of “international dealer” in accordance with section 208 of the Regulation.
2. Subsection 208(2) of the Regulation provides that “no person or company may register as an

international dealer unless the person or company carries on the business of a dealer and underwriter in a country other than Canada”.

(2) notwithstanding subsection 100(3) of the Regulation, the Applicant shall not engage in the activities of an underwriter in Ontario.

3. The Applicant is a limited liability company formed under the laws of the State of Delaware in the United States of America (the “United States”). The Applicant’s principal place of business is located at: 395 Hudson Street, 3rd Floor, New York, New York.

August 23, 2002.

“Paul M. Moore”

“Robert L. Shirriff”

4. The Applicant is registered under the *Securities Exchange Act of 1934* as a broker-dealer with the Securities and Exchange Commission and is a member of the National Association of Securities Dealers, Inc. (“NASD”).

5. The Applicant markets foreign securities for United States and foreign institutional customers, executing transactions through both foreign affiliates and other brokers and dealers. The Applicant executes transactions in U.S. securities on behalf of U.S. and foreign institutional customers on a fully disclosed basis through a registered U.S. clearing broker-dealer.

6. The Applicant does not currently act as an underwriter in the United States and does not currently act as an underwriter in any other jurisdiction outside the United States.

7. The Applicant does not currently act as an underwriter in Ontario and will not act as an underwriter in Ontario if it is registered under the Act as an “international dealer”, notwithstanding the fact that subsection 100(3) of the Regulation deems an “international dealer” to have been granted registration as an underwriter for the purposes of a distribution which it is authorized to make by section 208 of the Regulation.

8. In the absence of the relief requested in this Application, the Applicant would not meet the requirements of the Regulation for registration as a dealer in the category of “international dealer” as it does not carry on the business of an underwriter in a country other than Canada.

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

IT IS ORDERED, pursuant to section 211 of the Regulation, that, in connection with the registration of the Applicant as a dealer under the Act in the category of “international dealer”, the Applicant is exempt from the provisions of subsection 208(2) of the Regulation that the Applicant carry on the business of an underwriter in a country other than Canada, provided that, so long as the Applicant is registered under the Act as an “international dealer”:

(1) the Applicant carries on the business of a dealer in a country other than Canada; and

2.3 Rulings

2.3.1 Toyota Motor Corporation - ss. 74(1)

Headnote

Mutual Reliance Review System for Exemptive Relief Applications - Canadian joint venture corporation of Japanese issuer not technically an "affiliate" - distribution of options by Japanese issuer as part of share option plan exempt from registration and prospectus requirements - distribution of shares underlying options to local executives of Canadian joint venture corporation exempt from registration and prospectus requirement - first trade in shares deemed a distribution unless *de minimis* Canadian market and trade executed on an exchange outside of Canada

Applicable Statutory Provisions

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

Applicable Rules

OSC Rule 45-503 Trades to Employees, Executives and Consultants (1998) 22 OSCB 117.

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

AND

**IN THE MATTER OF
TOYOTA MOTOR CORPORATION**

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

UPON the application (the "Application") of Toyota Motor Corporation ("Toyota Japan") to the Ontario Securities Commission (the "Commission") for a ruling pursuant to subsection 74(1) of the Act that certain trades in options ("Options") and underlying common shares of Toyota Japan ("Shares") in connection with Toyota Japan's 2002 share option plan (the "Plan") shall not be subject to sections 25 or 53 of the Act;

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

AND UPON Toyota Japan having represented to the Commission that:

1. Toyota Japan is a limited liability, joint-stock company governed by the Commercial Code of Japan. Its principal and executive office is located at 1 Toyota-cho, Toyota City, Aichi Prefecture 471-8571, Japan. Toyota Japan is the largest producer of automobiles in Japan and the third largest automobile producer in the world. Toyota Japan's automotive operations include the design,

manufacture, assembly and sale of motor vehicles and related parts and accessories. As of March 31, 2002, Toyota Japan and its consolidated subsidiaries and affiliated companies employed approximately 246,702 persons worldwide, including 27,192 employees in North America, of which less than 3,481 are resident in Ontario.

2. As of March 31, 2002, Toyota Japan's authorized share capital consisted of 9,780,185,400 common shares ("Shares"), of which 3,649,997,492 Shares with a par value of ¥50 per Share were issued and outstanding. Approximately 15,047,220 Shares are represented by American Depositary Receipts ("ADRs"). Each ADR represents two Shares.
3. The Shares are widely held and are listed for trading on the Nagoya, Osaka and Tokyo Stock Exchanges under the code "7203" and on the London Stock Exchange under the symbol "TYT". The ADRs trade on the New York Stock Exchange under the symbol "TM".
4. The Shares are not listed on any stock exchange in Canada nor is there any other market for the Shares in Canada and none is expected to develop. Toyota Japan is not a reporting issuer in any jurisdiction in Canada and does not have any present intention of becoming a reporting issuer under the securities laws of any jurisdiction in Canada.
5. As at July 31, 2002, the number of Shares held by shareholders of record with addresses in Canada represented less than 10% of the number of outstanding Shares, and the number of shareholders of record with addresses in Canada was less than 10% of the total number of shareholders of record. It is expected that the operation of the Plan will not result in any material change to the number of outstanding Shares held by Shareholders of record with addresses in Canada or the number of shareholders with addresses in Canada.
6. The Shares carry the standard rights applicable to shares of Japanese companies, including a right to receive dividends as and when declared by the board of directors, and a right to one vote per Share provided that the holder holds at least 100 Shares.
7. Toyota Japan is subject to the reporting requirements of the Securities and Exchange Law of Japan and files annual, semi-annual and, if appropriate, extraordinary reports required under applicable Japanese law with the Kanto Local Finance Bureau. Toyota Japan also complies with the reporting requirements of the U.S. Securities Exchange Act of 1934 with respect to the ADRs and files reports, proxy statements and other information required under applicable U.S. law with the Securities and Exchange Commission.

8. Toyota Motor Manufacturing Canada Inc. ("TMMC"), Toyota Credit Canada Inc. ("TCCI") and Canadian Autoparts Toyota Inc. ("CAPTIN", and together with TMMC and TCCI, the "Subsidiaries") are wholly-owned subsidiaries of Toyota Japan and are corporations governed by the *Canada Business Corporations Act*. TMMC and TCCI have their principal and executive offices in Ontario. CAPTIN has its principal and executive office in British Columbia.
9. The Subsidiaries are engaged in the following businesses: TMMC manufactures automobiles and four-cylinder engines; TCCI provides finance and credit services to Toyota Canada Inc.'s ("TCI") dealers and to vehicle owners who purchase from TCI's dealers; and CAPTIN manufactures aluminium wheels for Toyota Japan's manufacturing facilities in Canada, the United States and Japan.
10. TCI is a 50/50 joint venture between Toyota Japan and Mitsui & Co. Ltd., a Japanese international trading company, and is governed by the *Canada Business Corporations Act*. TCI is the exclusive importer and distributor in Canada of Toyota Japan's motor vehicles, industrial equipment, replacement parts and accessories. TCI's primary business is importing and distributing Toyota Japan's products. As such, TCI's business operations, including its marketing, distribution and supply systems, are integrated with those of Toyota Japan. TCI also imports and distributes products of a joint venture between Toyota Japan and General Motors Corporation. Toyota Japan provides certain staff members to TCI on an ongoing basis to co-ordinate Toyota Japan's and TCI's marketing, distribution and supply systems.
11. Toyota Japan has adopted the Plan on a worldwide basis to encourage its Japanese secondees abroad (the "Secondees") and its foreign subsidiaries' executives (the "Local Executives", and together with the Secondees, the "Participants") to further promote the best interests of Toyota Japan and its subsidiaries by providing them with options, which when exercised, will result in such Participants holding Shares. The Secondees are employed by Toyota Japan and a certain number of Local Executives are employed by each of the Subsidiaries and by TCI. The proposed Participants are all residents of Ontario and British Columbia. Proposed Participants who are Local Executives of TCI are all resident in Ontario.
12. Each Participant will enter into a written agreement with Toyota Japan ("Option Agreements") pursuant to which the Participant will be granted an option ("Option") to acquire Shares. The grant of Options to the Local Executives of TCI is conditional upon the granting of the relief requested herein.
13. The reports, proxy statements and other information that Toyota Japan is required to provide to its shareholders will be provided or made available upon request to Participants.
14. The Options carry the right to subscribe for Shares of Toyota Japan. Upon the exercise of an Option, Toyota Japan will either issue new Shares or transfer existing Shares to the Participants. The holders of the Options may exercise the Options at any time during the period from August 1, 2004 to July 31, 2008. The Options are non-transferable.
15. The Option Agreements provide for the grant of an Option to each Participant. Entering into the Option Agreement and participating in the Plan is voluntary on the part of the Participant and Participants are not induced to enter the Option Agreement or participate in the Plan by expectation of employment or continued employment. No payment is required by the Participant to enter the Option Agreement or exercise the Options and acquire Shares, although upon exercise of the Options, Participants will pay the exercise price therefor.
16. The grants of Options by Toyota Japan and the issue of Shares by Toyota Japan upon exercise of Options to the Secondees and to the Local Executives of TMMC and TCCI are exempt from sections 25 and 53 of the Act pursuant to the exemption contained in Ontario Securities Commission Rule 45-503 ("Rule 45-503"), section 3.3 for trades by a foreign-listed issuer of securities of its own issue to its executives and pursuant to exemptions under subsections 35(1)(12)(iii) and 72(1)(f)(iii) of the Act for trades by an issuer in securities of its own issue distributed pursuant to a right to purchase, convert or exchange securities previously granted by the issuer. Such exemptions are not available for the grants of Options by Toyota Japan and the issue of Shares by Toyota Japan upon exercise of Options to the Local Executives of TCI as TCI is not an "affiliated entity" of Toyota Japan because it is a 50/50 joint venture and not a "subsidiary" of Toyota Japan under Rule 45-503. The definition of "subsidiary" in Rule 45-503 refers to the beneficial ownership of more than 50% of the voting securities of the subsidiary, whereas Toyota Japan owns exactly 50% of the voting securities of TCI. The "accredited investor" exemption contained in Ontario Securities Commission Rule 45-501, section 2.3 for trades to such investors is also not available as some of the Local Executives of TCI do not meet the applicable criteria for an "accredited investor".
17. The "*de minimis*" registration exemption contained in Rule 45-503, section 3.5 with respect to trades by executives of the issuer or an affiliated entity of the issuer is not available to the Local Executives

of TCI as TCI is not an “affiliated entity” of Toyota Japan under Rule 45-503.

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:

1. sections 25 and 53 of the Act shall not apply to the issue of Options by Toyota Japan to the Local Executives of TCI;
2. sections 25 and 53 of the Act shall not apply to the issue of Shares by Toyota Japan to the Local Executives of TCI upon the exercise of Options in connection with the Plan, provided that the first trade in such Shares shall be a distribution unless the requirements in subsection 2.14(1) of Multilateral Instrument 45-102 *Resale of Securities* are satisfied; and
3. section 25 of the Act shall not apply to a first trade in Shares acquired pursuant to the Plan by the Local Executives of TCI if:
 - (a) at the time of the granting of the corresponding Option, neither Toyota Japan and TCI are reporting issuers under the Act;
 - (b) at the time of the granting of the corresponding Option, holders of Shares whose last address as shown on the books of Toyota Japan as being in Canada did not own directly or indirectly more than 10% of the outstanding Shares and did not represent in number more than 10% of the total number of owners directly or indirectly of Shares; and
 - (c) such first trades are executed through the facilities of a stock exchange outside of Canada.

August 23, 2002.

“Paul M. Moore”

“Robert L. Shirriff”

Chapter 4

Cease Trading Orders

4.1.1 Temporary, Extending & Rescinding Cease Trading Orders

Company Name	Date of Order or Temporary Order	Date of Hearing	Date of Extending Order	Date of Lapse/Expire
High American Gold Inc.	26 Aug 02	06 Sep 02		
Internet Shopping Catalog Inc.	26 Aug 02	06 Sep 02		
Kicking Horse Resources Ltd.	28 Aug 02	09 Sep 02		
M.L. Cass Petroleum Corporation	27 Aug 02	06 Sep 02		
Mondev Senior Living Inc.	28 Aug 02	09 Sep 02		
Teddy Bear Valley Mines, Limited	22 Aug 02	03 Sep 02		
Zaurak Capital Corporation	27 Aug 02	06 Sep 02		

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
Asset Management Software Systems Corp.	23 Jul 02	02 Aug 02	02 Aug 02		
Systech Retail Systems Inc.	27 June 02	10 July 02	10 Jul 02	27 Aug 02	

4.3.1 Issuer CTO's Revoked

Company Name	Date of Revocation
St. Anthony Resources Inc.	15 Aug 02

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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>
12-Jul-2002	Bernard Beaton	BPI Global Opportunites III RSP Fund - Units	5,000.00	53.00
19-Jul-2002	Allan Herrington	BPI Global Opportunites III RSP Fund - Units	121,170.69	1,282.00
01-Jul-2002	Fidelity Investments	CIT Group Inc. - Common Shares	698,181.00	19,700.00
30-Jul-2002	5 Purchasers	Column Canada Issuer Corporation - Mortgage	17,829,347.00	1.00
29-May-2002	Bank of Montreal	Commonwealth Bank of Australia - Notes	3,078,841.00	1.00
27-Jul-2002	George Ozburn	Discovery Biotech Inc. - Common Shares	6,000.00	2,000.00
25-Jul-2002	Peter Fraser	Discovery Biotech Inc. - Common Shares	3,000.00	3,000.00
25-Jul-2002	John Sparling	Discovery Biotech Inc. - Common Shares	9,000.00	3,000.00
25-Jul-2002	Gordon Wood	Discovery Biotech Inc. - Common Shares	3,000.00	1,000.00
25-Jul-2002	Muhammed Wasim Khan	Discovery Biotech Inc. - Common Shares	3,000.00	1,000.00
25-Jul-2002	Len Saplis	Discovery Biotech Inc. - Common Shares	3,000.00	1,000.00
25-Jul-2002	W. E. Heckford	Discovery Biotech Inc. - Common Shares	3,000.00	1,000.00
25-Jul-2002	Ross Kosowicz	Discovery Biotech Inc. - Common Shares	3,000.00	1,000.00
25-Jul-2002	Raymond Koenig	Discovery Biotech Inc. - Common Shares	3,000.00	1,000.00

Notice of Exempt Financings

25-Jul-2002	Antonio Goulart	Discovery Biotech Inc. - Common Shares	3,000.00	1,000.00
25-Jul-2002	Reg Wylie	Discovery Biotech Inc. - Common Shares	3,000.00	1,000.00
25-Jul-2002	Keith Watson	Discovery Biotech Inc. - Common Shares	3,000.00	1,000.00
25-Jul-2002	Ian Sinclair	Discovery Biotech Inc. - Common Shares	6,000.00	2,000.00
25-Jul-2002	Adam Suhr	Discovery Biotech Inc. - Common Shares	4,500.00	1,500.00
25-Jul-2002	Jake Alaica	Discovery Biotech Inc. - Common Shares	3,000.00	1,000.00
25-Jul-2002	Ivan Zovko	Discovery Biotech Inc. - Common Shares	9,000.00	3,000.00
25-Jul-2002	Marquis Charrette	Discovery Biotech Inc. - Common Shares	3,000.00	1,000.00
25-Jul-2002	William Altvater	Discovery Biotech Inc. - Common Shares	1,500.00	500.00
25-Jul-2002	Joe Roberts	Discovery Biotech Inc. - Common Shares	7,500.00	2,500.00
25-Jul-2002	Jo-An & Robert J. Geddes	Discovery Biotech Inc. - Common Shares	1,500.00	500.00
25-Jul-2002	Bernard & M. J. Summerville	Discovery Biotech Inc. - Common Shares	3,000.00	1,000.00
25-Jul-2002	172007 Canada Inc.	Discovery Biotech Inc. - Common Shares	7,500.00	2,500.00
25-Jul-2002	Mark Auger	Discovery Biotech Inc. - Common Shares	1,500.00	500.00
25-Jul-2002	Joy Bowman	Discovery Biotech Inc. - Common Shares	6,000.00	2,000.00
25-Jul-2002	Emilio Cavalieri	Discovery Biotech Inc. - Common Shares	1,500.00	500.00
25-Jul-2002	W. J. Heck	Discovery Biotech Inc. - Common Shares	6,000.00	2,000.00
25-Jul-2002	Bob Hogarth	Discovery Biotech Inc. - Common Shares	12,000.00	4,000.00
25-Jul-2002	Harvey Hunt	Discovery Biotech Inc. - Common Shares	6,000.00	2,000.00
25-Jul-2002	International Erosion Control Systems	Discovery Biotech Inc. - Common Shares	3,000.00	1,000.00
25-Jul-2002	Salvatore Marando	Discovery Biotech Inc. - Common Shares	3,000.00	1,000.00

Notice of Exempt Financings

25-Jul-2002	Matthew Mackey	Discovery Biotech Inc. - Common Shares	1,500.00	500.00
25-Jul-2002	Bill Sample	Discovery Biotech Inc. - Common Shares	3,000.00	1,000.00
25-Jul-2002	John Shirley	Discovery Biotech Inc. - Common Shares	10,500.00	3,500.00
25-Jul-2002	Ruth Smith	Discovery Biotech Inc. - Common Shares	3,000.00	1,000.00
25-Jul-2002	Serge Zimola	Discovery Biotech Inc. - Common Shares	3,000.00	1,000.00
24-Jun-2002	CI Capital Management	Enagas. S.A. - Shares	511,943.00	50,000.00
31-Jul-2002	Liberate Technologies	ExtendMedia Inc. - Convertible Debentures	219,086.00	140,000.00
26-Jun-2002	5 Purchasers	Hewitt Associates, Inc. - Common Shares	341,191.00	11,780.00
31-Jul-2002	11Purchasers	JML Resources Ltd. - Units	130,000.00	433,334.00
12-Jul-2002	Judy Graziano	Landmark Global Opportunities Fund - Units	12,000.00	108.00
12-Jul-2002	4 Purchasers	Landmark Global Opportunities Fund - Units	348,325.98	3,122.00
19-Aug-2002	Brenda Benedet	Landmark Global Opportunities Fund - Units	42,152.83	386.00
19-Jul-2002	Colin Grant	Landmark Global Opportunities Fund - Units	134,506.76	1,230.00
19-Jul-2002	Charlotte Berquist;Bernard Malecki	Landmark Global Opportunities Fund - Units	50,000.00	457.00
26-Jul-2002	Nicholas Bodo;N. Richard and Sons Ltd	Landmark Global Opportunities Fund - Units	333,573.89	3,057.00
26-Jul-2002	4 Purchasers	Landmark Global Opportunities Fund - Units	509,433.69	4,668.00
12-Aug-2002	John Graziano	Landmark Global Opportunities RSP Fund - Units	5,670.00	55.00
13-Jun-2002	8 Purchasers	Methanex Corporation - Notes	3,873,500.00	1.00
31-Jul-2002	14 Purchasers	Pareto Corporation - Common Shares	860,000.00	4,300,000.00
09-Aug-2002	Trudell Medical Limited;canadian Science and Technology Growth Fund	Protexis Inc. - Convertible Debentures	1,500,000.00	1,500,000.00
08-Aug-2002	Joseph L. Rotman	Segue Energy Corporation - Common Shares	1,000,000.00	500,000.00
01-Aug-2002	Park Avenue Holdings	Silvercreek Limited Partnership - Units	330,302.00	7.00

Notice of Exempt Financings

06-Aug-2002	Canada Pension Plan Investment Board	Terra Firma Capital Partners II - Limited Partnership Interest	1,181,561.66	1,000.00
31-Jul-2002	7 Purchasers	Terraquest Energy Corporation - Special Warrants	2,850,000.00	5,700,000.00
27-Feb-2002	Elliott & Page	The Coca-Cola Company - Notes	64,136,144.00	1.00
15-May-2002	Polar Securities Inc.	The Pep Boys - Manny, Moe & Jack - Notes	3,139,800.00	1.00
12-Jul-2002	Haon Holding Corp	Trident Global Opportunities Fund - Units	25,000.00	231.00
12-Aug-2002	Anne Gibbens	Trident Global Opportunities Fund - Units	121,143.17	1,135.00
19-Jul-2002	Mario Bon	Trident Global Opportunities Fund - Units	111,144.35	1,038.00
10-Jul-2002	Toronto Dominion Bank	UST Inc. - Notes	15,207,494.00	1.00
25-Jul-2002	Clairvest Group Inc.	Van-Rob Stampings Inc. - Shares	5,000,000.00	5,000,000.00
22-May-2002	6 Purchasers	Venetian Casino Resort, LLC - Notes	73,620,250.00	1.00
15-Aug-2002	W.A. Lambert;James C. Keating	Workonce Wireless Corporation - Special Warrants	49,312.50	65,750.00

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>
MacKay Shields LLC	Algoma Steel Inc. - Common Shares	4,260,876.00
Larry Melnick	Champion Natural Health.com Inc. - Shares	19,765.00
George Theodore	Infolink Technologies Ltd. - Common Shares	3,000,000.00
Albeem B.V.	Norwall Group Inc. - Shares	2,662,995.00
ONCAN Canadian Holdings Ltd.	Onex Corporation - Shares	1,000,000.00

Chapter 11

IPOs, New Issues and Secondary Financings

Issuer Name:

Acclaim Energy Trust
Principal Regulator - Alberta

Type and Date:

Preliminary Short Form Prospectus dated August 23rd, 2002

Mutual Reliance Review System Receipt dated August 23rd, 2002

Offering Price and Description:

\$30,030,000 - 7,150,000 Subscription Receipts, each representing the right to receive one Trust Unit. Price \$4.20 per Subscription Receipt

Underwriter(s) or Distributor(s):

CIBC World Markets Inc.
BMO Nesbitt Burns Inc.
TD Securities Inc.
RBC Dominion Securities Inc.
Scotia Capital Inc.
FirstEnergy Capital Corp.

Promoter(s):

-

Project #474579

Issuer Name:

Atlas Cold Storage Income Trust (formerly ACS Freezers Income Trust)

Principal Regulator - Ontario

Type and Date:

Preliminary Short Form Prospectus dated August 21st, 2002

Mutual Reliance Review System Receipt dated August 21st, 2002

Offering Price and Description:

\$75,012,000 - 6,580,000 Trust Units @ \$11.40 per Trust Units

Underwriter(s) or Distributor(s):

BMO Nesbitt Burns Inc.
Scotia Capital Inc.
National Bank Financial Inc.
RBC Dominion Securities Inc.
TD Securities

Promoter(s):

-

Project #473821

Issuer Name:

Blue Mountain Energy Ltd.
Principal Regulator - Alberta

Type and Date:

Preliminary Prospectus dated August 21st, 2002

Mutual Reliance Review System Receipt dated August 23rd, 2002

Offering Price and Description:

\$21,050,000 - 8,166,667 Common Shares issuable upon the exercise of previously issued Special Warrants

Underwriter(s) or Distributor(s):

FirstEnergy Capital Corp.
Raymond James Ltd.

Promoter(s):

Randy W. Pawliw
Verne G. Johnson

Project #473863

Issuer Name:

CCS Income Trust
Principal Regulator - Alberta

Type and Date:

Preliminary Short Form Prospectus dated August 21st, 2002

Mutual Reliance Review System Receipt dated 21st, 2002

Offering Price and Description:

\$40,000,003 - 2,469,136 Trust Units @\$16.20 per Unit

Underwriter(s) or Distributor(s):

Raymond James Ltd.
TD Securities Inc.
Lightyear Capital Inc.

Promoter(s):

CCS Inc.
David P. Werklund

Project #473835

Issuer Name:

CI Growth Portfolio
Principal Regulator - Ontario

Type and Date:

Preliminary Simplified Prospectus dated August 21st, 2002

Mutual Reliance Review System Receipt dated August 23, 2002

Offering Price and Description:

Mutual Fund Securities Net Asset Value

Underwriter(s) or Distributor(s):

-

Promoter(s):

-

Project #471128

Issuer Name:

CryoCath Technologies Inc.
Principal Regulator - Quebec

Type and Date:

Preliminary Short Form Prospectus dated August 23rd, 2002

Mutual Reliance Review System Receipt dated August 23rd, 2002

Offering Price and Description:

\$18,004,000 - 2,572,000 Units Consisting of one Common Share and one-half of a

Common Share Purchase Warrant

Underwriter(s) or Distributor(s):

Yorkton Securities Inc.

National Bank Financial Inc.

RBC Dominion Securities Inc.

BMO Nesbitt Burns Inc.

Diouhy Merchant Group Inc.

First Associates Investments Inc.

Sprott Securities Inc.

Promoter(s):

-

Project #474493

Issuer Name:

Enerplus Resources Fund
Principal Regulator - Alberta

Type and Date:

Preliminary Short Form Prospectus dated August 26th, 2002

Mutual Reliance Review System Receipt dated August 26th, 2002

Offering Price and Description:

\$100,687,500 - 3,750,000 Trust Units @\$26.85 per Trust Unit

Underwriter(s) or Distributor(s):

CIBC World Markets Inc.

RBC Dominion Securities Inc.

Scotia Capital Inc.

BMO Nesbitt Burns Inc.

National Bank Financial Inc.

TD Securities Inc.

Raymond James Ltd.

Canaccord Capital Corporation

FirstEnergy Capital Corp.

Desjardins Securities Inc.

Peters & Co. Limited

Promoter(s):

-

Project #474871

Issuer Name:

Imaging Dynamics Company Ltd.
Principal Regulator - Alberta

Type and Date:

Amended and Restated Preliminary Prospectus dated August 19th, 2002

Mutual Reliance Review System Receipt dated August 23rd, 2002

Offering Price and Description:

\$1,000,000 to \$3,000,000 - 1,000,000 to 3,000,000 Units @\$1,000.00 per Unit. and 600,000 Common Shares Purchase Warrants Issuable upon the exercise of 600,000 Purchase Warrant Certificates

Underwriter(s) or Distributor(s):

Research Capital Corporation

Promoter(s):

Darryl Stein

Project #469475

Issuer Name:

PATHFINDER Income Fund
Principal Regulator - Ontario

Type and Date:

Preliminary Prospectus dated August 22nd, 2002

Mutual Reliance Review System Receipt dated August 22nd, 2002

Offering Price and Description:

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

Underwriter(s) or Distributor(s):

CIBC World Markets Inc.

RBC Dominion Securities Inc.

BMO Nesbitt Burns Inc.

National Bank Financial Inc.

TD Securities Inc.

Scotia Capital Inc.

Desjardins Securities Inc.

HSBC Securities (Canada) Inc.

Canaccord Capital Corporation

Yorkton Securities Inc.

Middlefield Securities Limited

Dundee Securities Corporation

Raymond James Ltd.

Research Capital Corporation

Wellington West Capital Inc.

Promoter(s):

Middlefield Group Limited

Middlefield Pathfinder Management Limited

Project #474087

Issuer Name:

TD U.S. Money Market Fund
TD Special Equity Fund
TD U.S. Equity Fund
TD European Growth Fund
TD Asian Growth Fund
Principal Regulator - Ontario

Type and Date:

Preliminary Simplified Prospectus dated August 23rd, 2002
Mutual Reliance Review System Receipt dated August 26th, 2002

Offering Price and Description:

Mutual Fund Securities Net Asset Value

Underwriter(s) or Distributor(s):

-

Promoter(s):

-

Project #474584

Issuer Name:

WOLFDEN RESOURCES INC.
Principal Regulator - Ontario

Type and Date:

Preliminary Prospectus dated August 23rd, 2002
Mutual Reliance Review System Receipt dated August 23rd, 2002

Offering Price and Description:

\$6,659,905 -600,000 Flow-Through Common Shares issuable upon the exercise of Class A Special Warrants, 1,800,000

Common Shares and 900,000 Warrants issuable upon the exercise of Class B Special Warrants, 2,932,733 Flow-Through Common Shares issuable upon the exercise of Class C Special Warrants, 2,242,048 Flow-Through Common Shares issuable upon the exercise of Class E Special Warrants and 869,565 Common Shares issuable upon the exercise of Class F Special Warrants

Underwriter(s) or Distributor(s):

Canaccord Capital Corporation
Dundee Securities Corporation
Griffiths McBurney & Partners
Haywood Securities Inc.

Promoter(s):

-

Project #474556

Issuer Name:

EnCana Corporation
Principal Regulator - Alberta

Type and Date:

Amended and Restated Short Form Shelf Prospectus dated August 16th, 2002 to Prospectus dated September 21st, 2001.

Mutual Reliance Review System Receipt dated 22nd day of August, 2002

Offering Price and Description:

\$1,000,000,000 - Medium Terms Notes (unsecured)

Underwriter(s) or Distributor(s):

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

Promoter(s):

-

Project #473859 & 386266

Issuer Name:

Calpine Power Income Fund
Principal Regulator - Alberta

Type and Date:

Final Prospectus dated August 22nd, 2002
Mutual Reliance Review System Receipt dated 23rd day of August, 2002

Offering Price and Description:

\$230,000,000 - 23,000,000 Trust Units @ \$10.00 per Trust Unit

Underwriter(s) or Distributor(s):

Scotia Capital Inc.
CIBC World Markets Inc.
National Bank Financial Inc.
TD Securities Inc.
Canaccord Capital Corp.
HSBC Securities (Canada) Inc.

Promoter(s):

Calpine Corporation

Project #467019

Issuer Name:

iUnits S&P/TSX Canadian REIT Index Fund
iUnits S&P/TSX Canadian Financials Index Fund
iUnits S&P/TSX Canadian Gold Index Fund
iUnits S&P/TSX Canadian Information Technology Index Fund
iUnits S&P/TSX Canadian Energy Index Fund
iUnits S&P/TSX Canadian MidCap Index Fund
iUnits S&P/TSX 60 Capped Index Fund
iUnits S&P/TSX 60 Index Fund
Principal Regulator - Ontario

Type and Date:

Final Prospectus dated August 23rd, 2002
Mutual Reliance Review System Receipt dated 27th day of August, 2002

Offering Price and Description:

-

Underwriter(s) or Distributor(s):

Barclays Global Investors Canada Limited

Promoter(s):

Barclays Global Investors Canada Limited

Project #465082

Issuer Name:

Emera Incorporated
Principal Regulator - Nova Scotia

Type and Date:

Final Short Form Shelf Prospectus dated August 16th, 2002
Mutual Reliance Review System Receipt dated 27th day of August , 2002

Offering Price and Description:

Underwriter(s) or Distributor(s):

BMO Nesbitt Burns Inc.
CIBC World Markets Inc.
National Bank Financial Inc.
RBC Dominion Securities Inc.
Scotia Capital Inc.
TD Securities Inc.

Promoter(s):

-

Project #460874

Issuer Name:

Nova Scotia Power Incorporated
Principal Regulator - Nova Scotia

Type and Date:

Final Short Form Shelf Prospectus dated August 16th, 2002
Mutual Reliance Review System Receipt dated 27th day of August, 2002

Offering Price and Description:

\$300,000,000 - Debt Securities
(Unsecured)

Underwriter(s) or Distributor(s):

BMO Nesbitt Burns Inc.
CIBC World Markets Inc.
National Bank Financial Inc.
RBC Dominion Securities Inc.
Scotia Capital Inc.
TD Securities Inc.

Promoter(s):

-

Project #460886

Issuer Name:

AIC Advantage Fund
AIC Advantage II Fund
AIC American Advantage Fund
AIC RSP American Advantage Fund
AIC World Advantage Fund
AIC RSP World Advantage Fund
AIC Global Advantage Fund
AIC RSP Global Advantage Fund
AIC Diversified Canada Fund
AIC Value Fund
AIC RSP Value Fund
AIC International Leaders Fund
(Formerly AIC American Leaders Fund)
AIC RSP International Leaders Fund
(Formerly AIC RSP American Leaders Fund)
AIC World Equity Fund
AIC RSP World Equity Fund
AIC Global Diversified Fund
AIC RSP Global Diversified Fund
AIC Canadian Focused Fund
AIC American Focused Fund
AIC RSP American Focused Fund
AIC Canadian Balanced Fund
AIC American Balanced Fund
AIC RSP American Balanced Fund
AIC Global Balanced Fund
AIC RSP Global Balanced Fund
AIC Global Technology Fund
AIC RSP Global Technology Fund
AIC Global Developing Technologies Fund
AIC RSP Global Developing Technologies Fund
AIC Global Science & Technology Fund
AIC RSP Global Science & Technology Fund
AIC Global Telecommunications Fund
AIC RSP Global Telecommunications Fund
AIC Global Medical Science Fund
AIC RSP Global Medical Science Fund
AIC Bond Fund
AIC Global Bond Fund
AIC Money Market Fund
AIC U.S. Money Market Fund
(Mutual Fund Units and Class F Units)
Principal Regulator - Ontario

Type and Date:

Final Simplified Prospectus and Annual Information Form dated August 21st, 2002
Mutual Reliance Review System Receipt dated 27th day of August, 2002

Offering Price and Description:

-

Underwriter(s) or Distributor(s):

-

Promoter(s):

AIC Limited
Project #461981

Issuer Name:

Beutel Goodman Canadian Equity Fund
Beutel Goodman Canadian Equity Plus Fund
Beutel Goodman Canadian Intrinsic Fund
Beutel Goodman Small Cap Fund
Beutel Goodman Income Fund
Beutel Goodman Balanced Fund
Beutel Goodman Money Market Fund
Beutel Goodman American Equity Fund
Beutel Goodman International Equity Fund
Principal Regulator - Ontario

Type and Date:

Final Simplified Prospectus and Annual Information Form dated August 21st, 2002
Mutual Reliance Review System Receipt dated 23rd day of August, 2002

Offering Price and Description:

Mutual Fund Securities Net Asset Value

Underwriter(s) or Distributor(s):

Beutel Goodman Managed Fund Inc.

Promoter(s):

Beutel Goodman Managed Fund Inc.

Project #466020

Issuer Name:

Beutel Goodman Corporate/Provincial Active Bond Fund
Beutel Goodman Long Term Bond Fund

Type and Date:

Final Simplified Prospectus and Annual Information Form dated August 21st, 2002
Receipt dated 23rd day of August, 2002

Offering Price and Description:

Mutual Fund Securities Net Asset Value

Underwriter(s) or Distributor(s):

Beutel Goodman Managed Fund Inc.

Promoter(s):

Beutel Goodman Managed Fund Inc.

Project #466006

Issuer Name:

Insight Canadian Value Pool
Insight Canadian Growth Pool
Insight Canadian Dividend Growth Pool
Insight Canadian Small Cap Pool
Insight U.S. Value Pool
Insight U.S. Growth Pool
Insight International Value Pool
Insight International Growth Pool
Insight Global Equity Pool
Insight Global Equity RSP Pool
Insight Global Small Cap Pool
Insight Canadian High Yield Income Pool
Insight Global Fixed Income Pool
Insight Canadian Fixed Income Pool
Insight Money Market Pool
Principal Regulator - Ontario

Type and Date:

Final Simplified Prospectus and Annual Information Form
dated August 22nd, 2002
Mutual Reliance Review System Receipt dated 27th day
August 27, 2002

Offering Price and Description:

Mutual Fund Securities Net Asset Value

Underwriter(s) or Distributor(s):

-

Promoter(s):

CI Mutual Funds Inc.

Project #466772

Chapter 12

Registrations

12.1.1 Registrants

Type	Company	Category of Registration	Effective Date
New Registration	Polysecurities Inc. Attention: Roy Albert Brown-Rodrigues 2910 South Sheridan Way Oakville ON L6J 7J8	Limited Market Dealer	Aug 22/02
New Registration	Advest, Inc. Attention: Prema K. R. Thiele c/o Borden Ladner Gervais LLP Scotia Plaza, 40 King Street West Toronto ON M5H 3Y4	International Dealer	Aug 21/02
New Registration	Ascendant Capital Inc. Attention: Robert David Jarvis 444 Adelaide Street West Suite 201 Toronto ON M5V 1S7	Limited Market Dealer	Aug 21/02
Suspension of Registration	HSBC Asset Management Singapore Limited c/o Borden Ladner Gervais LLP Scotia Plaza, 40 King St West Toronto ON M5H 3Y4	International Adviser	Aug 22/02
Suspension of Registration	HSBC Asset Management (Japan) KK c/o Borden Ladner Gervais LLP Scotia Plaza, 40 King Street West Toronto ON M5H 3Y4	International Adviser	Aug 22/02
Change of Name	Deutsche Bank Trust Company Americas Attention: Dean S. Barr 130 Liberty Street, 26 th Floor Mail Stop 2265 New York NY 10006 USA	From: Bankers Trust Company To: Deutsche Bank Trust Company Americas	Aug 28/02

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Chapter 13

SRO Notices and Disciplinary Proceedings

13.1.1 IDA Disciplinary Hearing - Joseph C. Stauffer

NEWS RELEASE
For immediate release

NOTICE TO PUBLIC: DISCIPLINARY HEARING

IN THE MATTER OF JOSEPH C. STAUFFER

August 27, 2002 (Toronto, ON) – The Investment Dealers Association of Canada announced today that a hearing date has been set before a panel of the Ontario District Council of the Association in respect of matters for which Joseph C. Stauffer may be disciplined by the Association.

The hearing relates to allegations that Mr. Stauffer has failed to cooperate with the Association by refusing to provide relevant documentation and refusing to attend at the Association's offices to provide a statement regarding his resignation from RBC Dominion Securities Inc..

The hearing is scheduled to commence at 11:00 a.m. on September 9th, 2002, at Boardroom 1, Suite 1600, 121 King Street West, Toronto, Ontario. The hearing is open to the public except as may be required for the protection of confidential matters. Copies of the Decision of the District Council will be made available.

The Investment Dealers Association of Canada is the national self-regulatory organization and representative of the securities industry. The Association's role is to foster fair, efficient and competitive capital markets by encouraging participation in the savings and investment process and by ensuring the integrity of the marketplace. The IDA enforces rules and regulations regarding the sales, business and financial practices of its Member firms. Investigating complaints and disciplining Members are part of the IDA's regulatory role.

For further information, please contact:

Alex Popovic
Vice-President, Enforcement
(416) 943-6904 or apopovic@ida.ca

Jeff Kehoe
Director, Enforcement Litigation
(416) 943-6996 or jkehoe@ida.ca

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