The Ontario Securities Commission

OSC Bulletin

March 24, 2006

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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
Cadillac Fairview Tower
Suite 1903, Box 55
20 Queen Street West
Toronto, Ontario
M5H 3S8

416-593-8314 or Toll Free 1-877-785-1555

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One Corporate Plaza
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M1T 3V4

416-609-3800 or 1-800-387-5164

Contact Centre - Inquiries, Complaints:	Fax: 416-593-8122
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One Corporate Plaza
2075 Kennedy Road
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M1T 3V4

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Notices / News Releases

1.1 Notices

1.1.1 Current Proceedings Before The Ontario Securities Commission

MARCH 24, 2006

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
M5H 3S8

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- -

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Carol S. Perry	—	CSP
Robert L. Shirriff, Q.C.	—	RLS
Suresh Thakrar, FIBC	—	ST
Wendell S. Wigle, Q.C.	—	WSW

SCHEDULED OSC HEARINGS

March 30, 2006 10:00 a.m.	**Mega-C Power Corporation, Rene Pardo, Gary Usling, Lewis Taylor Sr., Lewis Taylor Jr., Jared Taylor, Colin Taylor and 1248136 Ontario Limited** S. 127 T. Hodgson in attendance for Staff Panel: SWJ
April 3, 5 to 7, 2006 10:00 a.m.	**Momentas Corporation, Howard Rash, Alexander Funt, Suzanne Morrison and Malcolm Rogers** s. 127 and 127.1
April 4, 2006 2:30 p.m.	P. Foy in attendance for Staff Panel: WSW/RWD/CSP
April 10, 2006 11:00 a.m.	**Richard Ochnik & 1464210 Ontario Inc.** s. 127 M. Britton in attendance for Staff Panel: PMM/RWD/DLK
April 11, 2006 10:00 a.m.	**Fulcrum Financial Group Inc., Secured Life Ventures Inc., Zephyr Alternative Power Inc., Troy Van Dyk, William L. Rogers, Leszek Dziadecki, Werner Reindorf and Reindorf Investments Inc.** s. 127 and 127.1 G. Mackenzie in attendance for Staff Panel: PMM
April 12, 2006 10:00 a.m.	**Thomas Hinke** s. 127 and 127.1 A. Sonnen in attendance for Staff Panel: SWJ

April 13, 2006 10:00 a.m.	**Jose L. Castaneda** s.127 T. Hodgson in attendance for Staff Panel: WSW
April 19, 2006 9:30 a.m.	**Maitland Capital Ltd., Allen Grossman, Hanouch Ulfan, Leonard Waddingham, Ron Garner, Gord Valde, Marianne Hyacinthe, Diana Cassidy, Ron Catone, Steven Lanys, Roger McKenzie, Tom Mezinski, William Rouse and Jason Snow** s.127 & 127.1 D. Ferris in attendance for Staff Panel: PMM
April 21, 2006 10:30 a.m.	**Portus Alternative Asset Managemetn Inc., Portus Asset Management Inc., Boaz Manor, Michael Mendelson, Michael Labanowich and John Ogg** **Motion Hearing** s. 127 M. MacKewn & T. Hodgson for Staff Panel: SWJ/WSW/CSP
June 9, 2006 10:00 a.m.	**Olympus United Group Inc.** s.127 M. MacKewn in attendance for Staff Panel: TBA
June 9, 2006 10:00 a.m.	**Norshield Asset Management (Canada) Ltd.** s.127 M. MacKewn in attendance for Staff Panel: TBA
June 26, 2006 10:00 a.m. June 27, 2006 2:30 p.m. June 28-30, 2006 10:00 a.m.	**Universal Settlement International Inc.** s. 127 & 127.1 Y. Chisholm in attendance for Staff Panel: TBA
July 31, 2006 10:00 a.m.	**Firestar Capital Management Corp., Kamposse Financial Corp., Firestar Investment Management Group, Michael Ciavarella and Michael Mitton** s. 127 J. Cotte in attendance for Staff Panel: TBA
October 16, 2006 to November 10, 2006 10:00 a.m.	**James Patrick Boyle, Lawrence Melnick and John Michael Malone*** s. 127 and 127.1 Y. Chisholm in attendance for Staff Panel: TBA * Malone settled December 22, 2005
TBA	**Yama Abdullah Yaqeen** s. 8(2) J. Superina in attendance for Staff Panel: TBA
TBA	**Cornwall *et al*** s. 127 K. Manarin in attendance for Staff Panel: TBA
TBA	**Robert Patrick Zuk, Ivan Djordjevic, Matthew Noah Coleman, Dane Alan Walton, Derek Reid and Daniel David Danzig** s. 127 J. Waechter in attendance for Staff Panel: TBA
TBA	**John Illidge, Patricia McLean, David Cathcart, Stafford Kelley and Devendranauth Misir** S. 127 & 127.1 K. Manarin in attendance for Staff Panel: TBA

TBA **Hollinger Inc., Conrad M. Black, F. David Radler, John A. Boultbee and Peter Y. Atkinson**

s.127

J. Superina in attendance for Staff

Panel: SWJ/RWD/MTM

TBA **Philip Services Corp., Allen Fracassi**, Philip Fracassi**, Marvin Boughton**, Graham Hoey**, Colin Soule*, Robert Waxman and John Woodcroft****

s. 127

K. Manarin & J. Cotte in attendance for Staff

Panel: TBA

* Settled November 25, 2005
** Settled March 3, 2006

ADJOURNED SINE DIE

Global Privacy Management Trust and Robert Cranston

Andrew Keith Lech

S. B. McLaughlin

Livent Inc., Garth H. Drabinsky, Myron I. Gottlieb, Gordon Eckstein, Robert Topol

Andrew Stuart Netherwood Rankin

1.2 Notices of Hearing

1.2.1 Juniper Fund Management Corporation et al. - ss. 127, 127(1)

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

AND

IN THE MATTER OF
THE JUNIPER FUND MANAGEMENT CORPORATION,
JUNIPER INCOME FUND,
JUNIPER EQUITY GROWTH FUND AND
ROY BROWN (a.k.a. ROY BROWN-RODRIGUES)

NOTICE OF HEARING
Sections 127 and 127(1)

WHEREAS on the 8th day of March, 2006, the Ontario Securities Commission (the "Commission") ordered pursuant to paragraph 2 of subsection 127(1) of the *Securities Act*, R.S.O. 1990, c. S.5, as amended (the "*Act*") that all trading in the securities of the Juniper Equity Growth Fund and the Juniper Income Fund (the "Funds") shall cease (the "Temporary Order");

AND WHEREAS the Commission further ordered as part of the Temporary Order that, pursuant to paragraph 6 of subsection 127(1) of the *Act*, that the Temporary Order shall take effect immediately and shall expire on the fifteenth day after its making unless extended by the Commission;

TAKE NOTICE that the Commission will hold a hearing pursuant to section 127 of the *Act*, at its offices at 20 Queen Street West, 17th Floor Hearing Room on Thursday, the 23rd day of March, 2006 at 10:00 a.m. or as soon thereafter as the hearing can be held as to consider whether, pursuant to s. 127 and s. 127.1 of the *Act*, it is in the public interest for the Commission:

(1) to extend the Temporary Order made March 8th, 2006 until the conclusion of the hearing, pursuant to s. 127(7);

(2) to provide notice of the Temporary Order or notice of such further orders of the Commission or to provide any documents specified by the Commission to the unitholders of the Funds or to such other persons specified by the Commission pursuant to paragraph 5 of s. 127(1);

(3) at the conclusion of the hearing, to make an order that:

(a) trading in any securities of or by the Respondents cease permanently or for such period as is specified by the Commission, pursuant to paragraph 2 of s. 127 (1);

(b) any exemptions contained in Ontario securities law do not apply to the Respondents permanently or for such period as is specified by the Commission, pursuant to paragraph 3 of s. 127(1);

(c) the Respondent, The Juniper Fund Management Corporation and the Funds, submit to a review of their practices and procedures and institute such changes as may be ordered by the Commission pursuant to paragraph 4 of s. 127(1);

(d) the Respondents provide any document specified by the Commission to the unitholders of the Funds or to such other persons as specified by the Commission pursuant to paragraph 5 of s. 127(1);

(e) the Respondents be reprimanded, pursuant to paragraph 6 of s. 127(1);

(f) the Respondent, Roy Brown, be prohibited from becoming or acting as a director or officer of any issuer pursuant to paragraph 8 of s. 127(1);

(g) the Respondents pay an administrative penalty for failing to comply with Ontario securities law, pursuant to paragraph 9 of s. 127(1);

(h) the Respondents disgorge to the Commission any amounts obtained as a result of non-compliance with Ontario securities law, pursuant to paragraph 10 of s. 127(1); and

(i) the Respondents be ordered to pay the costs of the investigation and hearing, pursuant to s. 127.1; and

(4) to make any such further orders as the Commission considers appropriate.

BY REASON OF the allegations set out in the Statement of Allegations dated March 21, 2006 and such further additional allegations as counsel may advise and the Commission may permit;

AND TAKE FURTHER NOTICE that any party to the proceedings may be represented by counsel at the hearing;

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

DATED at Toronto this 21st day of March, 2006.

"John Stevenson"
Secretary to the Commission

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

AND

IN THE MATTER OF
THE JUNIPER FUND MANAGEMENT CORPORATION,
JUNIPER INCOME FUND,
JUNIPER EQUITY GROWTH FUND AND
ROY BROWN (a.k.a. ROY BROWN-RODRIGUES)

STATEMENT OF ALLEGATIONS
OF STAFF OF THE
ONTARIO SECURITIES COMMISSION

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

THE PARTIES

1. The Juniper Fund Management Corporation ("JFM") is the fund manager, trustee and fund administrator of both the Juniper Equity Growth Fund ("JEGF") and the Juniper Income Fund ("JIF"). JFM is not registered in any capacity with the Commission but is a market participant by virtue of being a manager of assets of a mutual fund.

2. JEGF is a mutual fund trust established on November 15, 1985. According to its simplified prospectus dated July 5, 2005, JEGF invests in equity and equity-related securities of companies listed on Canadian and foreign stock exchanges.

3. Effective October 7, 2005, JEGF merged with the Capstone Balanced Fund, the Capstone Canadian Equity Fund and the Capstone Global Equity Fund (the "Merged Capstone Funds"). Unitholders of the Merged Capstone Funds received units in JEGF equivalent in value to their holdings in the Merged Capstone Funds. Total net assets of JEGF were approximately $12.3 million as at February 26, 2006.

4. JIF was formerly the Capstone Cash Management Fund, a Canadian money market fund organized as a mutual fund trust. The Capstone Cash Management Fund was renamed JIF and its investment objectives were changed to an income fund. Total net assets of JIF were approximately $350,000 as of February 26, 2006.

5. The president, chief executive officer and sole shareholder of JFM is Roy Brown who is also known as Roy Brown-Rodrigues. Mr. Brown is not registered in any capacity with the Commission.

6. NBCN Inc. ("NBCN") is the custodian of assets for the Funds. NBCN is registered with the Commission as a broker and investment dealer.

7. PolySecurities Asset Management Corp. ("PAM") is a private company whose series B preference shares are portfolio assets of JEGF.

8. National Bank Financial Ltd. ("NBFL") operates one margin account in the name of Roy Brown. NBFL is registered with the Commission as an investment dealer.

FOCUSED COMPLIANCE REVIEW

9. Staff of the Compliance Section of the Capital Markets Branch ("Compliance Staff") conducted a focused compliance review of JFM on December 13 to 15, 2005 at JFM's office located in Oakville, Ontario.

10. The compliance review focused on the following areas:

    (a) verifying the existence and quality of assets in the Funds;

    (b) the Funds' ability to meet investor redemptions within T+3 days;

    (c) the financial condition of the Funds;

    (d) the appropriateness of portfolio assets given the investment objectives set out in the Funds' prospectuses; and

    (e) the appropriateness of JEGF's investment in PAM.

11. The results of the focused compliance review indicated that:

    (a) the portfolio securities of the Funds were of good quality (liquid and "blue chip") except for PAM;

    (b) purchases in the Funds were almost nil, except for large purchases by JFM and associated parties and some small monthly purchases by retail clients;

    (c) the Funds were taken off FundSERV in or about November 2005 and no active marketing of the Funds was taking place;

    (d) unreconciled portfolio security positions and unreconciled cash balances in the Funds totalled $1.2 million or about 9% of the Funds' assets;

    (e) approximately $1.4 million or 11% of JEGF's net assets (including the investment in PAM) were offside with JEGF's investment objectives;

    (f) JEGF's investment in PAM appeared to contravene section 111(3) of the *Act* which prohibits mutual funds from knowingly holding an investment in an issuer in which an officer or director of the mutual fund's management company has a significant interest;

    (g) potential net asset value ("NAV") errors existed for the Funds due to unreconciled assets, mispricing of portfolio securities and failure to record liabilities on a timely basis;

    (h) inadequate books and records were maintained as evidenced by no bank reconciliations, no portfolio security reconciliations and incomplete trade and unitholder records; and

    (i) JFM acting as a mutual fund dealer without registration, as unitholders could buy and redeem units in the Funds directly with JFM.

12. As a result of the focused compliance review, Mr. Brown and JFM were asked by Compliance Staff to address the following four key deficiencies:

    (a) unreconciled differences in the Funds' portfolio security positions between custodial records and JFM's records;

    (b) unreconciled differences in the Funds' cash balances between custodial and bank records and JFM's records;

    (c) $1.4 million in investments inconsistent with JEGF's prospectus; and

    (d) JEGF's investment in PAM.

13. JFM delivered an action plan dated December 23, 2005 to address the key deficiencies listed above.

14. In January 2006, Staff and JFM exchanged correspondence and held discussions with Mr. Brown and his counsel aimed at resolving each of the four key deficiencies and other deficiencies.

15. As a result of the focused compliance review and further inquiries and discussions with Mr. Brown and his counsel, Staff became concerned with the accuracy and completeness of the Funds' assets, liabilities and units outstanding resulting in the Funds' NAV being materially incorrect.

16. On or about March 14, 2006, Staff provided a Compliance Field Review Report to JFM and its counsel. The Compliance Field Review Report identified significant deficiencies including: (a) fund governance; (b) fund accounting; (c) unsuitable and prohibited investments; (d) inadequate books and records; (e) concerns that JFM was acting as a mutual fund dealer without

registration; (f) inaccuracies and inconsistencies with JEGF's simplified prospectus; (g) misleading statements on Juniper's website and press releases; (h) examples of trades not settled within three business days; (i) a potential conflict of interest by the Funds' auditor; and (j) inadequate written policies and procedures.

JFM'S AND MR. BROWN'S MARGIN ACCOUNTS

17. Roy Brown is a client of NBFL and has a margin trading account 116KRZ-E which was transferred from another broker and opened with NBFL in or about November 2005. Mr. Brown had $800,000 in JEGF units in this margin account and an outstanding debit balance of approximately $350,000 as of March 15, 2006.

18. JFM has a margin trading account 27R001E with NBCN which was opened in or about March 2005. JFM had approximately 600,000 JEGF units in JFM margin account 27R001E and had an outstanding debit balance of approximately $1.8 million as of March 15, 2006.

19. Staff alleges that JFM and/or Mr. Brown has/have misrepresented their ownership interests in JEGF units to NBCN and NBFL and/or to Compliance Staff.

20. Staff alleges that the number of JEGF units owned by JFM and Mr. Brown as shown on the account statements for JFM account 27R001E and Mr. Brown's account 116KRZ-E is inconsistent with the unitholder information as at December 31, 2005 and January 25, 2006 provided by JFM and Mr. Brown to Compliance Staff.

21. Staff alleges that JFM and/or Mr. Brown improperly issued JEGF units in the names of JFM and Mr. Brown to the prejudice of JEGF and the other JEGF unitholders.

22. Staff alleges that JFM and/or Mr. Brown has/have improperly permitted JEGF to guarantee JFM's outstanding cash balances in accounts including 27R001E and 27R005E contrary to section 112 of the *Act* and section 2.6 of NI 81-102.

CONDUCT CONTRARY TO THE PUBLIC INTEREST

23. Staff alleges that JFM did not exercise its powers and discharge its duties as fund manager honestly, in good faith and in the best interests of the Funds and did not exercise the degree of care, diligence and skill that a reasonably prudent person would exercise in the circumstances, contrary to section 116(1) of the *Act* and contrary to the public interest. JFM breached its statutory duty of care to the Funds by: (i) failing to have complete supporting records of unitholders and their trades and failing to prepare accurate NAV calculations for the Funds which resulted in material NAV errors; (ii) failing to keep proper books and records contrary to section 19(1) of the *Act;* (iii) improperly issuing JEGF units in the names of JFM and Mr. Brown; (iv) failing to have an adequate process for the pricing of the Funds' portfolio securities; and (v) failing to ensure that the Funds' portfolio holdings complied with the fundamental investment objectives of the Funds and with Ontario securities law.

24. Staff alleges that JFM failed to ensure that the NAV of the Funds was calculated in accordance with Canadian generally accepted accounting principles ("GAAP") due to the inaccurate recording and valuation of all assets, liabilities and outstanding units contrary to subsections 14.2(1) and 14.4 of NI 81-106 and contrary to the public interest.

25. Staff alleges that JFM failed to maintain accurate records of the unitholders and the units held by each unitholder contrary to subsection 18.1 of NI 81-102 and contrary to the public interest.

26. Staff alleges that material NAV errors for the Funds have resulted from JFM's failure to put in place an adequate process and a system of controls for the calculation of the Funds' NAV. Staff alleges that the impact of the material NAV errors is that either the unitholders or the Funds are either overpaid or underpaid when purchases or redemptions are made which is contrary to the public interest.

27. Staff alleges that JFM participated in a prohibited loan in the amount of $618,900 and borrowed other monies from JEGF contrary to subsection 111(1)(a) and section 112 of the *Act* and contrary to the public interest.

28. Staff allege that JEGF's investment of $400,000 in preferred shares of PAM is contrary to subsections 111(2)(c)(ii) and 111(3) of the *Act* and contrary to the public interest. After its merger, JEGF held securities that were inconsistent with its fundamental investment objectives contrary to the public interest.

29. Staff alleges that JFM has acted as custodian or sub-custodian of assets of JEGF in the investment in PAM, cash and GICs of JEGF were not properly held with the custodian of JEGF, contrary to subsection 6.1(1) of NI 81-102.

30. Staff alleges that JFM acted as a mutual fund dealer for purchases and redemptions in units of the Funds without being registered as a mutual fund dealer contrary to subsection 25(1)(a) of the *Act* and contrary to the public interest.

31. Staff alleges that JEGF's simplified prospectus and annual information form contained inaccuracies and inconsistencies contrary to

sections 56(1) and 122(1) of the *Act* and contrary to the public interest.

32. Staff alleges that the Funds' website at www.juniperfund.ca and press releases contained untrue or misleading sales communications contrary to subsection 15.2(1) of NI 81-102 and contrary to the public interest.

33. Staff alleges that Mr. Brown, as an officer and director of JFM, has authorized, permitted or acquiesced in breaches of sections 19(1), 25(1)(a), 56(1), 111(1)(a), 111(2)(c)(ii), 111(3), 112, 116(1) and 122(1) of the *Act* and in breaches of subsections 2.6, 6.1(1), 15.2(1) and 18.1 of NI 81-102 and subsections 14.2(1) and 14.4 of NI 81-106 and in doing so has acted contrary to section 129.2 of the *Act* and engaged in a conduct contrary to the public interest.

34. Staff alleges that Mr. Brown, as an officer and director of JFM, has authorized, permitted or acquiesced in a misrepresentation of JFM's ownership interest in JEGF units and in the issuance of JEGF units to JFM and Mr. Brown and in so doing has prejudiced other JEGF unitholders and the Funds and engaged in conduct contrary to the public interest.

35. Such additional allegations as Staff may advise and the Commission may permit.

Dated at Toronto this 21st day of March, 2006

1.3 News Releases

1.3.1 Settlement Agreement Approved Between OSC Staff and Ronald Ian Lennox

FOR IMMEDIATE RELEASE
March 16, 2006

SETTLEMENT AGREEMENT APPROVED BETWEEN OSC STAFF AND RONALD IAN LENNOX

TORONTO – On March 16, 2006, a settlement agreement between Staff of the Ontario Securities Commission and Ronald Ian Lennox was approved.

The settlement agreement between Staff and Lennox, approved by Ontario Securities Commission Executive Director Charlie Macfarlane, is available on the Commission's web site (**www.osc.gov.on.ca**).

For Media Inquiries: Wendy Dey
Director, Communications and Public Affairs
416-593-8120

Eric Pelletier
Manager, Media Relations
416-595-8913

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

1.4 Notices from the Office of the Secretary

1.4.1 Andrew Cheung

FOR IMMEDIATE RELEASE
May 16, 2005

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

AND

IN THE MATTER OF
ANDREW CHEUNG

TORONTO – The Commission issued its Reasons following a hearing on April 26, 2005 in the above matter.

A copy of the Reasons is available at **www.osc.gov.on.ca**.

OFFICE OF THE SECRETARY
JOHN P. STEVENSON
SECRETARY

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

1.4.2 Juniper Fund Management Corporation et al.

FOR IMMEDIATE RELEASE
March 22, 2006

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

AND

IN THE MATTER OF
THE JUNIPER FUND MANAGEMENT CORPORATION,
JUNIPER INCOME FUND,
JUNIPER EQUITY GROWTH FUND and
ROY BROWN (a.k.a. ROY BROWN-RODRIGUES)

TORONTO – The Office of the Secretary issued a Notice of Hearing scheduling a hearing on March 23, 2006 at 10:00 a.m. in the above noted matter.

A copy of the Notice of Hearing, together with Staff's Statement of Allegations, are available at **www.osc.gov.on.ca**.

OFFICE OF THE SECRETARY
JOHN P. STEVENSON
SECRETARY

For media inquiries: Wendy Dey
Director, Communications
and Public Affairs
416-593-8120

Eric Pelletier
Manager, Media Relations
416-595-8913

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

Chapter 2

Decisions, Orders and Rulings

2.1 Decision

2.1.1 Bird Construction Company Limited - s. 83

Headnote

Mutual Reliance Review System for Exemptive Relief Applications – issuer deemed to have ceased to be a reporting issuer.

Ontario Statutes

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

March 17, 2006

Davies Ward Phillips & Vineberg LLP
44th Floor
1 First Canadian Place
Toronto, ON M5X 1B1

Attn: Robin R. Upshall

Dear Ms. Upshall:

Bird Construction Company Limited (the "Applicant") – Application to Cease to be a Reporting Issuer under the securities legislation of Alberta and Ontario (the "Jurisdictions")

The Applicant has applied to the local securities regulatory authority or regulator (the "Decision Maker") in each of the Jurisdictions for a decision under the securities legislation (the "Legislation") of the Jurisdictions to be deemed to have ceased to be a reporting issuer in the Jurisdictions.

As the Applicant has represented to the Decision Makers that,

- the outstanding securities of the Applicant, including debt securities, are beneficially owned, directly or indirectly, by less than 15 security holders in each of the jurisdictions in Canada and less than 51 security holders in total in Canada;
- no securities of the Applicant are traded on a marketplace as defined in National Instrument 21-101 - *Marketplace Operation*;
- the Applicant is applying for relief to cease to be a reporting issuer in all of the jurisdictions in Canada in which it is currently a reporting issuer; and
- the Applicant is not in default of any of its obligations under the Legislation as a reporting issuer,

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 and orders that the Applicant is deemed to have ceased to be a reporting issuer.

"John Hughes"
Manager, Corporate Finance
Ontario Securities Commission

2.1.2 Burgundy Pension Trust Fund - s. 83

Headnote

Mutual Reliance Review System for Exemptive Relief Applications – A mutual fund is deemed to have ceased being a reporting issuer, provided it meets the requirements set out in CSA Notice 12-307- Security holders provided notice.

Applicable Ontario Statutory Provisions, Rules and Notices

Securities Act, R.S.O. 1990, c. S.5, as am., s. 83.
CSA Staff Notice 12-307 - Ceasing to be a Reporting Issuer under the Mutual Reliance Review System for Exemptive Relief Applications. (2003) 26 OSCB 6348.

March 20, 2006

Borden Ladner Gervais LLP
Scotia Plaza, 40 King St. West
Toronto, Ontario
M5H 3Y4

Attention: Kathryn Ash

Dear Ms. Ash:

Re: Burgundy Pension Trust Fund (the Applicant) - Application to cease to be a Reporting Issuer under the securities legislation of Ontario, Alberta, Saskatchewan, Manitoba, Nova Scotia and Newfoundland and Labrador (the Jurisdictions) as set out in CSA Staff Notice 12-307
Application No. 783/05

The Applicant has applied to the local securities regulatory authority or regulator (the Decision Maker) in each of the Jurisdictions for a decision under the securities legislation (the Legislation) of the Jurisdictions to be deemed to have ceased to be a reporting issuer in the Jurisdictions.

As the Applicant has represented to the Decision Makers that:

- the outstanding securities of the Applicant, including debt securities are beneficially owned, directly or indirectly, by less than 15 security holders in each of the jurisdictions in Canada and less than 51 security holders in total in Canada;
- no securities of the Applicant are traded on a marketplace as defined in National Instrument 21-101 *Marketplace Operation*;
- the Applicant has applied for relief to cease to be a reporting issuer in all of the jurisdictions in Canada in which it is a reporting issuer. A voluntary surrender of reporting issuer status was made in British Columbia. On December 13, 2005, the New Brunswick Securities Commission issued an Order under s. 95 of the New Brunswick *Securities Act* that the Applicant is deemed to have ceased to be a reporting issuer; and
- the Applicant is not in default of any of its obligations under the Legislation as a reporting issuer,

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 and orders that the Applicant is deemed to have ceased to be a reporting issuer.

"Leslie Byberg"
Manager, Investment Funds

2.1.3 Extensity Merger Corp. (formerly Geac Computer Corporation Limited) - s. 83

Headnote

Mutual Reliance Review System for Exemptive Relief Applications – issuer deemed to have ceased to be a reporting issuer.

Ontario Statutes

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

March 17, 2006

Craig C. Thorburn
Blake, Cassels & Graydon LLP
Box 25, Commerce Court West
199 Bay Street, Suite 2800
Toronto, ON M5L 1A9

Dear Mr. Thorburn:

Re: Extensity Merger Corp. (formerly Geac Computer Corporation Limited) (the "Applicant") – Application to Cease to be a Reporting Issuer under the Securities Legislation of Ontario, Alberta, Saskatchewan, Québec, New Brunswick, Nova Scotia, and Newfoundland and Labrador (the "Jurisdictions")

The Applicant has applied to the local securities regulatory authority or regulator (the "**Decision Maker**") in each of the Jurisdictions for a decision under the securities legislation (the "**Legislation**") of the Jurisdictions to be deemed to have ceased to be a reporting issuer in the Jurisdictions.

As the Applicant has represented to the Decision Makers that:

- the outstanding securities of the Applicant, including debt securities, are beneficially owned, directly or indirectly, by less than 15 security holders in each of the jurisdictions in Canada and less than 51 security holders in total in Canada;
- no securities of the Applicant are traded on a marketplace as defined in National Instrument 21-101 *Marketplace Operation*;
- the Applicant is applying for relief to cease to be a reporting issuer in all of the jurisdictions in Canada in which it is currently a reporting issuer; and
- the Applicant is not in default of any obligations under the Legislation as a reporting issuer,

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 and orders that the Applicant is deemed to have ceased to be a reporting issuer.

"Erez Blumberger"
Assistant Manager, Corporate Finance
Ontario Securities Commission

2.1.4 White Fire Energy Ltd. - s. 83

Headnote

Mutual Reliance Review System for Exemptive Relief Applications – issuer deemed to have ceased to be a reporting issuer.

Ontario Statutes

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

March 20, 2006

Burnet, Duckworth & Palmer LLP
1400, 350 - 7 Avenue SW
Calgary, AB T2P 3N9

Attention: Frederick D. Davidson

Dear Sir:

Re: White Fire Energy Ltd. (the "Applicant") - Application to Cease to be a Reporting Issuer under the securities legislation of Alberta, Saskatchewan, Manitoba, Ontario, Québec, Nova Scotia and New Brunswick (the "Jurisdictions")

The Applicant has applied to the local securities regulatory authority or regulator (the "Decision Maker") in each of the Jurisdictions for a decision under the securities legislation (the "Legislation") of the Jurisdictions to be deemed to have ceased to be a reporting issuer in the Jurisdictions.

As the Applicant has represented to the Decision Makers that:

1. the outstanding securities of the Applicant, including debt securities, are beneficially owned, directly or indirectly, by less than 15 security holders in each of the jurisdictions in Canada and less than 51 security holders in total in Canada;

2. no securities of the Applicant are traded on a marketplace as defined in National Instrument 21-101 *Marketplace Operation*;

3. the Applicant is applying for relief to cease to be a reporting issuer in all of the jurisdictions in Canada in which it is currently a reporting issuer; and

4. the Applicant is not in default of any of its obligations under the Legislation as a reporting issuer,

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 and orders that the Applicant is deemed to have ceased to be a reporting issuer in the Jurisdictions.

Relief requested granted on the 20th day of March, 2006.

"Blaine Young"
Associate Director, Corporate Finance
Alberta Securities Commission

2.1.5 CIBC Asset Management Inc. et al. - MRRS Decision

Headnote

Mutual Reliance Review System for Exemptive Relief Applications – Exemption from subsection 4.1(1) of National Instrument 81-102 Mutual Funds to allow dealer managed mutual funds to invest in securities of an issuer during the prohibition period – affililiate of the dealer manager acted as an underwriter in connection with the distribution of securities of the issuer.

Applicable Legislative Provisions

National Instrument 81-102 Mutual Funds, ss. 4.1(1), 19.1.

March 20, 2006

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

AND

IN THE MATTER OF
THE MUTUAL RELIANCE REVIEW SYSTEM ("MRRS") FOR EXEMPTIVE RELIEF APPLICATIONS

AND

CIBC ASSET MANAGEMENT INC., CIBC GLOBAL ASSET MANAGEMENT INC., SCOTIA CASSELS INVESTMENT COUNSEL LIMITED, JONES HEWARD INVESTMENT COUNSEL INC., TD ASSET MANAGEMENT INC. and RBC ASSET MANAGEMENT INC. (the "Applicants")

MRRS DECISION DOCUMENT

Background

The local securities regulatory authority or regulator (the "**Decision Maker**") in each of the Jurisdictions has received an application from the Applicants (or "**Dealer Managers**"), the managers or portfolio advisers or both of the mutual funds named in Appendix "A" (the "**Funds**" or "**Dealer Managed Funds**") for a decision under section 19.1 of National Instrument 81-102 *Mutual Funds* ("NI 81-102") for:

- an exemption from subsection 4.1(1) of NI 81-102 (the "**Investment Restriction**") to enable the Dealer Managed Funds to invest in shares of common stock (the "**Shares**") of Tim Hortons Inc. (the "**Issuer**") during the period of distribution for the Offering (as defined below) (the "**Distribution**") and the 60-day period following the completion of the Distribution (the "**60-Day Period**") (the Distribution and the 60-Day Period together, the "**Prohibition Period**") notwithstanding that the Dealer Managers or their associates or affiliates act or have acted as an underwriter in connection with the initial public offering (the "**Offering**") of the Shares offered pursuant to a final base prep prospectus together with a supplemental prep prospectus containing certain additional information, to be filed by the Issuer in accordance with the securities legislation of each of the Jurisdictions (the "**Investment Restriction Relief**").

Under the Mutual Reliance Review System for Exemptive Relief Applications:

(a) the Ontario Securities Commission (the "**OSC**") is the principal regulator for this application, and

(b) this MRRS decision document evidences the decision of each Decision Maker.

It is the responsibility of each of the Decision Makers to make a global assessment of the risks involved in granting exemptive relief from the Investment Restriction in relation to the specific facts of each application.

Interpretation

Defined terms contained in National Instrument 14-101 – *Definitions* have the same meanings in this decision unless they are defined in this decision.

Representations

This decision is based on the following facts represented by the Applicants:

1. Each Dealer Manager is a "dealer manager" with respect to the Dealer Managed Funds, and each Dealer Managed Fund is a "dealer managed fund", as such terms are defined in section 1.1 of NI 81-102.

2. The securities of the Dealer Managed Funds are qualified for distribution in one or more of the provinces and territories of Canada pursuant to simplified prospectuses that have been prepared and filed in accordance with their respective securities legislation.

3. The head office of each of the Dealer Managers except for CIBC Global Asset Management Inc., is in Toronto, Ontario. The head office of CIBC Global Asset Management Inc. is in Montreal, Quebec.

4. The Issuer filed a second amended and restated preliminary base prep prospectus (the "**Preliminary Prospectus**") dated March 3, 2006 with each of the Decision Makers, for which an MRRS decision document evidencing receipt by the each of the Decision Makers was issued on

March 3, 2006. The Offering will also be a publicly marketed Offering in the United States.

5. The Offering is being underwritten, subject to certain terms, by an underwriting syndicate that includes RBC Dominion Securities, CIBC World Markets Inc., Scotia Capital Inc., BMO Nesbitt Burns Inc. and TD Securities Inc. (each a "**Related Underwriter**" and collectively, the "**Related Underwriters**"), J.P. Morgan Securities Canada Inc. and Merill Lynch Canada Inc. (together with the Related Underwriters, and any other underwriters which are now or may become part of the syndicate prior to closing, the "**Underwriters**"). Each Related Underwriter is an affiliate of one or more of the Dealer Managers.

6. According to the Preliminary Prospectus, the Offering is expected to be for 29 million Shares and the initial offering price for the Shares is estimated to be between $21.00 and $23.00 per share. As a result, the gross proceeds of the Offering are expected to be between approximately $609 million and $667 million depending on the final offering price for the Shares. In addition, according to the Preliminary Prospectus, the Underwriters will be granted an over-allotment option (the "**Over-Allotment Option**") to purchase an amount equal to a percentage of the Shares issued in the Offering which may be exercised within 30 days following closing (the "**Closing**"), which is expected to occur on March 29, 2006. According to the Preliminary Prospectus, the Over-Allotment Option is expected to be for an amount equal to up to approximately 15% of the number of Shares offered in the Offering. If the Over-Allotment Option is exercised in full, the gross proceeds of the Offering are expected to be increased by between approximately $91.3 million and $108 million.

7. As disclosed in the Preliminary Prospectus, the Issuer is a Delaware corporation and intends, prior to the completion of the Offering, to merge into a newly-formed Ohio corporation named Tim Hortons Inc. The Issuer is at the time of the merger and shall continue to be until the completion of the Offering, a subsidiary of Wendy's International, Inc. ("**Wendy's**"). The Issuer is the largest quick service restaurant ("**QSR**") chain in Canada based on systemwide food sales and number of restaurants open. According to the Canadian Restaurant and Foodservices Association and Statistics Canada, the Issuer's system in 2004 represented 22.6% of the $14.0 billion QSR segment of the Canadian foodservice industry based on sales dollars, almost 25% larger than the Issuer's largest competitor.

8. According to the Preliminary Prospectus, the net proceeds of the Offering will be used, together with estimated borrowings of US$960 million under a term loan agreement that the Issuer intends to enter into prior to the Offering, to pay US$960 million of indebtedness, together with accrued interest, owed to Wendy's under a previously issued US$960 million promissory note (the "**Promissory Note**"). The terms of the Issuer's proposed US$960 million term loan agreement have not yet been finalized.

9. Pursuant to an underwriting agreement (the "**Underwriting Agreement**") the Issuer and the Underwriters will enter into in respect of the Offering prior to the Issuer filing the final prospectus for the Offering, the Issuer will agree to sell to the Underwriters, and the Underwriters will agree to purchase, as principals, all of the Shares offered under the Offering.

10. According to the Preliminary Prospectus, there is presently no market through which the Shares may be sold and purchasers may not be able to resell the Shares purchased. However, according to the Preliminary Prospectus the Issuer has applied to have the Shares listed on the Toronto Stock Exchange (the "**TSX**") and has received conditional approval to have the Shares listed on the TSX under the symbol "THI" and has applied for listing of the Shares on the New York Stock Exchange ("**NYSE**") under the same symbol.

11. The Preliminary Prospectus does not disclose that the Issuer is a "related issuer" as defined in National Instrument 33-105 – *Underwriting Conflicts* ("**NI 33-105**").

12. According to the Preliminary Prospectus, the Issuer may be a "connected issuer" as defined in NI 33-105 of the Related Underwriters for the reasons set forth in the Preliminary Prospectus. As disclosed in the Preliminary Prospectus, these reasons include the fact that the Related Underwriters and certain of the other Underwriters are affiliates of banks that will be lenders to one of the Issuer's subsidiaries in the aggregate amount of $385 million under Canadian credit facilities, $60 million under a U.S. revolving credit facility and $200 million under a bridge loan facility (the "**Credit Facilities**"). According to the Preliminary Prospectus, the Issuer does not intend to use any of the proceeds of the Offering to repay any of the amounts that will be outstanding on Closing under the Credit Facilities. The Issuer will use the $500 million of borrowings under the Credit Facilities to repay obligations owed to Wendy's under the Promissory Note. None of the proceeds used by Wendy's upon repayment of the Promissory Note from the proceeds of the Offering will be used by Wendy's to repay any debt owing under Wendy's credit facility with a bank that is an affiliate of J.P. Morgan Securities Canada Inc. or to repay commercial paper issued under Wendy's ongoing commercial paper arrangement for which an

affiliate of Goldman Sachs Canada Inc. acts as a dealer.

13. According to the Preliminary Prospectus the decision to issue the Shares and the details of the Offering were made through negotiations between the Issuer, Wendy's and the Underwriters. According to the Preliminary Prospectus, the bank affiliates of Goldman Sachs Canada Inc., RBC Dominion Securities Inc., J.P. Morgan Securities Canada inc., Scotia Capital Inc., BMO Nesbitt Burns Inc., CIBC World Markets Inc., and TD Securities Inc. (the "**Related Bank Affiliates**") did not have any involvement in such decision or determination but have been advised of the terms of the Offering. As a consequence of the Offering the Related Underwriters will receive their proportionate share of the underwriters' fee.

14. Despite the affiliation between the Dealer Managers and the Related Underwriters, each Dealer Manager operates independently of its Related Underwriter. In particular, the investment banking and related dealer activities of the Related Underwriters and the investment portfolio management activities of each of their respective Dealer Managers are separated by "ethical" walls. Accordingly, no information flows from one to the other concerning their respective business operations or activities generally, except in the following or similar circumstances:

    (a) in respect of compliance matters (for example, each Dealer Manager and its Related Underwriter may communicate to enable the Dealer Manager to maintain up to date restricted-issuer lists to ensure that the Dealer Manager complies with applicable securities laws); and

    (b) each Dealer Manager and its Related Underwriter may share general market information such as discussion on general economic conditions, bank rates, etc.

15. The Dealer Managed Funds are not required or obligated to purchase any Shares during the Prohibition Period.

16. Each Dealer Manager may cause its Dealer Managed Funds to invest in the Shares during the Prohibition Period. Any purchase of the Shares will be consistent with the investment objectives of the Dealer Managed Funds and represent the business judgment of the Dealer Manager for its Dealer Managed Funds uninfluenced by considerations other than the best interests of the Dealer Managed Fund or in fact be in the best interests of the Dealer Managed Fund.

17. To the extent that the same portfolio manager or team of portfolio managers of a Dealer Manager manages two or more Dealer Managed Funds and other client accounts that are managed on a discretionary basis (the "**Managed Accounts**"), the Shares purchased for them will be allocated:

    (a) in accordance with the allocation factors or criteria stated in the written policies or procedures put in place by the Dealer Manager for its Dealer Managed Funds and Managed Accounts, and

    (b) taking into account the amount of cash available to each Dealer Managed Fund for investment.

18. There will be an independent committee (the "**Independent Committee**") appointed in respect of each Dealer Manager's Dealer Managed Funds to review such Dealer Managed Funds' investments in the Shares during the Prohibition Period.

19. The Independent Committee will have at least three members and every member must be independent. A member of the Independent Committee is not independent if the member has a direct or indirect material relationship with its Dealer Manager, the Dealer Managed Funds, or any affiliate or associate thereof. For the purpose of this Decision, a material relationship means a relationship which could, in the view of a reasonable person, reasonably interfere with the exercise of the member's independent judgment regarding conflicts of interest facing the Dealer Manager.

20. The members of the Independent Committee will exercise their powers and discharge their duties honestly, in good faith, and in the best interests of investors in their respective Dealer Managed Funds and, in so doing, exercise the degree of care, diligence and skill that a reasonably prudent person would exercise in the circumstances.

21. Each Dealer Manager, in respect of its Dealer Managed Funds, will notify a member of staff in the Investment Funds Branch of the Ontario Securities Commission, in writing of any SEDAR Report (as defined below) filed on SEDAR, as soon as practicable after the filing of such a report, and the notice shall include the SEDAR project number of the SEDAR Report and the date on which it was filed.

22. Except as described in paragraph 14, above, each Dealer Manager has not been involved in the work of its Related Underwriter and each Related Underwriter has not been and will not be involved in the decisions of its Dealer Manager as to whether such Dealer Manager's Dealer Managed Funds will purchase Shares during the Prohibition Period.

Decision

Each of the Decision Makers has assessed the conflict of interest risks associated with granting an exemption in this instance from the Investment Restriction and is satisfied that, at the time this Decision is granted, the potential risks are sufficiently mitigated.

Each of the Decision Makers is satisfied that the test contained in NI 81-102 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 Requested Relief is granted, notwithstanding that the Related Underwriters act or have acted as underwriters in the Offering provided that, in respect of each Dealer Manager and its Dealer Managed Funds, independent of any of the other Applicants and their Dealer Managed Funds, the following conditions are satisfied:

I. At the time of each purchase of Shares (a "**Purchase**") by a Dealer Managed Fund pursuant to this Decision, the following conditions are satisfied:

(a) the Purchase

(i) represents the business judgment of the Dealer Manager uninfluenced by considerations other than the best interests of the Dealer Managed Fund, or

(ii) is, in fact, in the best interests of the Dealer Managed Fund;

(b) the Purchase is consistent with, or is necessary to meet, the investment objective of the Dealer Managed Fund as disclosed in its simplified prospectus; and

(c) the Dealer Managed Fund does not place the order to purchase, on a principal or agency basis, with its Related Underwriter;

II. Prior to effecting any Purchase pursuant to this Decision, the Dealer Managed Fund has in place written policies or procedures to ensure that,

(a) there is compliance with the conditions of this Decision; and

(b) in connection with any Purchase,

(i) there are stated factors or criteria for allocating the Shares purchased for two or more Dealer Managed Funds and other Managed Accounts, and

(ii) there is full documentation of the reasons for any allocation to a Dealer Managed Fund or Managed Account that departs from the stated allocation factors or criteria;

III. The Dealer Manager does not accept solicitation by its Related Underwriter for the Purchase of Shares for the Dealer Managed Funds;

IV. The Related Underwriter does not purchase Shares in the Offering for its own account except Shares sold by the Related Underwriter on Closing;

V. The Dealer Managed Fund has an Independent Committee to review the Dealer Managed Funds' investments in the Shares during the Prohibition Period;

VI. The Independent Committee has a written mandate describing its duties and standard of care which, as a minimum, sets out the applicable conditions of this Decision;

VII. The members of the Independent Committee exercise their powers and discharge their duties honestly, in good faith, and in the best interests of investors in the Dealer Managed Funds and, in so doing, exercise the degree of care, diligence and skill that a reasonably prudent person would exercise in the circumstances;

VIII. The Dealer Managed Fund does not relieve the members of the Independent Committee from liability for loss that arises out of a failure to satisfy the standard of care set out in paragraph VII above;

IX. The Dealer Managed Fund does not incur the cost of any portion of liability insurance that insures a member of the Independent Committee for a liability for loss that arises out of a failure to satisfy the standard of care set out in paragraph VII above;

X. The cost of any indemnification or insurance coverage paid for by the Dealer Manager, any portfolio manager of the Dealer Managed Funds, or any associate or affiliate of the Dealer Manager or any portfolio manager of the Dealer Managed Funds to indemnify or insure the members of the Independent Committee in respect of a loss that arises out of a failure to satisfy the standard of care set out in paragraph VII above is not paid either directly or indirectly by the Dealer Managed Funds;

XI. The Dealer Manager files a certified report on SEDAR (the "**SEDAR Report**") in respect of each Dealer Managed Fund, no later than 30 days after the end of the Prohibition Period, that contains a certification by the Dealer Manager that contains:

(a) the following particulars of each Purchase:

(i) the number of Shares purchased by the Dealer Managed Funds of the Dealer Manager;

(ii) the date of the Purchase and purchase price;

(iii) whether it is known whether any underwriter or syndicate member has engaged in market stabilization activities in respect of the Shares;

(iv) if the Shares were purchased for two or more Dealer Managed Funds and other Managed Accounts of the Dealer Manager, the aggregate amount so purchased and the percentage of such aggregate amount that was allocated to each Dealer Managed Fund; and

(v) the dealer from whom the Dealer Managed Fund purchased the Shares and the fees or commissions, if any, paid by the Dealer Managed Fund in respect of such Purchase;

(b) a certification by the Dealer Manager that the Purchase:

(i) was made free from any influence by the Related Underwriter or any affiliate or associate thereof and without taking into account any consideration relevant to the Related Underwriter or any associate or affiliate thereof; and

(ii) represented the business judgment of the Dealer Manager uninfluenced by considerations other than the best interest of the Dealer Managed Fund, or

(iii) was, in fact, in the best interests of the Dealer Managed Fund;

(c) confirmation of the existence of the Independent Committee to review the Purchase of the Shares by the Dealer Managed Funds, the names of the members of the Independent Committee, the fact that they meet the independence requirements set forth in this Decision, and whether and how they were compensated for their review;

(d) a certification by each member of the Independent Committee that after reasonable inquiry the member formed the opinion that the policies and procedures referred to in Condition II(a) above are adequate and effective to ensure compliance with this Decision and that the decision made on behalf of each Dealer Managed Fund by the Dealer Manager to purchase Shares for the Dealer Managed Funds and each Purchase by the Dealer Managed Fund:

(i) was made in compliance with the conditions of this Decision;

(ii) was made by the Dealer Manager free from any influence by the Related Underwriter or any affiliate or associate thereof and without taking into account any consideration relevant to the Related Underwriter or any associate or affiliate thereof; and

(iii) represented the business judgment of the Dealer Manager uninfluenced by considerations other than the best interests of the Dealer Managed Fund, or

(iv) was, in fact, in the best interests of the Dealer Managed Fund.

XII. The Independent Committee advises the Decision Makers in writing of:

(a) any determination by it that the condition set out in paragraph XI(d) has not been satisfied with respect to any Purchase of the Shares by a Dealer Managed Fund;

(b) any determination by it that any other condition of this Decision has not been satisfied;

(c) any action it has taken or proposes to take following the determinations referred to above; and

(d) any action taken, or proposed to be taken, by the Dealer Manager or a portfolio manager of a Dealer Managed Fund, in response to the determinations referred to above.

XIII. For Purchases of Shares during the Distribution only, the Dealer Manager:

(a) expresses an interest to purchase on behalf of Dealer Managed Funds and Managed Accounts a fixed number of Shares (the "**Fixed Number**") to an Underwriter other than its Related Underwriter;

(b) agrees to purchase the Fixed Number or such lesser amount as has been allocated to the Dealer Manager no more than five (5) business days after the final prospectus has been filed;

(c) does not place an order with an underwriter of the Offering to purchase an additional number of Shares under the Offering prior to the completion of the Distribution, provided that if the Dealer Manager was allocated less than the Fixed Number at the time the final prospectus was filed for the purposes of the Closing, the Dealer Manager may place an additional order for such number of additional Shares equal to the difference between the Fixed Number and the number of Shares allotted to the Dealer Manager at the time of the final prospectus in the event the Underwriters exercise the Over-Allotment Option; and

(d) does not sell Shares purchased by the Dealer Manager under the Offering, prior to the listing of such Shares on the TSX.

XIV. Each Purchase of Shares during the 60-Day Period is made on the TSX or NYSE; and

XV. For Purchases of Shares during the 60-Day Period only, an underwriter provides to the Dealer Manager written confirmation that the "dealer restricted period" in respect of the Offering, as defined in Ontario Securities Commission Rule 48-501, Trading During Distributions, Formal Bids and Share Exchange Transactions, has ended.

"Rhonda Goldberg"
Assistant Manager, Investment Funds Branch
Ontario Securities Commission

APPENDIX "A"

THE MUTUAL FUNDS

Imperial Pools

Imperial Canadian Equity Pool
Imperial Canadian Dividend Income Pool
Imperial Canadian Dividend Pool
Imperial Canadian Income Trust Pool

Renaissance Talvest Mutual Funds

Renaissance Canadian Balanced Fund
Renaissance Canadian Balanced Value Fund
Renaissance Canadian Dividend Income Fund
Renaissance Canadian Growth Fund
Renaissance Canadian Core Value Fund
Renaissance Canadian Income Trust Fund
Renaissance Canadian Income Trust Fund II
Renaissance Canadian Small Cap Fund
Talvest Dividend Fund
Talvest Cdn. Equity Growth Fund
Talvest Cdn. Asset Allocation Fund
Talvest Cdn. Equity Value Fund
Talvest Global Asset Allocation Fund
Talvest Small Cap Cdn. Equity Fund
Talvest Millennium High Income Fund
Talvest Millennium Next Generation fund

CIBC Mutual Funds

CIBC Balanced Fund
CIBC Canadian Emerging Companies Fund
CIBC Core Canadian Equity Fund
CIBC Capital Appreciation Fund
CIBC Dividend Fund
CIBC Financial Companies Fund
Canadian Imperial Equity Fund
CIBC Canadian Small Companies Fund
CIBC Monthly Income Fund
CIBC Diversified Income Fund

Frontiers Pools

Frontiers Canadian Equity Pool
Frontiers Canadian Monthly Income Pool

TD Mutual Funds

TD U.S. Mid-Cap Growth Fund
TD U.S. Small-Cap Equity Fund
TD U.S. Equity Fund
TD Canadian Small-Cap Equity Fund
TD Balanced Fund
TD Canadian Equity Fund
TD Canadian Value Fund
TD Monthly Income Fund
TD Dividend Growth Fund
TD Dividend Income Fund
TD Balanced Growth Fund
TD Balanced Income Fund
TD Canadian Blue Chip Equity Fund

Scotia Mutual Funds

Scotia Canadian Growth Fund
Scotia Canadian Balanced Fund
Scotia Young Investors Fund
Scotia Private Client Mutual Funds
Scotia Canadian Blue Chip Fund
Scotia American Growth Fund
Scotia Cassels North American Equity Fund

BMO Mutual Funds

BMO Equity Fund
BMO Special Equity Fund
BMO Canadian Equity Class

RBC Funds (formerly Royal Mutual Funds)
RBC Canadian Growth Fund
RBC Canadian Equity Fund
RBC Balanced Fund
RBC Balanced Growth Fund
RBC U.S. Equity Fund
RBC U.S. Mid-Cap Equity Fund

RBC Private Pools

RBC Private U.S. Mid Cap Equity Pool
RBC Private U.S. Large Cap Equity Pool

RBC Currency Neutral Funds

RBC U.S. Equity Currency Neutral Fund
RBC U.S. Mid-Cap Equity Currency Neutral Fund

2.1.6 Hudson's Bay Company - MRRS Decision

Headnote

Mutual Reliance Review System for Exemptive Relief Applications - Relief from the requirement to provide in an information circular 'prospectus-level' disclosure and disclosure regarding executive compensation and indebtedness of directors and executive officers in connection with a second-step transaction - Disclosure not relevant to decision whether to approve amalgamation transaction – Redeemable preferred shares to be issued pursuant to the amalgamation - Redeemable preferred shares will be redeemed immediately after the completion of the amalgamation - Amalgamation, in substance, a cash transaction.

Applicable Legislative Provisions

National Instrument 51-102 - Continuous Disclosure Obligations, Part 9 and s. 13.1, and Form 51-102F5 - Information Circular, items 8, 10 and 14.2.

March 14, 2006

IN THE MATTER OF
THE SECURITIES LEGISLATION OF
BRITISH COLUMBIA, ALBERTA, SASKATCHEWAN, MANITOBA, ONTARIO, QUEBEC, NEW BRUNSWICK, NOVA SCOTIA AND NEWFOUNDLAND AND LABRADOR
(the Jurisdictions)

AND

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

AND

IN THE MATTER OF
HUDSON'S BAY COMPANY (the Filer)

MRRS DECISION DOCUMENT

Background

The local securities regulatory authority or regulator (the **Decision Maker**) in each of the Jurisdictions has received an application from the Applicant for a decision under the securities legislation of the Jurisdictions (the **Legislation**) exempting the Applicant from the requirement to include prospectus-level disclosure, executive compensation disclosure and disclosure as to the indebtedness of directors and executive officers in a management proxy circular of the Applicant (the **Circular**) relating to a special meeting of its shareholders to be held to approve the amalgamation of the Applicant with another company in accordance with the Legislation (the **Requested Relief**).

Under the Mutual Reliance Review System for Exemptive Relief Applications:

(a) the Ontario Securities Commission is the principal regulator for this application; and

(b) this MRRS decision document evidences the decision of each Decision Maker.

Interpretation

Defined terms contained in National Instrument 14-101 - *Definitions* have the same meaning in this decision unless they are defined in this decision.

Representations

This decision is based on the following facts represented by the Applicant:

1. The Applicant is a corporation amalgamated under the *Canada Business Corporations Act* (the CBCA). The authorized capital of the Applicant consists of an unlimited number of common shares (Common Shares) and an unlimited number of preferred shares, issuable in series. As at the date hereof, there are issued and outstanding 69,581,956 Common Shares and there are no other shares of any class or series outstanding. The Common Shares are listed on the Toronto Stock Exchange under the symbol "HBC".

2. The Applicant is a reporting issuer or the equivalent thereof in each of the Jurisdictions. The Applicant is not, to its knowledge, in default of its reporting issuer obligations under the Legislation.

3. Pursuant to offers (the **Offers**) made November 10, 2005, as amended by a notice of extension and variation dated December 23, 2005, a notice of extension and variation dated February 10, 2006, a notice of variation dated February 14, 2006 and a notice of extension dated February 27, 2006, Maple Leaf Heritage Investments Acquisition Corporation (**Heritage**) has offered to purchase all of the issued and outstanding Common Shares at a price of $15.25 per Common Share and all the outstanding debentures (the **Debentures**) at a price of $1,020 per $1,000 principal amount of Debentures, plus accrued and unpaid interest to the date the Debentures are taken up under the Offer therefor.

4. Heritage is incorporated under the CBCA. The principal office of Heritage is located at 4388 Jenkins Avenue, North Charleston, South Carolina, 29405. Heritage was incorporated solely for the purpose of making the Offers and is not a reporting issuer in any Jurisdiction.

5. On February 27, 2006, Heritage acquired, pursuant to the Offers, approximately 43,802,574 Common Shares, representing approximately 63% of the issued and outstanding Common Shares, and approximately $124,590,000 aggregate principal amount of Debentures, representing approximately 62% of the aggregate principal amount of the outstanding Debentures. After giving effect to the above acquisition of Common Shares and Debentures by Heritage, Heritage beneficially owned approximately 82% of the Common Shares and 62% of the Debentures.

6. Heritage has requested that the Applicant call a special meeting of shareholders (the **Meeting**) to approve the proposed amalgamation of the Applicant and Heritage (the **Amalgamation**). At the Meeting, the Applicant will seek the requisite approval of shareholders in respect of a special resolution to approve the Amalgamation upon the terms and conditions set forth in an amalgamation agreement between HBC and Heritage (the **Amalgamation Agreement**), the material terms of which will be described in the Circular.

7. In connection with the Meeting, the Applicant expects to mail on or about March 14, 2005 to each holder of Common Shares (i) a notice of the Meeting; (ii) a form of proxy; and (iii) the Circular, which will be prepared in accordance with the CBCA and applicable securities laws.

8. Pursuant to the Amalgamation:

   (a) at the effective time of the Amalgamation, by virtue of the Amalgamation and without any further action on the part of Heritage, the Applicant or the holders of Common Shares, (A) each Common Share (other than any Common Share held by a shareholder who has not effectively withdrawn or otherwise ceased to be entitled to such dissent rights pursuant to Section 183 of the CBCA (each a **Dissenting Share**)) will be cancelled and converted automatically into one validly issued, fully paid and non-assessable redeemable preferred share in the capital of Amalco (each a **Redeemable Preference Share**) and (B) each Dissenting Common Share will be cancelled and be converted automatically into the right to receive payment from Amalco with respect thereto in accordance with section 183 of the CBCA; and

   (b) all holders of Common Shares, including insiders of the Applicant, will receive identical consideration for their Common Shares in the Amalgamation.

9. Immediately following the effective time of the Amalgamation, each Redeemable Preference Share will be redeemed by Amalco (the **Redemption**) for a cash amount equal to $15.25 per share (the **Redemption Amount**). No new certificates evidencing the Redeemable

Preference Shares will be issued to the holders of Common Shares who will continue to hold their Common Share certificates until exchanged for the aggregate Redemption Amount represented by such certificates as provided for in the Amalgamation Agreement.

10. The Legislation in the Jurisdictions requires that, subject to the Requested Relief being granted, the Circular include the prospectus-level disclosure, executive compensation disclosure and disclosure as to the indebtedness of directors and executive officers.

11. No action is to be taken at the Meeting on any matter involving executive compensation or the indebtedness of directors or executive officers, and neither executive compensation disclosure nor disclosure as to the indebtedness of directors and executive officers would reasonably be expected to affect a shareholder's decision whether or not to vote in favour of the Amalgamation.

12. The consideration paid by Amalco on the Redemption will be funded directly or indirectly by Heritage. Heritage has advised the Applicant that it intends to ensure that Amalco will have sufficient funds to pay in full the aggregate Redemption Amount on the Redemption.

Decision

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 Requested Relief is granted provided that the Applicant complies with all other provisions of the Legislation applicable to the Circular.

"Iva Vranic"
Manager, Corporate Finance
Ontario Securities Commission

2.1.7 Canam International Partnership 1991 -s. 83

Headnote

Mutual Reliance Review System for Exemptive Relief Applications – Partnership is deemed to have ceased to be a reporting issuer in compliance with the requirements set out in CSA Notice 12-307.

Applicable Ontario Statutory Provisions, Rules and Notices

Securities Act, R.S.O. 1990, c. S.5, as am., s. 83.
CSA Staff Notice 12-307 - Ceasing to be a Reporting Issuer under the Mutual Reliance Review System for Exemptive Relief Applications. (2003) 26 OSCB 6348.

March 1, 2006

Torys LLP
79 Wellington St. West, Suite 3000
Box 270, TD Centre
Toronto, Ontario
M5K 1N2

Attention: Aaron Emes

Dear Mr. Emes:

Re: Canam International Partnership 1991 (the "Applicant")
Application to Cease to be a Reporting Issuer under the securities legislation of Alberta, Saskatchewan, Manitoba, Ontario, Quebec, New Brunswick, Nova Scotia and Newfoundland and Labrador (the "Jurisdictions")
Application No.: 074/06

The Applicant has applied to the local securities regulatory authority or regulator (the "Decision Maker") in each of the Jurisdictions for a decision under the securities legislation (the "Legislation") of the Jurisdictions to be deemed to have ceased to be a reporting issuer in the Jurisdictions.

As the Applicant has represented to the Decision Makers that,

- the outstanding securities of the Applicant, including debt securities, are beneficially owned, directly or indirectly, by fewer than 15 security holders in each of the jurisdictions in Canada and fewer than 51 security holders in total in Canada;

- no securities of the Applicant are traded on a marketplace as defined in National Instrument 21-101 *Marketplace Operation*;

- the Applicant is applying for relief to cease to be a reporting issuer in all of the jurisdictions in Canada in which it is currently a reporting issuer; and

- the Applicant is not in default of any of its obligations under the Legislation as a reporting issuer,

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 and orders that the Applicant is deemed to have ceased to be a reporting issuer.

"Leslie Byberg"
Manager, Investment Funds Branch

2.1.8 Ford Motor Credit Company and Ford Credit Canada Limited - MRRS Decision

Headnote

Mutual Reliance Review System for Exemptive Relief Applications – relief from continuous disclosure obligations – relief required due to loss of approved rating of debt securities of filer – relief granted subject to debt securities continuing to be rated by an "approved rating organization" and guaranteed by the credit supporter – investors will continue to receive information about the guarantor as well as information about the filer from the approved rating agency – National Instrument 51-102 Continuous Disclosure Obligations.

Applicable Legislative Provisions

National Instrument 51-102 – Continuous Disclosure Obligations.

March 15, 2006

IN THE MATTER OF
THE SECURITIES LEGISLATION OF
BRITISH COLUMBIA, ALBERTA, SASKATCHEWAN, MANITOBA, ONTARIO, QUEBÉC, NEW BRUNSWICK, NEWFOUNDLAND AND LABRADOR, NOVA SCOTIA, YUKON, NORTHWEST TERRITORIES AND NUNAVUT
(the Jurisdictions)

AND

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

AND

IN THE MATTER OF
FORD MOTOR CREDIT COMPANY
AND FORD CREDIT CANADA LIMITED

MRRS DECISION DOCUMENT

Background

The local securities regulatory authority or regulator (the Decision Maker) in each of the Jurisdictions has received an application from Ford Motor Credit Company (Ford Credit) and its subsidiary Ford Credit Canada Limited (the Issuer, and together with Ford Credit, the Filer) for a decision (the Decision) by each Decision Maker under the securities legislation of the Jurisdictions (the Legislation) to amend the decision document issued by the Decision Makers dated May 21, 2004 (the Original Decision) such that the Issuer can continue to rely on the exemption in the Original Decision (the Continuous Disclosure Exemption) if the Issuer issues securities that do not have an "approved rating" as defined in National Instrument 51-102 – *Continuous Disclosure Obligations* (NI 51-102);

Under the Mutual Reliance Review System for Exemptive Relief Applications (the MRRS):

(a) the Ontario Securities Commission is the principal regulator for this application; and

(b) this MRRS decision document evidences the decision of each Decision Maker.

Interpretation

Defined terms contained in National Instrument 14-101 *Definitions* have the same meaning in this decision unless they are otherwise defined in this decision.

Representations

This decision is based on the following facts represented by the Filer:

1. All representations contained in the Original Decision remain true and complete except as follows:

(a) Paragraph 6 of the Original Decision is deleted and replaced with the following:

"As at January 31, 2006, Ford Credit had in excess of US$73.9 billion in long-term debt outstanding."

(b) Paragraph 11 of the Original Decision is deleted and replaced with the following:

"The Issuer has previously established a program in Canada for the issuance from time to time of its medium term notes ("Notes") and its commercial paper notes maturing not more than one year from the date of issue ("Commercial Paper Notes"), as well as a program for the issuance of medium term debt securities outside of Canada, issued under a separate series of program documents and unrelated to the medium term notes issued in Canada ("Euro Notes" and, together with Notes and Commercial Paper Notes, "Debt Securities"). Each of the Notes, Commercial Paper Notes and Euro Notes are fully and unconditionally guaranteed by Ford Credit as to payment of principal, premium, if any, and interest, if any, such that the holders thereof will be entitled to receive payment from Ford Credit upon and within 15 days of the failure by the Issuer to make any such payment."

(c) Paragraph 11A is added to the Original Decision as follows:

"At the time of the establishment of such programs for the issuance of Notes, Commercial Paper Notes and Euro Notes, each such Debt Security had an "approved rating" and therefore constituted a "designated credit support security" (as such terms are defined in NI 51-102)."

(d) Paragraph 12 of the Original Decision is deleted and replaced with the following:

"As at January 31, 2006, the Issuer had approximately Cdn$3.08 billion of Notes outstanding."

(e) Paragraph 13 of the Original Decision is deleted and replaced with the following:

"The Issuer lost its investment grade rating from each of the rating agencies on the following dates:

(i) S&P – May 5, 2005;
(ii) Fitch – December 19, 2005;
(iii) Moody's – January 11, 2006; and
(iv) DBRS – January 16, 2006."

2. As of January 16, 2006, the Issuer ceased to have an approved rating for any of its Debt Securities.

3. Since January 16, 2006, the Issuer has not issued any Debt Securities.

4. As a result of the Issuer ceasing to have an approved rating, it will be unable to continue to rely on the Continuous Disclosure Exemption if it issues debt securities, other than to the investors contemplated in section 13.4(2)(c) of NI 51-102.

5. The Issuer will not issue or sell any securities other than:

(a) non-convertible debt that has a rating from an "approved rating organization" (as that term is defined in NI 51-102) and in respect of which Ford Credit has provided a guarantee in accordance with the requirements of the definition of "designated credit support securities" in NI 51-102; or

(b) securities issued to Ford Credit or an affiliate of Ford Credit.

6. The amendments to the Original Decision will enable the Issuer to continue to rely on the Continuous Disclosure Exemption if the Issuer issues securities that do not have an approved rating.

7. Although the Debt Securities no longer have an approved rating, investors will continue to have the benefit of:

(a) Ford Credit's guarantee in accordance with the requirements set out in NI 51-102; and

(b) any information regarding the Debt Securities that will continue to be disseminated by the approved rating organization(s).

Decision

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 (other than the Decision Maker in the Northwest Territories) under the Legislation is that the Original Decision is modified such that paragraph (a) of the Decision is deleted and replaced with the following:

(a) the Issuer is in compliance with the requirements and conditions of section 13.4 of NI 51-102, other than (i) the requirement of section 13.4(2)(c) of NI 51-102, and (ii) the requirements in subsection 13.4(2)(g);

(a.1) the Issuer does not issue or sell any securities other than:

(i) non-convertible debt that has a rating from an "approved rating organization" (as defined in NI 51-102) and in respect of which Ford Credit has provided a guarantee in accordance with the requirements of the definition of "designated credit support securities" in NI 51-102; or

(ii) securities issued to Ford Credit or an affiliate of Ford Credit.

"Iva Vranic"
Manager, Corporate Finance
Ontario Securities Commission

2.1.9 CIBC Asset Management Inc. et al. - MRRS Decision

Headnote

Mutual Reliance Review System for Exemptive Relief Applications – Exemption was granted from section 227 of the Ontario Regulation, pursuant to section 233 of the Regulation, and its equivalent in the other jurisdictions, to permit an adviser to dealer managed mutual funds to invest in a connected issuer, subject to an independent review committee.

Applicable Provision

General Regulation, R.R.O. 1990, Reg. 1015, as am., ss. 227, 233.

March 21, 2006

IN THE MATTER OF
THE SECURITIES LEGISLATION OF
ONTARIO, NOVA SCOTIA, AND
NEWFOUNDLAND AND LABRADOR,
(the Jurisdictions)

AND

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

AND

CIBC ASSET MANAGEMENT INC.,
CIBC GLOBAL ASSET MANAGEMENT INC.,
SCOTIA CASSELS INVESTMENT COUNSEL LIMITED,
JONES HEWARD INVESTMENT COUNSEL INC.,
TD ASSET MANAGEMENT INC. and
RBC ASSET MANAGEMENT INC. (the Applicants)

MRRS DECISION DOCUMENT

Background

The local securities regulatory authority or regulator (the **Decision Makers**) in each of the Jurisdictions has received an application from the Applicants (or **Dealer Managers**), the managers or portfolio advisers or both of the mutual funds named in Appendix A (the **Funds** or **Dealer Managed Funds**) for a decision from each of the Decision Makers under section 233 of *General Regulation*, R.R.O. 1990, Reg. 1015 as amended (the **Regulation**) in Ontario and the equivalent provision in the Jurisdictions of the other Decision Makers, as set out in Appendix B, for an exemption from complying with Section 227 of the Regulation and the equivalent provisions in the securities legislation of the Jurisdictions of the other Decision Makers, as set out in Appendix B (collectively referred to as the **Adviser Restriction**), to enable each Dealer Manager to act as adviser to its Dealer Managed Funds in respect of shares of common stock (the **Shares**) of Tim Hortons Inc. (the **Issuer**), during the course of the distribution (the **Distribution**) of the Shares offered pursuant to a final base prep prospectus together with a supplemental prep prospectus containing certain additional information, to be filed by the Issuer in accordance with the securities legislation of each of the provinces and territories of Canada (the **Offering**), despite the fact that the Issuer may be a connected issuer of the Dealer Managers during the course of the distribution (the **Adviser Restriction Relief**).

Under the Mutual Reliance Review System for Exemptive Relief Applications:

(a) the Ontario Securities Commission (the OSC) is the principal regulator for the Adviser Restriction Relief; and

(b) this MRRS decision document evidences the decision of each of the Decision Makers.

Interpretation

Defined terms contained in National Instrument 14-101 *Definitions* have the same meanings in this decision unless they are defined in this decision.

Representations

This decision is based on the following facts represented by the Applicants:

1. Each Dealer Manager is a "dealer manager" with respect to the Dealer Managed Funds, and each Dealer Managed Fund is a "dealer managed fund", as such terms are defined in section 1.1 of National Instrument 81-102 *Mutual Fund Distributions*.

2. The securities of the Dealer Managed Funds are qualified for distribution in one or more of the provinces and territories of Canada pursuant to simplified prospectuses that have been prepared and filed in accordance with their respective securities legislation.

3. The Issuer filed a second amended and restated preliminary base prep prospectus (the **Preliminary Prospectus**) dated March 3, 2006 with each of the Decision Makers, for which an MRRS decision document evidencing receipt by the each of the Decision Makers was issued on March 3, 2006. The Offering will also be a publicly marketed Offering in the United States.

4. The Offering is being underwritten, subject to certain terms, by an underwriting syndicate that includes RBC Dominion Securities, CIBC World Markets Inc., Scotia Capital Inc., BMO Nesbitt Burns Inc. and TD Securities Inc. (each a **Related Underwriter** and collectively, the **Related Underwriters**), J.P. Morgan Securities Canada Inc. and Merill Lynch Canada Inc. (together with the Related Underwriters, and any other underwriters which are now or may become part of the syndicate prior to closing, the **Underwriters**). Each Related Underwriter is an affiliate of one or more of the Dealer Managers.

5. According to the Preliminary Prospectus, the Offering is expected to be for 29 million Shares and the initial offering price for the Shares is estimated to be between $21.00 and $23.00 per share. As a result, the gross proceeds of the Offering are expected to be between approximately $609 million and $667 million depending on the final offering price for the Shares. In addition, according to the Preliminary Prospectus, the Underwriters will be granted an over-allotment option (the **Over-Allotment Option**) to purchase an amount equal to a percentage of the Shares issued in the Offering which may be exercised within 30 days following the closing (the **Closing**), which is expected to occur March 29, 2006. According to the Preliminary Prospectus, the Over-Allotment Option is expected to be for an amount equal to up to approximately 15% of the number of Shares offered in the Offering. If the Over-Allotment Option is exercised in full, the gross proceeds of the Offering are expected to be increased by between approximately $91.3 million and $108 million.

6. As disclosed in the Preliminary Prospectus, the Issuer is a Delaware corporation and intends, prior to the completion of the Offering, to merge into a newly-formed Ohio corporation named Tim Hortons Inc. The Issuer is at the time of the merger and shall continue to be until the completion of the Offering, a subsidiary of Wendy's International, Inc. (**Wendy's**). The Issuer is the largest quick service restaurant (**QSR**) chain in Canada based on systemwide food sales and number of restaurants open. According to the Canadian Restaurant and Foodservices Association and Statistics Canada, the Issuer's system in 2004 represented 22.6% of the $14.0 billion QSR segment of the Canadian foodservice industry based on sales dollars, almost 25% larger than the Issuer's largest competitor.

7. According to the Preliminary Prospectus, the net proceeds of the Offering will be used, together with estimated borrowings of US$960 million under a term loan agreement that the Issuer intends to enter into prior to the Offering, to pay US$960 million of indebtedness, together with accrued interest, owed to Wendy's under a previously issued US$960 million promissory note (the **Promissory Note**). The terms of the Issuer's proposed US$960 million term loan agreement have not yet been finalized.

8. Pursuant to an underwriting agreement (the **Underwriting Agreement**) the Issuer and the Underwriters will enter into in respect of the Offering prior to the Issuer filing the final prospectus for the Offering, the Issuer will agree to sell to the Underwriters, and the Underwriters will agree to purchase, as principals, all of the Shares offered under the Offering.

9. According to the Preliminary Prospectus, there is presently no market through which the Shares may be sold and purchasers may not be able to resell the Shares purchased. However, according to the Preliminary Prospectus the Issuer has applied to have the Shares listed on the Toronto Stock Exchange (the **TSX**) and has received conditional approval to have the Shares listed on the TSX under the symbol "THI" and has applied for listing of the Shares on the New York Stock Exchange (**NYSE**) under the same symbol.

10. The Preliminary Prospectus does not disclose that the Issuer is a "related issuer" as defined in National Instrument 33-105 *Underwriting Conflicts* (**NI 33-105**).

11. According to the Preliminary Prospectus, the Issuer may be a "connected issuer" as defined in NI 33-105 of the Related Underwriters for the reasons set forth in the Preliminary Prospectus.

12. As disclosed in the Preliminary Prospectus, these reasons include the fact that the Related Underwriters and certain of the other Underwriters will be subsidiaries of banks that will be lenders to one of the Issuer's subsidiaries in the aggregate amount of $385 million under Canadian credit facilities, $60 million under a U.S. revolving credit facility and $200 million under a bridge loan facility (the **Credit Facilities**). According to the Preliminary Prospectus, the Issuer does not intend to use any of the proceeds of the Offering to repay any of the amounts that will be outstanding on Closing under the Credit Facilities. The Issuer will use the $500 million of borrowings under the Credit Facilities to repay obligations owed to Wendy's under the Promissory Note. None of the proceeds used by Wendy's upon repayment of the Promissory Note from the proceeds of the Offering will be used by Wendy's to repay any debt owing under Wendy's credit facility with a bank that is an affiliate of J.P. Morgan Securities Canada Inc. or to repay commercial paper issued under Wendy's ongoing commercial paper arrangement for which an affiliate of Goldman Sachs Canada Inc. acts as a dealer.

13. According to the Preliminary Prospectus the decision to issue the Shares and the details of the Offering were made through negotiations between the Issuer, Wendy's and the Underwriters. According to the Preliminary Prospectus, the bank affiliates of Goldman Sachs Canada Inc., RBC Dominion Securities Inc., J.P. Morgan Securities Canada inc., Scotia Capital Inc., BMO Nesbitt Burns Inc., CIBC World Markets Inc., and TD Securities Inc. (the **Related Bank Affiliates**) did not have any involvement in such decision or determination but have been advised of the terms of the Offering. As a consequence of the Offering the Related Underwriters will receive their proportionate share of the underwriters' fee.

14. Despite the affiliation between the Dealer Managers and the Related Underwriters, they operate independently of each other. In particular, the investment banking and related dealer activities of the Related Underwriter and the investment portfolio management activities of each of the Dealer Managers are separated by "ethical" walls. Accordingly, no information flows from one to the other concerning their respective business operations or activities generally, except in the following or similar circumstances:

    (a) in respect of compliance matters (for example, each Dealer Manager and the Related Underwriter may communicate to enable the Dealer Managers to maintain up to date restricted-issuer lists to ensure that the Dealer Managers comply with applicable securities laws); and

    (b) each Dealer Manager and the Related Underwriters may share general market information such as discussion on general economic conditions, bank rates, etc.

15. The Dealer Managed Funds are not required or obligated to purchase any Shares during the Distribution.

16. Each Dealer Manager may cause the Dealer Managed Funds to invest in the Shares during the Distribution. Any purchase of the Shares will be consistent with the investment objectives of the Dealer Managed Funds and represent the business judgment of the Dealer Manager of the Dealer Managed Funds uninfluenced by considerations other than the best interests of the Dealer Managed Fund or in fact be in the best interests of the Dealer Managed Fund.

17. To the extent that the same portfolio manager or team of portfolio managers of a Dealer Manager manages two or more Dealer Managed Funds and other client accounts that are managed on a discretionary basis (the **Managed Accounts**), the Shares purchased for them will be allocated:

    (c) in accordance with the allocation factors or criteria stated in the written policies or procedures put in place by the Dealer Manager for its Dealer Managed Funds and Managed Accounts, and

    (d) taking into account the amount of cash available to each Dealer Managed Fund for investment.

18. There will be an independent committee (the **Independent Committee**) appointed in respect of each Dealer Manager's Dealer Managed Funds to review such Dealer Managed Funds' investments in the Shares during the Prohibition period.

19. The Independent Committee will have at least three members and every member must be independent. A member of the Independent Committee is not independent if the member has a direct or indirect material relationship with its Dealer Manager, the Dealer Managed Funds, or any affiliate or associate thereof. For the purpose of this Decision, a material relationship means a relationship which could, in the view of a reasonable person, reasonably interfere with the exercise of the member's independent judgment regarding conflicts of interest facing the Dealer Manager.

20. The members of the Independent Committee will exercise their powers and discharge their duties honestly, in good faith, and in the best interests of investors in the Dealer Managed Funds and, in so doing, exercise the degree of care, diligence, and skill that a reasonably prudent person would exercise in the circumstances.

21. The Dealer Manager, in respect of the Dealer Managed Funds, will notify a member of staff in the Investment Funds Branch of the OSC, in writing of any SEDAR Report (as defined below) filed on SEDAR, as soon as practicable after the filing of such a report, and the notice shall include the SEDAR project number of the SEDAR Report and the date on which it was filed.

22. The Dealer Manager has not been involved in the work of the Related Underwriter and the Related Underwriter has not been and will not be involved in the decisions of the Dealer Manager as to whether the Dealer Manager's Dealer Managed Funds will purchase Shares during the Distribution.

Decision

The Decision of the Decision Makers is that the Requested Relief is granted, notwithstanding that the Issuer may be a connected issuer of the Dealer Managers or that the Related Underwriters act or have acted as underwriters in the Offering, provided that, the following conditions are satisfied by each Dealer Manager in respect of its Dealer Managed Funds, independent of any of the other Applicants and their Dealer Managed Funds:

I. At the time of each purchase of Shares (a **Purchase**) by a Dealer Managed Fund pursuant to this Decision, the following conditions are satisfied:

(a) the Purchase

(i) represents the business judgment of the Dealer Manager uninfluenced by considerations other than the best interests of the Dealer Managed Fund, or

(ii) is, in fact, in the best interests of the Dealer Managed Fund;

(b) the Purchase is consistent with, or is necessary to meet, the investment objective of the Dealer Managed Fund as disclosed in its simplified prospectus; and

(c) the Dealer Managed Fund does not place the order to purchase, on a principal or agency basis, with its Related Underwriter;

II. Prior to effecting any Purchase pursuant to this Decision, the Dealer Managed Fund has in place written policies or procedures to ensure that,

(a) there is compliance with the conditions of this Decision; and

(b) in connection with any Purchase,

(i) there are stated factors or criteria for allocating the Shares purchased for two or more Dealer Managed Funds and other Managed Accounts, and

(ii) there is full documentation of the reasons for any allocation to a Dealer Managed Fund or Managed Account that departs from the stated allocation factors or criteria;

III. The Dealer Manager does not accept solicitation by its Related Underwriter for the Purchase of Shares for the Dealer Managed Funds;

IV. The Related Underwriter does not purchase Shares in the Offering for its own account except Shares sold by the Related Underwriter on Closing;

V. The Dealer Managed Fund has an Independent Committee to review the Dealer Managed Funds' investments in the Shares during the Distribution;

VI. The Independent Committee has a written mandate describing its duties and standard of care which, as a minimum, sets out the applicable conditions of this Decision;

VII. The members of the Independent Committee exercise their powers and discharge their duties honestly, in good faith, and in the best interests of investors in the Dealer Managed Funds and, in so doing, exercise the degree of care, diligence and skill that a reasonably prudent person would exercise in the circumstances;

VIII. The Dealer Managed Fund does not relieve the members of the Independent Committee from liability for loss that arises out of a failure to satisfy the standard of care set out in paragraph VII above;

IX. The Dealer Managed Fund does not incur the cost of any portion of liability insurance that insures a member of the Independent Committee for a liability for loss that arises out of a failure to satisfy the standard of care set out in paragraph VII above;

X. he cost of any indemnification or insurance coverage paid for by the Dealer Manager, any portfolio manager of' the Dealer Managed Funds, or any associate or affiliate of the Dealer Manager or any portfolio manager of the Dealer Managed Funds to indemnify or insure the members of the Independent Committee in respect of a loss that arises out of a failure to satisfy the standard of care set out in paragraph VII above is not paid either directly or indirectly by the Dealer Managed Funds;

XI. The Dealer Manager files a certified report on SEDAR (the **SEDAR Repor**t) in respect of each Dealer Managed Fund, no later than 90 days after the end of the Distribution, that contains a certification by the Dealer Manager that contains:

(a) the following particulars of each Purchase:

(i) the number of Shares purchased by the Dealer Managed Funds of the Dealer Manager;

(ii) the date of the Purchase and purchase price;

(iii) whether it is known whether any underwriter or syndicate member has engaged in market stabilization activities in respect of the Shares;

(iv) if the Shares were purchased for two or more Dealer Managed Funds and other Managed Accounts of the Dealer Manager, the aggregate amount so purchased and the percentage of such aggregate amount that was allocated to each Dealer Managed Fund; and

(v) the dealer from whom the Dealer Managed Fund purchased the Shares and the fees or commissions, if any, paid by the Dealer Managed Fund in respect of such Purchase;

(b) a certification by the Dealer Manager that the Purchase:

(i) was made free from any influence by the Related Underwriter or any affiliate or associate thereof and without taking into account any consideration relevant to the Related Underwriter or any associate or affiliate thereof; and

(ii) represented the business judgment of the Dealer Manager uninfluenced by considerations other than the best interest of the Dealer Managed Fund, or

(iii) was, in fact, in the best interests of the Dealer Managed Fund;

(c) confirmation of the existence of the Independent Committee to review the Purchase of the Shares by the Dealer Managed Funds, the names of the members of the Independent Committee, the fact that they meet the independence requirements set forth in this Decision, and whether and how they were compensated for their review;

(d) a certification by each member of the Independent Committee that after reasonable inquiry the member formed the opinion that the policies and procedures referred to in Condition II(a) above are adequate and effective to ensure compliance with this Decision and that the decision made on behalf of each Dealer Managed Fund by the Dealer Manager to purchase Shares for the Dealer Managed Funds and each Purchase by the Dealer Managed Fund:

(i) was made in compliance with the conditions of this Decision;

(ii) was made by the Dealer Manager free from any influence by the Related Underwriter or any affiliate or associate thereof and without taking into account any consideration relevant to the Related Underwriter or any associate or affiliate thereof; and

(iii) represented the business judgment of the Dealer Manager uninfluenced by considerations other than the best interests of the Dealer Managed Fund, or

(iv) was, in fact, in the best interests of the Dealer Managed Fund.

XII. The Independent Committee advises the Decision Makers in writing of:

(a) any determination by it that the condition set out in paragraph XI(d) has not been satisfied with respect to any Purchase of the Shares by a Dealer Managed Fund;

(b) any determination by it that any other condition of this Decision has not been satisfied;

(c) any action it has taken or proposes to take following the determinations referred to above; and

(d) any action taken, or proposed to be taken, by the Dealer Manager or a portfolio manager of a Dealer Managed. Fund, in response to the determinations referred to above.

XIII. The Dealer Manager:

(a) expresses an interest to purchase on behalf of Dealer Managed Funds and Managed Accounts a fixed number of Shares (the **Fixed Number**) to an Underwriter other than its Related Underwriter;

(b) agrees to purchase the Fixed Number or such lesser amount as has been allocated to the Dealer Manager no more than five business days after the final prospectus has been filed;

(c) does not place an order with an underwriter of the Offering to purchase an additional number of Shares under the Offering prior to the completion of the Distribution, provided that if the Dealer Manager was allocated less than the Fixed Number at the time, the final prospectus was filed for the purposes of the Closing, the Dealer Manager may place an additional order for such number of additional Shares equal to the difference between the Fixed Number and the number of Shares allotted to the Dealer Manager at the time of the final prospectus in the event the Underwriters exercise the Over-Allotment Option; and

(d) does not sell Shares purchased by the Dealer Manager under the Offering, prior to the listing of such Shares on the TSX.

“Susan Wolburgh Jenah”

"Wendell S. Wigle”

APPENDIX A

THE MUTUAL FUNDS

Imperial Pools

Imperial Canadian Equity Pool
Imperial Canadian Dividend Income Pool
Imperial Canadian Dividend Pool
Imperial Canadian Income Trust Pool

Renaissance Talvest Mutual Funds

Renaissance Canadian Balanced Fund
Renaissance Canadian Balanced Value Fund
Renaissance Canadian Dividend Income Fund
Renaissance Canadian Growth Fund
Renaissance Canadian Core Value Fund
Renaissance Canadian Income Trust Fund
Renaissance Canadian Income Trust Fund II
Renaissance Canadian Small Cap Fund
Talvest Dividend Fund
Talvest Cdn. Equity Growth Fund
Talvest Cdn. Asset Allocation Fund
Talvest Cdn. Equity Value Fund
Talvest Global Asset Allocation Fund
Talvest Small Cap Cdn. Equity Fund
Talvest Millennium High Income Fund
Talvest Millennium Next Generation fund

CIBC Mutual Funds

CIBC Balanced Fund
CIBC Canadian Emerging Companies Fund
CIBC Core Canadian Equity Fund
CIBC Capital Appreciation Fund
CIBC Dividend Fund
CIBC Financial Companies Fund
Canadian Imperial Equity Fund
CIBC Canadian Small Companies Fund
CIBC Monthly Income Fund
CIBC Diversified Income Fund

Frontiers Pools

Frontiers Canadian Equity Pool
Frontiers Canadian Monthly Income Pool

TD Mutual Funds

TD U.S. Mid-Cap Growth Fund
TD U.S. Small-Cap Equity Fund
TD U.S. Equity Fund
TD Canadian Small-Cap Equity Fund
TD Balanced Fund
TD Canadian Equity Fund
TD Canadian Value Fund
TD Monthly Income Fund
TD Dividend Growth Fund
TD Dividend Income Fund
TD Balanced Growth Fund
TD Balanced Income Fund
TD Canadian Blue Chip Equity Fund

Scotia Mutual Funds

Scotia Canadian Growth Fund
Scotia Canadian Balanced Fund
Scotia Young Investors Fund

Scotia Private Client Mutual Funds

Scotia Canadian Blue Chip Fund
Scotia American Growth Fund
Scotia Cassels North American Equity Fund

BMO Mutual Funds

BMO Equity Fund
BMO Special Equity Fund
BMO Canadian Equity Class

RBC Funds (formerly Royal Mutual Funds)

RBC Canadian Growth Fund
RBC Canadian Equity Fund
RBC Balanced Fund
RBC Balanced Growth Fund
RBC U.S. Equity Fund
RBC U.S. Mid-Cap Equity Fund

RBC Private Pools

RBC Private U.S. Mid Cap Equity Pool
RBC Private U.S. Large Cap Equity Pool

RBC Currency Neutral Funds

RBC U.S. Equity Currency Neutral Fund
RBC U.S. Mid-Cap Equity Currency Neutral Fund

APPENDIX B

The Adviser Restriction

JURISDICTION	REGULATIONS	SECTION OF REGULATIONS	SECTION UNDER WHICH ICF IS BEING BOUGHT
Ontario	Regulation 1015	227	233
Newfoundland	Securities Regulation 805/96	191	197
Nova Scotia	Securities Regulations	67	74
Alberta	ASC Policy 7.1	9	4

2.1.10 Sentry Select Corporate Class Ltd. and Sentry Select Money Market Class - MRRS Decision

Headnote

Mutual Reliance Review System for Exemptive Relief Applications –

NI 81-101 Mutual Fund Prospectus Disclosure, s. 6.1 – exemption from the requirement in items 5(a), 7(5), 8(1) and 8(2) of Part B of Form 81-101F1 to describe the Fund in the simplified prospectus as a money market fund and provide disclosure in a manner applicable to money market funds – Although the Fund does not meet the definition of a "money market fund", it invests substantially all of its assets in an underlying money market fund – The investment objectives and attributes of the Fund make it similar to that of a "money market fund" and this should be reflected in the disclosure provided in the simplified prospectus.

NI 81-102 Mutual Funds, s. 19.1 - exemption from the requirements in subsections 15.3(6), 15.4(3), 15.4(6), 15.8(2) and paragraph 15.10(6)(a) to permit the Fund to present disclosure in sales communications in a manner applicable to money market funds - Although the Fund does not meet the definition of a "money market fund", it invests substantially all of its assets in an underlying money market fund – The investment objectives and attributes of the Fund make it similar to that of a "money market fund" and this should be reflected in the performance data disclosure and calculations provided in the sales communications.

NI 81-106 Investment Fund Continuous Disclosure, s. 17.1 - exemption from the requirement in items 3.1, 4.1 and 4.3 of Part B of Form 81-106F1 to permit the Fund to present information in the Management Report of Fund Performance in a manner applicable to money market funds - Although the Fund does not meet the definition of a "money market fund", it invests substantially all of its assets in an underlying money market fund – The investment objectives and attributes of the Fund make it similar to that of a "money market fund" and this should be reflected in the disclosure provided in the MRFP.

Applicable Legislative Provisions

National Instrument 81-101 Mutual Fund Prospectus Disclosure, s. 6.1, items 5(a), 7(5), 8(1) and 8(2) of Part B of Form 81-101F1.

National Instrument 81-102 Mutual Funds, ss. 19.1, 15.3(6), 15.4(3), 15.4(6), 15.8(2), 15.10(6)(a).

National Instrument 81-106 Investment Fund Continuous Disclosure, s. 17.1, items 3.1, 4.1 and 4.3 of Part B of Form 81-106F1.

March 21, 2006

IN THE MATTER OF
THE SECURITIES LEGISLATION OF
BRITISH COLUMBIA, ALBERTA, SASKATCHEWAN, MANITOBA, ONTARIO, QUEBEC, NEW BRUNSWICK, NOVA SCOTIA, NEWFOUNDLAND AND LABRADOR, THE YUKON TERRITORY, THE NORTHWEST TERRITORIES AND NUNAVUT
(THE "JURISDICTIONS")

AND

IN THE MATTER OF
THE MUTUAL RELIANCE REVIEW SYSTEM FOR EXEMPTIVE RELIEF APPLICATIONS
("MRRS")

AND

IN THE MATTER OF
SENTRY SELECT CORPORATE CLASS LTD.
(THE "CORPORATION")

AND

IN THE MATTER OF
SENTRY SELECT MONEY MARKET CLASS
(THE "FUND")

MRRS DECISION DOCUMENT

Background

The local securities regulatory authority or regulator (the "Decision Maker") in each of the Jurisdictions has received an application from the Corporation for a decision under the securities legislation of the Jurisdictions (the "Legislation") for an exemption from the following requirements of National Instrument 81-106 *Investment Fund Continuous Disclosure* ("NI 81-106") in order to permit the Fund to present disclosure in its interim and annual management reports of fund performance in a manner applicable to money market funds:

1. Item 3.1 of Form 81-106F1, Part B to enable the Fund to provide only that disclosure applicable to money market funds;

2. Item 4.1 of Form 81-106F1, Part B to exempt the Fund from having to comply with subsection 15.3(6) and paragraph 15.10(6)(a) of National Instrument 81-102 *Mutual Funds* ("NI 81-102") based on relief being granted by the Decision Makers in a separate decision document; and

3. Item 4.3 of Form 81-106F1, Part B to exempt the Fund from including data on the annual compound returns of the Fund

(collectively, the "Requested Relief").

Under the Mutual Reliance Review System for Exemptive Relief Applications:

(a) the Ontario Securities Commission is the principal regulator for this application, and

(b) this MRRS decision document evidences the decision of each Decision Maker.

Interpretation

Defined terms contained in National Instrument 14-101 *Definitions* have the same meaning in this decision unless they are defined in this decision.

Representations

This decision is based on the following facts represented by the Corporation:

1. Sentry Select Capital Corp. (the "Manager") is a corporation incorporated under the laws of Ontario. Its head office is in Toronto.

2. The Corporation is a mutual fund corporation incorporated under the laws of Ontario. Its head office is in Toronto.

3. A preliminary and pro forma simplified prospectus and annual information form have been filed with the Decision Makers to qualify Series A shares of the Fund for distribution across Canada.

4. The Manager will act as manager of the Fund.

5. The investment objective of the Fund will be to maximize short-term income and preserve capital by investing substantially all of its assets in units of Sentry Select Money Market Fund (the "Underlying Fund").

6. The Underlying Fund is managed by the Manager. Units of the Underlying Fund are currently qualified for distribution across Canada pursuant to a simplified prospectus and annual information form dated July 27, 2005.

7. The Underlying Fund is a "money market fund" as defined in Section 1.1 of NI 81-102.

8. Because substantially all of the assets of the Fund will be invested in units of the Underlying Fund, the Fund will not be a "money market fund" as defined in Section 1.1 of NI 81-102.

9. The Fund will seek to maintain a constant net asset value per unit.

10. The Fund will be, and the Underlying Fund is, a reporting issuer in all of the provinces and territories of Canada and not in default of any requirements of the securities legislation of those jurisdictions.

Decision

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 Requested Relief is granted.

"Rhonda Goldberg"
Assistant Manager, Investment Funds Branch
Ontario Securities Commission

2.1.11 Horizons Phoenix Hedge Fund - s. 153 of the ASA

Headnote

Mutual Reliance Review System for Exemptive Relief Applications - issuer deemed to be no longer a reporting issuer under securities legislation (for MRRS Decisions).

Applicable Alberta Statutory Provisions

Securities Act, R.S.A. 2000, c. S-4, s. 153.

Citation: Horizons Phoenix Hedge Fund, 2006 ABASC 1122

March 9, 2006

Lang Michener LLP
1500 - 1055 West Georgia Street, P.O. Box 11117
Vancouver, AB V6E 4N7

Attention: Edward Bence

Dear Sir:

Re: Horizons Phoenix Hedge Fund (the "Applicant") - Application to Cease to be a Reporting Issuer under the securities legislation of British Columbia, Alberta, Saskatchewan, Manitoba, Ontario, Nova Scotia, New Brunswick and Newfoundland and Labrador (the "Jurisdictions")

The Applicant has applied to the local securities regulatory authority or regulator (the "Decision Maker") in each of the Jurisdictions for a decision under the securities legislation (the "Legislation") of the Jurisdictions to be deemed to have ceased to be a reporting issuer in the Jurisdictions.

As the Applicant has represented to the Decision Makers that:

1. the outstanding securities of the Applicant, including debt securities, are beneficially owned, directly or indirectly, by less than 15 security holders in each of the jurisdictions in Canada and less than 51 security holders in total in Canada;

2. no securities of the Applicant are traded on a marketplace as defined in National Instrument 21-101 *Marketplace Operation*;

3. the Applicant is applying for relief to cease to be a reporting issuer in all of the jurisdictions in Canada in which it is currently a reporting issuer; and

4. the Applicant is not in default of any of its obligations under the Legislation as a reporting issuer,

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 and orders that the Applicant is deemed to have ceased to be a reporting issuer in the Jurisdictions.

Relief requested granted on the 9th day of March, 2006.

"Agnes Lau", CA
Associate Director, Corporate Finance
Alberta Securities Commission

2.2. Orders

2.2.1 Golden China Resources Corporation - s. 83.1(1)

Headnote

Subsection 83.1(1) - Issuer deemed to be a reporting issuer in Ontario – Issuer already a reporting issuer in Alberta and British Columbia – Issuer's securities listed for trading on the TSX Venture Exchange – Continuous disclosure requirements in Alberta and British Columbia substantially the same as those in Ontario.

Applicable Ontario Statutory Provisions

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

March 15, 2006

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

AND

IN THE MATTER OF
GOLDEN CHINA RESOURCES CORPORATION

ORDER
(Subsection 83.1(1))

UPON the application of Golden China Resources Corporation (the "Applicant") for an order, pursuant to subsection 83.1(1) of the Act, deeming the Applicant to be a reporting issuer for the purposes of the Act and the regulations made thereunder;

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

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

1. the Applicant was incorporated under the name APAC Minerals Inc. under the *Company Act* (British Columbia) on September 9, 1996;

2. the Applicant was continued under the name Golden China Resources Corporation on March 17, 2005 under the *Canada Business Corporations Act* (the "CBCA") after completing a business combination transaction in March 2005;

3. the business combination transaction is described in the information circular of the Applicant dated February 11, 2005;

4. the Applicant was amalgamated under the CBCA on July 1, 2005;

5. the Applicant has a significant connection to Ontario in that it has moved its registered and head office to Toronto, Ontario, which, as of March 17, 2005, is located at 8 King Street East, Suite 1400, Toronto, Ontario M5C 1B5;

6. the authorized capital of the Applicant consists of an unlimited number of common shares of which 82,306,264 were issued and outstanding as of February 17, 2006 ("Common Shares");

7. the Common Shares are listed on the TSX Venture Exchange (the "TSXV") under the trading symbol AUC.V;

8. the Applicant is not designated as a capital pool company by the TSXV;

9. the Applicant has been a reporting issuer under the *Securities Act* (British Columbia) (the "BC Act") and the *Securities Act* (Alberta) (the "Alberta Act") since October 3, 1997;

10 Other than British Columbia and Alberta, the Applicant is not a reporting issuer or public company under the securities legislation of any other jurisdiction in Canada;

11. the Applicant is not in default of any of the requirements of the TSXV and is not in default of any of the requirements of the BC Act or the Alberta Act;

12. the Applicant is an electronic filer under National Instrument 13-101 *System for Electronic Document Analysis and Retrieval*;

13. the continuous disclosure requirements of the BC Act and the Alberta Act are substantially the same as the requirements under the Act;

14. the continuous disclosure materials filed by the Applicant under the BC Act and the Alberta Act since January 1998 are available on the System for Electronic Document Analysis and Retrieval (SEDAR);

15. the Applicant is up to date in the filing of its financial statements and other continuous disclosure documents;

16. neither the Applicant nor any of its directors or officers, nor to the knowledge of the Applicant and its directors and officers, any of its controlling shareholders has:

    (a) been subject to 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;

17. neither the Applicant nor any of its directors or officers, nor to the knowledge of the Applicant and its directors and officers, any of its controlling shareholders is or 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 ten years;

18. none of the directors or officers of the Applicant, nor to the knowledge of the Applicant, its directors or 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:

(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 thirty consecutive days, within the preceding ten years; 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 ten years;

19. the Applicant will remit all participation fees due and payable by it pursuant to Commission Rule 13-502 *Fees* by no later than two business days from the date hereof.

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

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

"John Hughes"
Manager, Corporate Finance
Ontario Securities Commission

Chapter 3

Reasons: Decisions, Orders and Rulings

3.1 OSC Decisions, Orders and Rulings

3.1.1 Ronald Ian Lennox

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

IN THE MATTER OF
THE STATUTORY POWERS PROCEDURE ACT,
R.S.O. 1990, c. S. 22, as amended; and

IN THE MATTER OF
RONALD IAN LENNOX

SETTLEMENT AGREEMENT BETWEEN
THE STAFF OF THE ONTARIO SECURITIES COMMISSION AND
RONALD IAN LENNOX

I. INTRODUCTION

1. Pursuant to section 5(1) of the "Practice Guidelines – Settlement Procedures in Matters Before the Ontario Securities Commission" of the Ontario Securities Commission Rules of Practice, Staff of the Ontario Securities Commission and Ronald Ian Lennox ("Lennox") propose to settle the matters described further below on the terms set out herein.

II. STATEMENT OF FACTS

Acknowledgment

2. Lennox acknowledges that the facts set out in paragraphs 3 through 14 of this Settlement Agreement are correct.

Facts

3. Lennox is an individual residing in Ontario. During the period November 12, 2004 to October 24, 2005 Lennox sat on the Board of Directors of Labopharm Inc., a reporting issuer.

4. Labopharm had an Insider Trading Policy. Lennox received a copy of the Policy upon joining the Board.

5. On July 27, 2005 the Board of Directors of Labopharm Inc. held a Director's Meeting to approve second quarter financial statements. In addition, a power point presentation was made that described the terms of a U.S. partnership agreement between Labopharm and a third party. At the presentation management reviewed several slides with the Board, including one which indicated "We've gotta deal" and one which stated, in part, under the heading "Next Steps", "Execute agreement during the week of August 8th". The Board gave management the authority to execute an agreement as long as it did not materially differ from the terms outlined to the Board. No term sheet or draft agreement was presented to the Board. Lennox has advised Staff that he was of the view that he did not believe it was likely an agreement would be completed. At the Board meeting Lennox was authorized to review the final draft of the agreement (the "Partnership Agreement").

6. On August 2, 2005 Lennox purchased 25,000 shares in Labopharm Inc. between $3.78 and $3.90 (the "Share Purchase"). On the same date Lennox filed an Insider Report reflecting the Share Purchase.

7. On August 10, 2005 Labopharm management invoked a blackout period on the trading of shares by insiders pursuant to the Labopharm trading policy. On the same day, Lennox received by email a draft of the Partnership Agreement from counsel for Labopharm. On August 11, 2005 Lennox met with counsel to review the Agreement to insure its consistency with his mandate from the Board.

8. On August 12, 2005 the Partnership Agreement was executed by management of Labopharm and on August 13, 2005 the Partnership Agreement was presented to the Board.

9. On August 21, 2005 *La Presse* reported the Share Purchase by Lennox.

10. On August 24, 2005 Lennox, through his legal advisors, advised Staff of the OSC of the Share Purchase. On the same day Lennox offered to suspend his participation in Board business while the matter of the Share Purchase was investigated.

11. On August 24, 2005 the Board of Labopharm struck a Special Committee to investigate the Share Purchase and to make recommendations. It reported its findings and recommendations by report dated November 18, 2005. The findings of the Special Committee included the following:

- At the July 27, 2005 Board Meeting the directors and officers discussed the Partnership Agreement and management confirmed its view that the agreement was close to finalization.

- All Officers and Directors at the July 27, 2005 Board Meeting (except for Lennox) expressed to the Special Committee the view that as a result of management's presentation they were in possession of material information.

12. On October 24, 2005 the Board accepted the resignation of Lennox from the Board.

13. Pursuant to the Share Purchase Lennox may be deemed to have made a profit in the amount of $21,333.33, as calculated pursuant to s. 122(6) of the Act. Lennox has not resold the shares to date.

14. Lennox has co-operated with Staff of the Commission in its investigation of this matter. Among other things, Lennox has agreed to attend a corporate governance course.

Conduct Contrary to the Public Interest

15. The Share Purchase was done at a time when Lennox was in possession of a material fact that had not generally been disclosed and by his conduct, as described above, Lennox has acted contrary to the public interest.

III. TERMS OF SETTLEMENT

16. Lennox agrees to the following settlement terms:

(i) Payment of $32,000, payable to the Ontario Securities Commission for the benefit of a third party;

(ii) Payment in the amount of $5,000 on account of costs incurred by Staff;

(iii) In furtherance of Lennox's commitment reflected in paragraph 14, above, Lennox will attend a corporate governance course at the University of Toronto's Rotman School of Business, or an alternate course which has the approval of Staff;

(iv) Pending successful completion of (iii) above and written notification of same to Staff, Lennox undertakes not to trade, in any manner, in securities of any company on which Lennox sits as an Officer or Director, unless he receives prior written confirmation from in-house counsel of the company; and

(v) Lennox agrees that he will not, in any proceeding, refer to or rely upon this Settlement Agreement, the settlement discussions/negotiations or the process of obtaining the Executive Director's consent to this Settlement Agreement as the basis for any attack on the Commission's jurisdiction, alleged bias or appearance of bias, alleged unfairness or any other remedies or challenges that may otherwise be available.

IV. STAFF COMMITMENT

17. If this Settlement receives the consent of the Executive Director, and Lennox satisfies the terms set out above, Staff will not initiate any other proceedings under the Act against Lennox in relation to the facts set out in Part II of this Settlement Agreement.

18. If this Settlement receives the consent of the Executive Director, and at any subsequent time Lennox fails to honour the terms of this Settlement Agreement, Staff reserve the right to refer to this Settlement Agreement in any future proceeding.

V. APPROVAL OF SETTLEMENT

19. If, for any reason whatsoever, the Executive Director does not consent to this Settlement:

    (a) this Settlement Agreement and its terms, including all discussions and negotiations between Staff and Lennox leading up to the execution of this Settlement Agreement, shall be without prejudice to Staff and Lennox;

    (b) Staff and Lennox shall be entitled to all available proceedings, remedies and challenges, including proceeding to a hearing of these matters before the Commission, unaffected by this Settlement Agreement or the settlement discussions/negotiations; and

    (c) the terms of this Settlement Agreement will not be referred to in any subsequent proceeding, or disclosed to any person, except with the written consent of Staff and Lennox or as may be required by law.

VI. DISCLOSURE OF SETTLEMENT AGREEMENT

20. This Settlement Agreement and its terms will be treated as confidential by Staff and Lennox until consented to by the Executive Director and forever, if for any reason whatsoever this settlement is not consented to by the Executive Director, except with the consent of Staff and Lennox, or as may be required by law.

21. Any obligation of confidentiality shall terminate upon receiving the Executive Director's consent to this settlement.

22. Staff and Lennox agree that if the Executive Director does consent to this Settlement, they will not make any public statement inconsistent with this Settlement Agreement.

VII. EXECUTION OF SETTLEMENT AGREEMENT

23. Lennox hereby acknowledges and agrees that he has obtained or waived legal advice in connection with this Settlement Agreement and acknowledges that he understands and voluntarily accepts and agrees to the terms set out herein.

24. This Settlement Agreement may be signed in one or more counterparts which together shall constitute a binding agreement.

25. A facsimile signature of any signature shall be effective as an original signature.

DATED this 10th day of March, 2006

"Barbara J. Lennox"
Witness

"Ronald Ian Lennox"
Ronald Ian Lennox

DATED this 16th day of March, 2006

STAFF OF THE ONTARIO SECURITIES COMMISSION

(Per) "M. Watson per KD"
MICHAEL WATSON
Director, Enforcement Branch

I hereby consent to the settlement of this matter on the terms contained in this Settlement Agreement.

DATED this 16th day of March, 2006

"Charles MacFarlane"
CHARLES MACFARLANE
Executive Director

3.1.2 Philip Services Corp. and Robert Waxman

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

AND

IN THE MATTER OF
PHILIP SERVICES CORP.
AND ROBERT WAXMAN

MOTION FOR ADJOURNMENT

Hearing:	March 8, 2006	
Panel:	Paul M. Moore, Q.C., Chair Robert W. Davis, Commissioner David L. Knight, Commissioner	
Appearances:	Karen Manarin Judy Cotte Melanie Adams	For the Staff of the Commission
	Alan Lenczner	For Robert Waxman

PROCEEDINGS AND REASONS

The following text has been prepared for purposes of publication in the Ontario Securities Commission Bulletin and is based on excerpts of the transcript of the hearing. The excerpts have been edited and supplemented and the text has been approved by the chair of the panel for the purpose of providing a public record of the proceedings.

CHAIR:

[1] We're here this morning in the matter of Philip Services Corp. and Robert Waxman to hear a motion of the respondent, Mr. Waxman, for an adjournment.

LENCZNER:

[2] Commissioners, you have correctly identified the purpose of the motion, which is to seek an adjournment and the adjournment that we're seeking is until the completion of the preliminary inquiry in the criminal proceeding.

[3] That is scheduled to commence in September and be completed by November 17 and there are 37 days of hearing time set aside, which I understand will be sufficient to complete the preliminary inquiry.

[4] So what we're seeking is that this matter be adjourned and I would suggest that it could be brought back before the Commission at the end of November and early December to then probably set a proper schedule when we know better, but to have an attendance to set a schedule. That's what we're seeking.

[5] The basis on which we're seeking the adjournment is that there would be a prejudice to Mr. Waxman if he had to proceed with the Commission hearing at this time and there would be a duplication of effort on Mr. Waxman's behalf and not in the interest of the administration of justice.

[6] Balanced against that, which is the Commission's responsibility, is that it act in the public interest and that it protect the public interest.

[7] I had discussions with Staff and we've agreed that if this Commission were to adjourn the proceedings that Mr. Waxman would consent to an interim order that he resign any position that he holds as an officer or director of a reporting issuer of a public company (he is not and has not been an officer or director of a public company since he resigned from Philip, which took place in December of 1997. So that's a period of about nine years.)

[8] Staff has also requested that he undertake not to become an officer or director until the conclusion of the matter before this Commission and Mr. Waxman has agreed to give such an undertaking.

[9] In addition, you should be aware that as a part of his bail conditions in the criminal matter he has agreed also to the court that he would refrain from acting as an officer or director of a public company.

[10] The test that this Commission has embraced in the past is set out in my factum at paragraph 3 and it's been applied in a number of cases. It's really what is practical, what is fair, what is prejudicial to the respondent and what adequately protects the mandate of this Commission, which is to protect the public interest.

[11] I think where you will find what the Commission's interest is, is best set out in my friend's factum at paragraph 20, where my friend has taken a passage that is often repeated from the Supreme Court of Canada in the Pezim case that the primary goal of securities legislation is the protection of the investing public and you'll see in that – in a quote it says that the paramount object of the Act is to ensure that persons who in the province carry out the business of trading in securities or acting as investment counsel shall be honest and of good repute and in this way protect the public, et cetera.

[12] The factors that weigh in favour of an adjournment, I submit, I've set out in my factum at paragraphs 5 and following.

[13] The first thing is that Mr. Waxman in a criminal proceeding does not have to give any testimony. In a proceeding before the OSC he is not obliged to give testimony. But it's very difficult to defend yourself before the OSC unless you come forward and state your version of the facts.

[14] So in essence there's a practical obligation for him to give evidence in an OSC proceeding and the difference between the two arises out of the onus that has to be met in a criminal proceeding. The Crown has to prove its case beyond a reasonable doubt. Before the OSC the onus is just on a balance of probabilities.

CHAIR:

[15] Mr. Lenczner, under the Charter cannot Mr. Waxman give testimony but protect himself against that testimony being used in the criminal matter?

LENCZNER:

[16] Absolutely correct. That his testimony given before the Commission is not, as you have put it, admissible against him in the criminal proceedings; however, and there I get to the second point – there are really two other factors here.

[17] If he gives testimony here, the strategy, the import, and the manner of the testimony is known anyway to the other parties.

[18] The other thing that is really important in this case is, of course, that there's a huge overlap, as my friend has indicated in her factum, and the witnesses that are going to be appearing before the Commission would also be appearing in the criminal proceeding – again, cross-examination of these witnesses here divulges what the strategy is and the tactics that are going to be used and enables the witnesses to tailor their evidence.

[19] So that's an unfairness and a prejudice to Mr. Waxman as well.

[20] Thirdly, there's a great deal of expense for Mr. Waxman in having to deal with both. What I mean by that is if in the criminal proceeding he were to be found guilty, that minimizes the extent of the evidence that would have to be led at any subsequent OSC hearing, because you can put in the finding of guilty, and that really minimizes the amount of evidence you have to call.

[21] So from the sense of the costs to everyone, there's a huge advantage in doing it in that way.

[22] And in this case, and this is quite different from some of the cases that you will see, we're not asking for an adjournment for a particularly long period of time.

[23] When you juxtapose, it's been sort of eight or nine years to get here anyway. We're asking really for another six months and given all these factors in favour of Mr. Waxman's position I don't think that we're asking for anything inordinate.

[24] In the Robinson case, which is one I'm going to take you to where it sets our the test where the Commission did not allow an adjournment, they were concerned about the indefinite, indeterminate period of time of the adjournment and they were also concerned because the respondent in that case would not give the kind of undertaking that Mr. Waxman has given.

[25] So, not to take too long, I'll leave it to my friend. In my book of authorities I've put in a number of cases where the Commission has seen fit to grant the adjournment.

[26] At tab 1 is the Hollinger decision, where the Commission granted the adjournment until the American criminal proceedings would take place.

[27] In Livent, which is at tab 2, the Commission granted the adjournment until the criminal proceedings had taken place, and so forth. I won't take you through it. There's the Albino case, et cetera.

[28] The case that best sets out the considerations is in tab 5, which is the Robinson case, and that's a very good discussion, and at page 4 and then again at page 9, the Commission has pointed out that because it was an indeterminate period of time, that's on the sixth paragraph on page 4, fifth or sixth paragraph, and then in the last paragraph of page 9, the Commission points out that the respondents are not prepared to consent to the conditions that would – and argue would adequately protect the public interest we have decided to refuse a grant of the stay.

[29] So that what comes out of that case is the primary objective of the Commission which is to protect the public interest and if there's something in place that will do that and it won't do significant violence to the process to have a short adjournment, the Commission has generally granted the adjournment.

[30] In this case I say you have the protection already in place. It's going to be reconfirmed by the undertaking and the adjournment will provide some positive benefits and is not of excessive length.

[31] Those are my submissions, thank you.

COMMISSIONER DAVIS:

[32] In the cases that you've cited is there any reference to the issues you have raised, for instance, in 9, 10 and 11 of your paragraphs, which basically say, I think, even though there is – under the Charter, that the evidence cannot be used in a subsequent trial, that it might, in fact, give the party an advantage because of the information that they might gain?

LENCZNER:

[33] Yes. I think in – particularly in the Hollinger case, although … there's talk about prejudice in the Hollinger case, but it doesn't expand on it very much. It just says there would be prejudice to Mr. Black and it doesn't go into what that is.

COMMISSIONER DAVIS:

[34] I think that in that case we're dealing with a U.S. criminal trial and the issue of Charter – like article 15, or Chapter 5, whatever they call it in the States, where they can decline to testify, whereas in Canada they can be compelled, but they can't use the evidence. That's my understanding.

LENCZNER:

[35] Yes. You know, you're absolutely correct.

[36] You see, what the concern was – the major concern, I think, in that case was that as Commissioner Moore has put it, even though he testifies here at a Commission hearing and it would not be usable in Canada, there's – in the U.S. they could pick up that testimony and the concern was – could use it.

COMMISSIONER DAVIS:

[37] That's my understanding. Thank you very much.

CHAIR:

[38] We are inclined to grant the motion, but we would like to hear from you, Ms. Manarin, on the issue of why this is in the public interest. And we would also like to hear from you on why you feel the undertaking is sufficient in that it doesn't go further and cover other matters such as cease trading and so forth.

[39] But with respect to the case law and what-not, we have gone through the materials and, as I said, we are inclined to grant the motion, but we would like to hear from you.

MS. MANARIN:

[40] I would like to start off my submissions in answering the question posed by Commissioner Davis, which is the issue of the Charter right and the right to silence.

[41] What I would point out is that there is a lengthy discussion of this very issue in the Robinson case in both the Commission decision and Divisional Court decision and, I won't take you to it, but it's at tab 5, page 8, and what the Commission says is that the right to silence is not absolute.

[42] And that was certainly something that was put forward very strongly in the Robinson case by the respondent and the Commission decided that that was not a proper foundation upon which to grant – in that case I believe it was a stay and not an adjournment.

[43] That reasoning was also followed in the Divisional Court in Robinson, and that's at page 6, where in that case the Divisional Court noted that the law in Ontario – and they cited Regina v. S, which was an Ontario Court of Appeal decision, they found that the right to silence was not an applicable one, that shouldn't be considered, and the Commission was correct in not considering it in granting the stay.

[44] So I'll just note that, because I don't want you to be steered wrong in terms of the case law on this point.

[45] Now, in terms of the two factors that you called on me to respond to. The first, why is it in the public interest? Well, I'll note that all of the respondents but for the corporate respondent have been dealt with, and this is set out in my paragraphs 3 and 5, both Mr. Soule, Mr. Allen and Philip Fracassi, Mr. Boughton, Mr. Hoey, Mr. Woodcroft, have settled with the Commission and the Commission approved the settlements, first with Mr. Soule on November 25th of last year and with respect to the other five respondents in March of this year.

[46] So the only individual left is Mr. Waxman, who is the only individual respondent. With respect to the other respondent, that is the corporate respondent, Philip Services, Philip Services is in receivership. They have been notified of this proceeding. They are not appearing and, in fact, they in the last few years have not appeared at any of the proceedings we have had, but for the privilege motion.

[47] So the only real issue here, unlike some of the other cases, is that, I would submit, of Mr. Waxman who is also facing criminal charges in this matter.

[48] The reasons that Staff has consented to this is that we believe it is consistent with the case law in that it deals with all of the issues that are raised with respect to the public interest.

[49] So perhaps what I would have you look at is the recent decision Hollinger, which is set out at tab 1 of Mr. Lenczner's book of authorities.

[50] The Hollinger decision was a decision where the judgment was rendered January 24th of this year. And if I could ask you to turn to page 10 of that decision and this particular passage, which is at paragraph 52, that I'm referring you to, is referred to at length in Mr. Lenczner's factum and he has reviewed it for you.

[51] But what the Commission at that time said is:

> "In determining the appropriateness of adjournments in individual cases, whether they involve parallel Canadian or a foreign criminal proceeding, the Commission must balance a variety of considerations: legal, equitable, circumstantial and practical. These considerations will include, among others, the extent of the delay to the Commission proceedings that would be occasioned and the resulting impact on the Commission's ability to discharge its mandate effectively and efficiently as against practical fairness considerations, including the extent to which interim terms and conditions may adequately protect the public interest in the event of adjournment."

[52] So in that sense what the Commission is saying is that in the balancing that this Commission must do, the issues such as delay and the Commission's role to discharge its mandate must be balanced against practical and fairness issues and the extent to which interim terms can protect public interest.

[53] In the next paragraph what this Commission did, and I believe Commissioner Davis was one of the panel members, what they did is they applied that to the particular circumstances of the Hollinger case.

[54] I would like to read paragraph 53 as well of that decision:

> "The practical reality is that all of the individual respondents have been criminally indicted in the U.S. and face the possibility of incarceration if convicted."

[55] To apply that to the instant case, Mr. Waxman has outstanding criminal charges. There is only one other respondent left. That other respondent is the corporate respondent, who is in receivership and who in the last few years has not attended any of the hearings but for the privilege matters.

[56] In paragraph 53 of Hollinger the Commission also said:

> "Additional indictments were recently issued against the respondent Black, which include charges of racketeering and obstruction of justice. There is significant overlap in the nature of the allegations in the two proceedings, albeit they are not identical."

[57] I have dealt with that in my factum, that, in fact, the underlying factual circumstance of the criminal matter and of the allegations that are before this Commission are similar, albeit they take different angles.

[58] So if I could refer you to paragraph 15 of my factum I set out that in December of '04 Waxman was charged with 12 counts of fraud over, pursuant to the Criminal Code and the charges arise from Waxman – allegations that Waxman defrauded Philip through his office as president of the Metals Group. That's at paragraph 15 of my factum.

[59] And the nature of the allegations before you is that Mr. Waxman has failed to make – Mr. Waxman has failed to make a full, true and plain disclosure as president of the Metals Group.

[60] Also, in conversations with the Crown and the investigating officer, we compared witness lists and the witness list is very similar because in order for both the Crown and the OSC to prove the allegations, we have to prove the same factual underpinning, so Mr. Lenczner is correct that there are similarities and overlap, therefore not only of the facts but of the witnesses that will be called in the two proceedings.

[61] The second factor that was looked at in the Hollinger matter is set out at paragraph 58 of that decision, which is on page 11, and that is the issue of interim terms, which is also one of the issues that you asked me to deal with.

[62] And the interim terms in that case are a ban against officer and director applying – from becoming a registrant, that they would not engage in solicitation, notify the Secretary's Office of any change with respect to the scheduling of the trial, and how long the undertakings remain in effect.

[63] Now, the reason we believe that in Mr. Waxman's case it is sufficient that he refrain from acting as or becoming an officer and director is because we believe that best mirrors what the allegations are before you.

[64] The allegations that are before you do not deal with Mr. Waxman trading nor do the criminal matters deal with him in any way, trading. What they deal with is the use – in the criminal matter the use of his position as president of the Metals Group and the allegation that he used that position to defraud the company Philip.

[65] The allegations that are before you in the OSC matter also deal with Mr. Waxman's role as president of the Metals Group and his duty in that role to ensure that financial statements were accurate that were contained in the prospectus, because Mr. Waxman was not only a director but also a signatory to the prospectus that was filed with the Commission.

[66] We believe that the public interest is addressed in this case solely by the term that he refrain from acting as a director and officer because that truly captures the conduct that the allegations are grounded on.

[67] The third factor that was noted by this Commission in the Hollinger matter is the length of the adjournment and we have attempted to address that issue by just agreeing or requesting that the adjournment be only until the conclusion of the preliminary inquiry, because then this Commission will continue to retain control over its process.

[68] So if for some reason in the parallel proceeding, the trial date, is not then set, assuming that Mr. Waxman is committed to stand trial in all of the charges, if the trial date is not set in a sufficiently expeditious manner, then we can simply bring this for hearing before you. So what we believe is that the condition, as well, satisfies your mandate because it allows you to retain control.

[69] We have communicated to Mr. Lenczner that we will be watching that, and that will be a factor that will determine whether or not a further adjournment is granted if one is sought.

COMMISSIONER DAVIS:

[70] Ms. Manarin, in dealing with the trading of shares, you're satisfied that Mr. Waxman didn't have any shares that were traded to the IPO?

MS. MANARIN:

[71] Yes, we are satisfied to the extent that we did a review that he did not engage in that kind of activity.

ORAL REASONS

CHAIR:

[72] We grant the motion for the adjournment of this matter until the preliminary hearing in the criminal matter is completed. Our reasons are as follows:

[73] We do not agree with Mr. Lenczner's argument in paragraph 6 of his factum which says,

> "While Waxman's right to remain silent in the criminal proceedings is constitutionally guaranteed, having to defend himself in the Commission proceedings renders the right nugatory."

[74] We believe that overstates the case.

[75] We acknowledge the fact that under the Charter of Rights Mr. Waxman can protect himself from any use of testimony that he might give in the Commission proceeding against use of that material in the criminal proceeding.

[76] So we do not see a legal prejudice to Mr. Waxman.

[77] However, we do acknowledge that because of the similarity in matter that will be before the criminal court, the likelihood of similar witnesses, and so forth, that it would be inconvenient, to use a neutral word, to Mr. Waxman to pursue this matter before the Commission immediately before pursuing the preliminary inquiry before the criminal courts.

[78] We have considered the cases cited by counsel, including Robinson and Hollinger. We note in particular that in paragraph 52 of the Hollinger decision the Commission stated:

> "In determining the appropriateness of adjournments in individual cases, whether they involve parallel Canadian or a foreign criminal proceeding, the Commission must balance a variety of considerations: legal, equitable, circumstantial and practical. These considerations will include, among others, the extent of the delay to the Commission proceedings that would be occasioned and the resulting impact on the Commission's ability to discharge its mandate effectively and efficiently as against practical fairness considerations, including the extent to which interim terms and conditions may adequately protect the public interest in the event of adjournment."

[79] In the case before us there are several factors that we need to take into account.

[80] First, and importantly, Staff is consenting to the adjournment. Staff submits that the adjournment is in the public interest.

[81] Secondly, the motion to adjourn is conditional on the undertaking of Mr. Waxman that he will not act as an officer or director of any company and that this undertaking will stay in place until the Commission proceeding has been disposed of.

[82] In addition, we note that the company itself, Philip, is in receivership. We note that all of the other respondents to the original matter before the Commission have settled.

[83] We note that the facts that gave rise to the matter before the Commission occurred several years ago and that the delay contemplated is relatively short. The preliminary inquiry is anticipated to begin September the 11th and to conclude towards the end of November, 2006.

[84] Taking all this into consideration, we have determined that it would not be prejudicial to the public interest to grant the motion and we acknowledge that it would be a convenience to the respondent.

[85] We recognize that these cases dealing with adjournments rarely stand as strong precedents for other cases. This case, in particular, is extremely fact relevant and therefore we do not hesitate to concern ourselves with our decision being misused as a precedent in subsequent matters.

Approved by the chair of the panel on March 14, 2006.

"Paul M. Moore"

3.1.3 Andrew Cheung

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

AND

IN THE MATTER OF
ANDREW CHEUNG

HEARING:	April 26, 2005.	
PANEL:	Wendell S. Wigle, Q.C.	Commissioner (Chair of the Panel)
	Suresh Thakrar	Commissioner
	Carol S. Perry	Commissioner
COUNSEL:	Yvonne Chisholm	For Staff of the Commission
	Peter L. Biro Goodman & Carr	For the Respondent

REASONS

I. This Proceeding

[1] This proceeding was a hearing pursuant to sections 127 and 127.1 of the *Securities Act*, R.S.O. 1990, c. S.5, as amended (the "Act") to consider whether it was in the public interest to approve a settlement agreement entered into between Staff of the Commission ("Staff") and Andrew Cheung ("Cheung"), which agreement provided that:

a. pursuant to section 127(1) clause 9 of the Act, Cheung pay an administrative penalty of $5000;

b. pursuant to section 127.1 of the Act, Cheung pay $3500.00 toward the costs of the investigation and this proceeding.

[2] During the hearing we heard submissions from counsel for Cheung and from Staff. Mr. Cheung also answered questions from the Commission's panel. Upon being satisfied that it would be in the public interest to make the requested order, we made an order under sections 127 and 127.1 to approve the Settlement Agreement.

II. Agreed Facts and Admissions

[3] 01 Communiqué is a reporting issuer in Ontario. Cheung has been the president of 01 Communiqué since October 7, 1992. Cheung is the beneficial owner of a company called Global Genius Investments Ltd. ("GGI").

[4] Between November 14, 2003 and October 7, 2004, GGI executed 21 trades in 01 Communiqué Laboratory Inc.

[5] Section 107(2) of the Act required Cheung to file a report of each change in his direct or indirect beneficial ownership of the reporting issuer, 01 Communiqué. Section 107(2) required Cheung to file the reports within 10 days from the day the change took place.

[6] Cheung had not filed any section 107(2) reports in respect of those trades as of March, 2005, when this proceeding was commenced.

[7] As of April 19, 2005, Cheung has filed all reports in respect of the trades at issue.

[8] Cheung has admitted that he breached Ontario securities law and that his conduct was contrary to the public interest.

III. The Commission's Public Interest Mandate

[9] The Commission's mandate in upholding the purposes of the Act is set out at section 1.1:

a. to provide protection to investors from unfair, improper or fraudulent practices; and

b. to foster fair and efficient capital markets and confidence in capital markets.

[10] In accordance with paragraphs 2.1(2)(i) and (iii) of the Act, the Commission is guided by certain fundamental principles in pursuing the purposes of the Act, including the requirement for "responsible conduct by market participants" and "timely, accurate and efficient disclosure of information." Further, the Commission has regard to the principle set out in subsection 2.1(3) of the Act, that "[e]ffective and responsible securities regulation requires timely, open and efficient administration and enforcement of this Act by the Commission."

[11] The role of the Commission in exercising its public interest jurisdiction is set out in *Mithras Management Ltd.* (1990), 13 O.S.C.B. 1600 at 1610-1611:

> …the role of the Commission is to protect the public interest by removing from the capital markets – wholly or partially, permanently or temporarily, as the circumstances may warrant – those whose conduct in the past leads us to conclude that their conduct in the future may well be detrimental to the integrity to those capital markets. We are here to restrain, as best we can, future conduct that is likely to be prejudicial to the public interest in having capital markets that are both fair and efficient. In so doing we must, of necessity, look to past conduct as a guide to what we believe a person's future conduct might reasonably be expected to be; we are not a prescient, after all.

IV. The Commission's Role in Reviewing Settlement Agreements

[12] The role of a Commission panel reviewing a settlement agreement is not to substitute the sanctions it would impose in a contested hearing for what is proposed in the settlement agreement, but rather to make sure the agreed sanctions are within acceptable parameters.

V. Relevant factors for Imposing Sanctions and Deterrence

[13] The factors to consider when imposing sanctions on a respondent are summarized as follows:

(a) the seriousness of the allegation proved;

(b) the respondent's experience in the marketplace;

(c) the level of a respondent's activity in the marketplace;

(d) whether or not there has been a recognition of the seriousness of the improprieties;

(e) the restraint of future conduct that is likely to be prejudicial to the public interest (with reference to past conduct)

(f) whether or not the sanctions imposed may serve to deter not only those involved in the case being considered, but any like-minded people from engaging in similar abuses of the capital markets;

(g) any mitigating factors;

(h) the size of any profits (or loss avoided) from the illegal conduct;

(i) the reputation and prestige of the respondent; and

(j) the remorse of the respondent.

[14] Appropriate sanctions should be determined by considering the specific circumstances of the case at issue and be proportionately appropriate. As set out in *Re M.C.J.C. Holdings and Michael Cowpland* (2002), 25 O.S.C.B. 1133 at 1134 (Carswell) at 3:

> […] We have a duty to consider what is in the public interest. To do that, we have to take into account what sanctions are appropriate to protect the integrity in the marketplace. […]
>
> In doing this, we have to take into account circumstances that are appropriate to the particular respondents. This requires us to be satisfied that proposed sanctions are proportionately appropriate with respect to the circumstances facing the particular respondents. […]

[15] Further, as stated by the Supreme Court of Canada in *Cartaway Resources Corp.* [2004] 1 S.C.R. 672 at paragraph 60, the Commission may impose sanctions which take into account the principle of general deterrence:

> …nothing inherent in the Commission's public interest jurisdiction prevents the Commission from considering general deterrence in making an order. To the contrary, it is reasonable to view general deterrence as an appropriate, and perhaps necessary, consideration in making orders that are both protective and preventative.

[16] In *Re Wells Fargo Financial Canada Corporation*, (2005), 28 O.S.C.B. 1791 at page 1793, the Commission held that deterrence comes to the forefront in deciding the appropriate administrative penalty.

Application of Principles to this Case

[17] Applying the principles set out above, this panel found that the Settlement Agreement entered into by Cheung and the Staff was in the public interest.

[18] The panel acknowledged that Cheung's failure to file insider reports was contrary to the public interest. There should be no doubt that this Commission considers a failure to comply with the reporting requirements of the Act respecting insider trading is a serious breach of the Act. These obligations are essential to that purpose of the Act which is to foster fair markets and confidence in the capital markets. At least in the view of this panel, failure to meet these obligations should result in serious consequences.

[19] In assessing whether the proposed sanctions are appropriate, the panel considered the extent of the respondent's cooperation with Staff. Cheung cooperated actively with Staff in the course of arriving at the settlement agreement. Cheung's cooperation enabled Staff to bring this matter to a hearing within one month from the issuance of the Notice of hearing.

[20] Cheung's admissions eliminated the need for a full hearing and his agreement to pay $3,500.00 towards the costs of the Commission.

[21] At the hearing, Staff made extensive submissions that Cheung was not likely to be involved in similar violations of the Act. The panel accepted these submissions as to the likelihood of future violations by Cheung. Further, the panel recognized that the imposition of a $5,000.00 administrative penalty and a $3,500.00 costs award should be a deterrent to others failing to file insider reports.

Conclusion

[22] For these reasons, we are satisfied that the sanctions are in the public interest because they meet the purposes of the Act; they are proportionately appropriate in light of the circumstances of this case; and they will act both as a specific and general deterrent.

Dated at Toronto this 10th day of May, 2005

"Wendell Wigle"

"Suresh Thakrar"

"Carol S. Perry"

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Chapter 4

Cease Trading Orders

4.1.1 Temporary, Permanent & Rescinding Issuer Cease Trading Orders

Company Name	Date of Temporary Order	Date of Hearing	Date of Permanent Order	Date of Lapse/Revoke
Bigknowledge Enterprises Inc.	17 Mar 06	29 Mar 06		
Citrine Holdings Limited	10 Mar 06	22 Mar 06		21 Mar 06

4.2.1 Temporary, Permanent & Rescinding Management 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
Big Red Diamond Corporation	03 Mar 06	16 Mar 06	16 Mar 06		

4.2.2 Outstanding 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
Argus Corporation Limited	25 May 04	03 Jun 04	03 Jun 04		
Big Red Diamond Corporation	03 Mar 06	16 Mar 06	16 Mar 06		
Fareport Capital Inc.	13 Sept 05	26 Sept 05	26 Sept 05		
Hip Interactive Corp.	04 Jul 05	15 Jul 05	15 Jul 05		
Hollinger Canadian Newspapers, Limited Partnership	21 May 04	01 Jun 04	01 Jun 04		
Hollinger Inc.	18 May 04	01 Jun 04	01 Jun 04		
Novelis Inc.	18 Nov 05	01 Dec 05	01 Dec 05		
Radiant Energy Corporation	01 Mar 06	14 Mar 06	14 Mar 06		

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Chapter 6

Request for Comments

6.1.1 OSC Request for Comment 11-903 Regarding Statement of Priorities for Fiscal Year Ending March 31, 2007

OSC REQUEST FOR COMMENT 11-903
REGARDING STATEMENT OF PRIORITIES
FOR FISCAL YEAR ENDING MARCH 31, 2007

The *Securities Act* requires the Commission to deliver to the Minister and publish in its Bulletin by June 30 of each year a statement of the Chairman setting out the proposed priorities of the Commission for its current fiscal year in connection with the administration of the Act, the regulations and rules, together with a summary of the reasons for the adoption of the priorities.

In an effort to obtain feedback and specific advice on our proposed objectives and initiatives, the Commission is publishing a draft Statement of Priorities which follows this Request for Comments. The Commission will consider the feedback, and make any necessary revisions prior to finalizing and publishing its 2006/2007 Statement of Priorities.

The Statement of Priorities, once approved by the Minister, will serve as the guide for the Commission's ongoing operations. At that time we will also publish a report on our progress against our 2005/2006 Priorities on our website.

Comments

Interested parties are invited to make written submissions by May 23, 2006 to:

Robert Day
Manager, Business Planning
Ontario Securities Commission
20 Queen Street West
Suite 1900, Box 55
Toronto, Ontario M5H 3S8
[416] 593-8179
rday@osc.gov.on.ca

THE ONTARIO SECURITIES COMMISSION

DRAFT STATEMENT OF PRIORITIES
FOR
FISCAL 2006/2007

Introduction

The *Securities Act* requires the Ontario Securities Commission to deliver to the Minister and to publish in its Bulletin by June 30 of each year a statement by the Chair setting out the proposed priorities for the Commission for the current financial year. The OSC remains committed to delivering its regulatory services in a businesslike manner and to working closely with its colleagues within the Canadian Securities Administrators (CSA) and with market participants to ensure that the regulatory system remains relevant to the changing marketplace.

Our Vision Canadian financial markets that are attractive to domestic and international investors, issuers and intermediaries because they are cost efficient and have integrity.

Our Mandate To provide protection to investors from unfair, improper or fraudulent practices and to foster fair and efficient capital markets and confidence in their integrity.

Our Approach

- Proactive, innovative and cost effective in carrying out our mandate
- Fair and rigorous in applying the rules to the marketplace
- Timely, flexible and measured in applying our regulatory powers to a rapidly changing marketplace

Key challenges

The OSC faces numerous external and internal challenges as it strives to fulfill its mandate and meet its objectives. These challenges emphasize the importance of fostering fair and efficient markets and confidence in their integrity, while maintaining a strong, visible and effective enforcement presence.

The investor community has grown significantly in recent years and currently almost all adult Canadians are invested in the capital markets through either direct retail investments or indirectly via mutual funds and pension plans. More and more investors are relying on the capital markets to grow their wealth. Moreover, in an aging society, Ontarians will come to rely more on the capital markets to preserve their assets and generate a steady income in retirement. To meet these demands from investors, the investment industry has created increasingly innovative, and sometimes more sophisticated, investment products, services, trading strategies and advice.

The expansion of the investor community, both institutional and retail, has shifted attitudes toward investment risk and illustrated the need for investor education because Canadians are taking more responsibility for their personal financial planning. For the OSC, part of our challenge is to continue to improve our understanding of the needs of investors. We must remain focused on compliance and disclosure and increase the vigilance of our enforcement activities to prevent, detect and deter harm to both investors and the overall markets. By doing so, we will foster confidence in investors that capital markets are fair and efficient.

Today's securities industry is a global marketplace and Canadian public companies compete with corporations around the world for cost effective sources of capital. This competition is intense − an increasing number of Canadian corporations are seeking to raise capital from international sources and more foreign firms search for pools of capital within Canada. This competition has contributed to the emergence of new market structures, technological innovations in trading systems and development of new investment products.

Securities regulators face the challenge of keeping pace with the level of innovation in the marketplace and balancing the costs of regulation. Our regulatory framework must contribute to the global competitiveness and promote the resilience of our capital markets. Striking the right balance involves developing practical, accountable and transparent regulation and policies, while carefully avoiding placing undue burdens on market participants. Pursuing flexibility and balance will allow our capital markets to foster new business growth in the private sector.

The OSC will cooperate with our provincial, territorial and international regulatory colleagues to foster a harmonized, streamlined and modernized regulatory framework. We will work with the Government of Ontario in supporting measures that are consistent with creating a single regulator, single set of laws and a single fee structure for Canada. Furthermore, we will support the introduction of enabling legislation that will permit delegation among provincial securities regulators, mutual recognition and adoption of another provincial securities regulator's decisions. Capital markets are an essential part of the engine for economic growth in Ontario, and we believe regulatory reform can benefit investors, business and the province as a whole.

Amid all these challenges, we must ensure that the OSC conducts itself as an efficient, accountable and flexible organization as it serves issuers, investors and intermediaries. Toward this objective, we will continue to develop appropriate responses to the relevant issues identified in the Report of the Five Year Review Committee of October 2004. We will also continue to improve our service to our stakeholders, maintain excellent internal controls and promote high staff morale.

Our goals

For Canadian financial markets to be attractive, they must be and be seen to be fair and efficient for investors and other market participants. Given the trends and challenges outlined above, we need to find creative and innovative solutions to new issues, be willing to re-evaluate existing practices in light of changing circumstances and to make decisions at the pace at which our markets are changing. We need to operate in a transparent and accountable manner and to enforce clear rules in a consistent and visible manner.

Our Statement of Priorities for 2006/07 sets out our key priorities to fulfill our mandate, the major projects we will undertake, and the resources required to complete this work. We have identified five key organizational goals for the coming year, and outlined the strategies related to achieving the goals. Detailed initiatives set out the actions that we will undertake towards achieving the various outcomes. We will also continue to work on a range of smaller projects as well as our ongoing operational activities to advance our regulatory agenda.

Goal 1 Provide fair, vigorous and timely enforcement

In our enforcement activities, we will treat all market participants fairly and with integrity, employing consistency in our approach and sanctions. A vigorous and timely enforcement presence is critical to protect investors, to deter undesirable behaviour and, when necessary, to remove participants from our capital markets who do not comply with securities laws. We will:

1. Improve the effectiveness of our enforcement work through reduced timelines for completing investigations and bringing regulatory proceedings forward;

2. Increase our transparency through more timely and effective communications of enforcement action where warranted;

3. Focus additional enforcement and compliance resources and optimize our internal coordination among OSC branches to proactively identify and reduce illegal market conduct and prevent harm to investors;

4. Contribute to effective enforcement through increased coordination with other enforcement agencies, including participation with the RCMP on Integrated Market Enforcement Teams (IMETs), which are designed to respond to major capital market fraud and market-related crimes. We will continue to strengthen our relationships with self-regulatory organizations (SROs) and international regulators, particularly the U.S. Securities and Exchange Commission. In addition, we will seek increased co-operation with the criminal law authorities, including the provincial Office of the Attorney General, to identify more cases for prosecution in court; and

5. Develop and implement technological tools to improve the efficiency and effectiveness of our enforcement effort, such as enhancing our ability to access data from dealers and marketplaces to improve the quality and efficiency of the regulatory surveillance and monitoring of trading activity and market data.

Specifically, we plan to:

1. Take steps toward developing and evaluating Electronic Audit Trail requirements and processes (TREATS). We will issue a Request For Proposals (RFP) to create a facility to transmit and track regulators' data requests from the dealers. Responses will be reviewed and, if a decision to proceed is made, we will begin developing the facility for testing.

2. Take all necessary steps to ensure that our enforcement efforts are − and are seen to be − as robust and effective as possible. During 2006/07 we will conduct a thorough review focused on enhancing our enforcement capabilities, strategies and initiatives to ensure that:

    - We are strategically selecting cases for investigation and prosecution;
    - Enforcement activities and processes are efficient and fair;
    - An effective and appropriate process exists for identifying and moving to enforcement cases from all the OSC's compliance functions; and
    - We have skilled staff in all areas of enforcement.

3. Increase public awareness of fraud prevention and detection through community outreach partnerships, proactive media campaigns and the Investor Education Fund website. We will:

   - Actively communicate through consumer shows and events to achieve the following targets:

     - Increase potential and actual audience and distribution numbers by 30%;

     - Increase subsequent calls/website visits related to relevant key messages (including fraud prevention) by 25%; and

     - Audience research will suggest that audience members retained 70% of relevant key messages after the event, as measured by followup phone calls/e-mails.

   - Increase readership/viewership/listenership impressions for proactive unpaid media hits that showcase investor communications messaging (Investor Alerts) by 10% overall, with an equivalent ad value of at least $250,000.

Goal 2 Take actions to better understand and address the needs of the retail investor

We will work to improve our understanding of the concerns and priorities of retail investors and be more responsive to their needs. We will:

1. Engage retail investors in the regulatory process by seeking input through opportunities for consultation and education;

2. Continue to provide appropriate tools, educational materials and information to retail investors to allow them to make informed decisions and become partners in their protection against unfair, improper or fraudulent practices. For example, we will assess the options to increase the public awareness of relevant OSC programs and services, using such means as the Investor Education Fund and targeted media and outreach campaigns;

3. Work with other regulators and SROs to improve the interface between investors and financial services professionals, including the use of clear, concise and effective disclosure. We will actively encourage the securities industry to continue to raise the standards and transparency of conduct, service and advice in its interactions with retail investors;

4. Increase the focus of our regulatory efforts to assess the best means to provide protection to investors against unsuitable investment products and advice; and

5. Work with the Government to establish a workable mechanism that would allow investors to pursue restitution in a timely and affordable manner.

Specifically, we plan to:

1. Increase consultation with retail investors through the new Investor Advisory Committee (IAC) to improve our understanding of the needs and concerns of investors. A year-end survey of the Chair and members of the IAC will:

   - Confirm that our support and assistance to the IAC was appropriate and effective; and

   - Collect the views of the Chair and IAC members on opportunities to improve the IAC's operations and recommendations for the future, so that we may consider possible responses to their recommendations.

2. Contribute to helping investors improve their understanding of the complaints handling process within the securities regulatory regime. We will take actions to:

   - Ensure timely responsiveness to written complaints, as measured through turnaround times of our Inquiries & Contact Centre. Our target will be to respond to 80% of these complaints within 20 business days, with an overall average of less than 45 days; and

   - Revise the OSC's online and print materials about the complaint process, including dealing with SROs and the banking services ombudsman, to enhance readability and usability for retail investors, as measured through focus group review by the IAC.

3. Modernize the scholarship plan regime, including improved point-of-sale disclosure. Our key deliverable will be to publish for first comment a national instrument (NI 46-102) that will require meaningful and consistent disclosure of scholarship plans for investors and fair presentation of performance information and will update investment restrictions and practices.

4. Modernize the point-of-sale regime for mutual funds and segregated funds. Our key deliverable will be to publish for first comment a national instrument that will require clearer and more understandable product and sales fee disclosure for investors in mutual funds, introduce more effective "cooling off" rights and result in the improved regulatory harmonization of the point-of-sale regimes for mutual funds and segregated funds.

5. Implement the appropriate regulatory response to the Mutual Fund Probe to increase investor confidence in the investment fund industry. Our key deliverable will be to publish for first comment a national instrument (NI 81-108) that will require investment fund managers to implement an appropriate compliance program, and provide guidance on fair value pricing.

Goal 3 Promote a harmonized, simplified and strengthened securities regulatory framework for Canada

We will cooperate with the Government of Ontario, other securities regulators and market participants to strengthen the Canadian securities regulatory system and:

1. Work to further harmonize, streamline and modernize securities laws and eliminate obsolete and redundant requirements to ease the regulatory burden on market participants; and

2. Pursue measures to improve the efficiency of Canadian capital markets by taking steps to strengthen the securities clearing and settlement system.

Specifically we plan to:

1. Work toward harmonizing and rationalizing our local, multilateral and national prospectus requirements by publishing a national instrument (NI 41-101) for comment which harmonizes and rationalizes local, multilateral and national long-form prospectus rules, forms, policies and notices.

2. Enhance investor confidence in hedge funds and similar products. We will work with the CSA to identify any areas of concern arising from a review of hedge funds and similar products and propose regulatory responses to those concerns.

3. Introduce a fund governance regime for investment funds. During 2006/07 we will publish a final version of a National Instrument 81-107 that will implement a requirement for all investment funds to have an independent review committee oversee conflict of interest matters.

4. Amend the national Income Funds policy to address emerging issues by implementing a revised NI 41-201 that addresses issues that have arisen since implementation of the policy in 2004.

5. Re-assess executive compensation disclosure requirements. Our key action in this area will be to analyze the issues that have arisen around executive compensation disclosure and publish a proposed regulatory response for comment.

6. Harmonize the registration regime as part of CSA Registration Reform Project. During 2006/07 we will draft new legislation and rules that will reduce regulatory costs for registrants by streamlining and harmonizing requirement.

Goal 4 Work to achieve appropriate regulatory integration of North American and global capital markets

The securities industry operates within a global marketplace where capital moves rapidly across international borders. We will work to enhance the global competitiveness of our capital markets as well as foster cooperative relationships with other securities regulators and standards setters. We will:

1. Play an active role in working with international regulatory and standard setting organizations (e.g., International Organization of Securities Commissions [IOSCO], Council of Securities Regulators of the Americas, North American Securities Administrators Association, International Accounting Standards Board);

2. Foster inter-jurisdictional co-operation to reduce impediments to the coordination of investigative efforts and enforcement support, and coordination of legislative tools for enforcement;

3. Strive to minimize the differences in regulatory practices by ensuring that our policies are integrated with international regulatory standards, where appropriate, for Canadian market participants; and

4. Improve the relevance and reliability of financial information available to investors by promoting convergence of high quality financial reporting and auditing standards and the related supporting infrastructure, including mechanisms for independent oversight of audit firms.

Specifically, we plan to:

1. Support IOSCO initiatives on regulatory integration. We will take the following actions toward achieving this outcome:

   - Participate in IOSCO initiatives relating to the development of international standards and guidance on critical investment fund issues, such as fund governance, hedge funds and market timing and late trading;

   - Develop an approach to regulate an intermediary's obligation to properly manage information during an offering of securities; and

   - Use communication vehicles such as executive speeches and OSC publications to support and promote appropriate initiatives on regulatory integration.

2. Issue a final rule that establishes appropriate public reporting requirements relating to internal controls over financial reporting. The final rule will promote improved internal controls and higher quality, more reliable financial statements. As a result, investors will be better positioned to make more informed judgments as to the risk associated with published financial information.

Goal 5 Support and promote a more flexible, efficient and accountable organization

We expect OSC Commissioners and employees to maintain the highest standards of conduct and personal integrity and to deal openly and fairly with all of our stakeholders. We need to constantly advance our business competence and effectiveness. We will:

1. Continuously monitor and improve the efficiency and effectiveness of our operations;

2. Display responsiveness and flexibility as an organization and treat all stakeholders with respect and fairness;

3. Work to attract, develop and motivate skilled and enthusiastic staff; and

4. Use information technology effectively to support our business and optimize our electronic interface with our stakeholders.

Specifically, we plan to:

1. Undertake and report on surveys to obtain feedback on our performance. We will complete and assess our biennial OSC Stakeholder Satisfaction Survey of the OSC's core constituencies − reporting issuers, registrants, Inquiries Line Users and the general public. We will identify opportunities for improvement in areas where stakeholders do not express positive customer service ratings of the OSC.

2. As part of a multi-year knowledge management project, complete an organization-wide information audit to assess how the OSC creates, stores and accesses information in its operations and develop a plan based on the results of the audit.

3. Develop and implement a human resources succession plan. We undertake to develop and implement a succession plan that will be easy to maintain and will address talent management and workflow continuity at the OSC. The process will ensure staff is developed and ready to replace key senior and executive management roles as required.

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 SecuritiesScource (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

REPORTS OF TRADES SUBMITTED ON FORMS 45-106F1 AND FORM 45-501F1

Transaction Date	# of Purchasers	Issuer/Security	Total Pur. Price ($)	# of Securities Distributed
03/10/2006	2	Advanced ID Corporation - Units	34,815.00	200,000.00
02/28/2006	26	Agnico-Eagle Mines Limited - Flow-Through Shares	20,130,000.00	20,130,000.00
03/08/2006	1	ALL Group Financial Services Inc. - Notes	75,000.00	N/A
03/06/2006	2	Alliant Techsystems Inc. - Notes	2,604,150.00	2,250.00
03/10/2006 to 03/17/2006	130	AMtag ID Inc. - Receipts	15,000,000.00	10,000,000.00
03/03/2006	1	Benton Resources Corp. - Common Shares	3,700.00	10,000.00
03/10/2006	12	Big Deal Games Inc. - Preferred Shares	2,250,000.00	2,250,000.00
09/01/2005	1	Brandimensions Inc. - Common Shares	7,500.00	7,500.00
03/09/2006	4	Brandimensions Inc. - Preferred Shares	6,150,002.00	6,000,000.00
03/06/2006	17	Bud Company Holdings (Canada) Inc. - Common Shares	14,000,000.00	28,000.00
02/28/2006	2	Cambior Inc. - Common Shares	2,025,000.00	450,000.00
02/28/2006	1	Canadian Golden Dragon Resources Ltd. - Common Shares	630,000.00	7,000,000.00
02/23/2006	12	Canadian Imperial Venture Corp. - Units	250,000.00	2,500,000.00
03/08/2006	81	CanAlaska Ventures Ltd. - Units	3,118,656.12	7,425,374.00
03/14/2006	1	Card One Plus Ltd. - Common Shares	200,000.00	50,000.00
03/07/2006	65	CareVest Blended Mortgage Investment Corporation - Preferred Shares	1,416,636.00	1,416,636.00
03/07/2006	37	CareVest First Mortgage Investment Corporation - Preferred Shares	1,669,974.00	1,669,974.00
03/07/2006	24	CareVest Second Mortgage Investment Corporation - Preferred Shares	704,580.00	704,580.00
05/04/2005 to 12/08/2005	3	CC&L Arrowstreet American Equity Fund - Trust Units	112,052.39	14,569.03
02/09/2005 to 12/08/2005	3	CC&L Arrowstreet EAFE Equity Fund - Trust Units	85,800.00	8,105.34
01/29/2005 to 12/29/2005	3	CC&L Balanced Canadian Equity Fund - Trust Units	2,832,300.00	178,178.59
01/12/2005 to 12/29/2005	14	CC&L Bond Fund - Trust Units	28,831,031.57	2,626,901.14

Transaction Date	# of Purchasers	Issuer/Security	Total Pur. Price ($)	# of Securities Distributed
11/09/2005 to 12/08/2005	2	CC&L Canadian Equity Fund - Trust Units	129,000.00	14,790.34
01/12/2005 to 12/28/2005	2	CC&L Canadian Q Core Fund - Trust Units	2,323,031.92	209,245.55
01/31/2005 to 10/31/2005	2	CC&L Dedicated Enterprise Fund - Trust Units	3,353,700.00	299,070.15
01/11/2005	1	CC&L Diversified Fund - Trust Units	272.84	25.24
01/01/2005 to 12/31/2005	5	CC&L Genesis Fund - Trust Units	4,968,734.16	3,796,060.29
04/28/2005	1	CC&L Global Absolute Return Strategy Fund - Trust Units	99,954.45	9,900.79
01/12/2005 to 12/29/2005	2	CC&L Global Fund - Trust Units	1,304,895.69	92,280.87
01/04/2005 to 12/30/2005	3	CC&L Group Balanced Plus Fund - Trust Units	37,470,135.88	23,737,526.00
01/04/2005 to 12/30/2005	3	CC&L Group Bond Fund - Trust Units	23,097,470.18	2,096,741.00
01/04/2005 to 12/30/2005	2	CC&L Group Canada Plus Fund - Trust Units	2,851,101.96	270,365.29
01/04/2005 to 12/30/2005	2	CC&L Group Canadian Equity Fund - Trust Units	32,335,759.39	1,553,656.63
01/04/2005 to 12/30/2005	7	CC&L Group Global Fund - Trust Units	3,339,788.05	432,067.43
01/04/2005 to 12/30/2005	8	CC&L Group Money Market Fund - Trust Units	164,355,920.95	16,435,592.10
01/19/2005 to 12/22/2005	6	CC&L Long Bond Fund - Trust Units	7,347,054.70	677,242.81
01/05/2005 to 12/30/2005	189	CC&L Money Market Fund - Trust Units	105,160,874.19	10,511,636.98
03/06/2006	23	Citigroup Inc. - Notes	398,000,000.00	400,000,000.00
03/06/2006	73	Continuum Resources Ltd. - Units	3,080,000.00	14,000,000.00
02/27/2006	1	Copper Reef Mines (1973) Limited - Debentures	2,000,000.00	N/A
03/08/2006	1	Credit Trust IV - Trust Units	95,511,050.00	3,960,000.00
01/03/2006 to 01/06/2006	2	Deans Knight Equity Growth Fund - Trust Units	150,000.00	73.48
01/07/2005 to 12/20/2005	16	Deans Knight Equity Growth Fund - Units	2,701,820.00	3,082.00
11/30/2005 to 12/06/2005	3	Deans Knight Income Fund - Trust Units	2,234,906.00	3,436.00

Transaction Date	# of Purchasers	Issuer/Security	Total Pur. Price ($)	# of Securities Distributed
02/24/2006	29	Dianor Resources Inc. - Common Shares	7,350,502.15	65,217,410.00
02/24/2006	1	Dianor Resources Inc. - Flow-Through Shares	5,000,000.00	3,125,000.00
03/07/2006	9	EdgeStone Capital Equity Fund III (Canada), L.P. - L.P. Interest	10,800,000.00	10,800,000.00
03/10/2006	1	Excalibur Limited Partnership - L.P. Units	232,100.00	0.83
03/10/2006	1	Excalibur Limited Partnership II - L.P. Units	2,000,000.00	35.59
02/28/2006 to 03/01/2006	76	EXMIN Resources Inc. - Units	2,180,000.00	14,533,333.00
03/01/2006	13	FactorCorp Inc. - Debentures	882,000.00	N/A
03/15/2006	1	Fifty-Plus.Net International Inc. - Common Shares	100,000.00	1,000,000.00
01/26/2006	14	First Leaside Fund - Trust Units	422,415.00	367,317.00
03/01/2006	25	First Point Minerals Corp. - Units	726,700.16	5,190,716.00
01/13/2006	2	Garda World Security Corporation - Notes	25,000,000.00	2.00
03/06/2006 to 03/10/2006	39	General Motors Acceptance Corporation of Canada, Limited - Notes	4,325,070.19	4,325,070.19
02/28/2006	17	Gladiator Absolute Return Canadian Equity Fund - Units	1,170,425.94	N/A
03/07/2006	72	Gold Hawk Resources Inc. - Receipts	16,250,000.00	N/A
03/03/2006	18	Golden China Resources Corporation - Receipts	4,255,000.00	4,255.00
01/01/2005 to 12/31/2005	4	Goldman Sachs Direct Strategies- Quantative and Active Fund Offshore - Units	11,619,000.00	67,603.00
01/01/2005 to 12/31/2005	2	Goldman Sachs Direct Strategies Fund II - Units	18,590,400.00	69,722.00
01/01/2005 to 12/31/2005	3	Goldman Sachs Direct Strategies Fund II Offshore - Units	8,656,155.00	52,502.00
01/01/2005 to 12/31/2005	1	Goldman Sachs Global Opportunities Fund - Units	1,161,900.00	10,000.00
01/01/2005 to 12/31/2005	4	Goldman Sachs Value Long Short Fund Offshore - Units	4,647,600.00	40,000.00
03/01/2006	2	Groundlayer Capital Inc. - Units	1,000,000.00	4.09
03/01/2006	1	Groundlayer Capital Inc. - Units	2,000,000.00	6.23
03/09/2006	4	Human Resource Systems Group Ltd. - Units	72,104.48	307,131.00
03/06/2006	1	I Squared Learning Incorporated - Debentures	250,000.90	90,000.00
03/10/2006	113	Immersive Media Corp. - Units	3,600,000.00	3,000,000.00
03/10/2006	6	Inca Pacific Resources Inc. - Common Shares	6,798,580.00	13,597,160.00
03/13/2006	28	ISX Resources Inc. - Units	450,000.00	1,000,000.00
03/13/2006	102	Kaminak Gold Corporation - Flow-Through Shares	1,430,000.00	2,600,000.00

Transaction Date	# of Purchasers	Issuer/Security	Total Pur. Price ($)	# of Securities Distributed
03/13/2006	106	Kaminak Gold Corporation - Non-Flow Through Units	2,067,500.00	4,135,000.00
03/08/2006	1	KBSH Private - International Fund - Units	215,000.00	21,266.07
02/28/2006	11	Kingwest and Company - Units	343,600.00	N/A
03/10/2006	16	Lakota Resources Inc. - Units	3,150,000.00	10,500,000.00
03/10/2006	135	Lanesborough Real Estate Investment Trust - Debentures	13,680,000.00	13,680,000.00
03/09/2006	1	Level 3 Financing, Inc. - Notes	1,115,937.90	150,000,000.00
02/27/2006 to 03/07/2006	25	Liberty Mines Inc. - Flow-Through Shares	2,436,949.50	2,393,785.00
03/06/2006	82	Longbow Capital Limited Partnership #4 - L.P. Units	11,655,000.00	11,655.00
03/02/2006	41	Magnum Uranium Corp. - Units	4,803,660.00	3,409,200.00
02/24/2006 to 03/10/2006	44	MicroPlant Technology Corp. - Units	3,612,750.25	2,377,902.00
03/08/2006	1	Minera Andes Inc. - Units	4,604,841.15	13,156,689.00
02/24/2006	2	New Solutions Financial (II) Corporation - Debentures	80,660.05	2.00
01/04/2005 to 12/31/2005	3	New Star EAFE Fund - Trust Units	7,567,711.30	260,164.53
03/07/2006	1	NFX Gold Inc. - Common Share Purchase Warrant	0.00	8,000,000.00
03/02/2006	95	Niblack Mining Corp. - Units	5,544,330.00	10,080,600.00
03/06/2006	29	NovaDx Ventures Corp. - Units	676,161.00	1,197,644.00
02/22/2006	89	NuLoch Resources Inc. - Common Shares	5,032,500.00	3,050,000.00
03/08/2006	7	Pacrim Dieppe Limited Partnership No. 2 - L.P. Interest	450,000.00	450.00
03/07/2006 to 03/15/2006	150	Paxton Corporation - Units	4,000,001.08	8,000,000.00
01/04/2005 to 12/20/2005	3	PCJ Canadian Equity Fund - Trust Units	7,567,711.30	35,549.53
01/04/2005 to 12/29/2005	2	PCJ Canadian Small Cap Fund - Trust Units	247,960.30	18,038.94
01/23/2006	1	Peace Arch Entertainment Group Inc. - Common Shares	500,000.00	1,033,058.00
03/07/2006 to 03/13/2006	8	Powertree Limited Partnership I - L.P. Interest	60,000.00	12.00
03/15/2006	61	Primary Petroleum Corporation - Receipts	4,500,000.00	9,000,000.00
01/19/2005 to 10/27/2005	4	Private Client Balanced Portfolio - Trust Units	481,426.16	44,772.61

Transaction Date	# of Purchasers	Issuer/Security	Total Pur. Price ($)	# of Securities Distributed
01/06/2005 to 12/02/2005	19	Private Client Balanced RSP Portfolio - Trust Units	500,749.60	39,527.56
05/04/2005 to 12/19/2005	3	Private Client Bond Portfolio - Trust Units	80,571.63	7,095.22
03/02/2005 to 12/19/2005	5	Private Client Canadian Equity Portfolio - Trust Units	24,868.41	1,869.97
01/31/2005 to 12/28/2005	4	Private Client Canadian Value Fund - Trust Units	5,158.12	372.27
03/02/2005 to 12/19/2005	3	Private Client Global Equity Portfolio - Trust Units	146,159.95	20,280.50
02/15/2005	2	Private Client Greystone Bond Portfolio - Trust Units	137,056.89	13,371.80
02/15/2005 to 08/19/2005	3	Private Client Greystone Canadian Equity Portfolio - Trust Units	35,885.84	1,473.42
02/15/2005	2	Private Client Greystone Income Growth Portfolio - Trust Units	20,745.74	961.56
01/04/2005 to 12/29/2005	13	Private Client Income Portfolio - Trust Units	9,998,711.32	592,875.09
11/04/2005	1	Private Client International Equity Fund - Trust Units	73,708.21	7,198.56
01/20/2005 to 11/09/2005	4	Private Client Small Cap Portfolio II - Trust Units	67,443.70	4,972.59
03/23/2005 to 12/21/2005	3	Private Client US Equity Portfolio - Trust Units	157,573.14	20,518.26
02/20/2006	7	Puretracks Inc. - Common Shares	174,000.00	N/A
03/06/2006	25	Quebecor World Capital ULC - Notes	520,961,940.80	450,000,000.00
02/24/2006	1	Real Assets US Social Equity Index Fund - Units	17,222.40	N/A
03/10/2006	1	Real Assets US Social Equity Index Fund - Units	36,960.50	N/A
03/07/2006	1	SAFE Trust - Notes	1,998,249.39	1.00
03/16/2006	2	Sandvine Corporation - Common Shares	1,060.50	700.00
03/01/2006	67	Santoy Resources Ltd. - Flow-Through Shares	4,643,656.00	7,118,267.00
01/04/2005 to 12/29/2005	3	Scheer, Rowlett & Associates Canadian Equity Fund - Trust Units	638,207.95	42,373.63
01/11/2005 to 07/14/2005	2	Scheer, Rowlett & Associates Short Term Bond Fund - Trust Units	950,000.00	95,056.58
01/01/2005 to 12/31/2005	1	Scudder Canada Global Equity Fund - Units	950,340.69	91,424.43
03/07/2006	2	Serena Software Inc. - Notes	406,175.00	200,000,000.00

Transaction Date	# of Purchasers	Issuer/Security	Total Pur. Price ($)	# of Securities Distributed
01/01/2005 to 12/01/2005	26	Silvercreek Limited Partnership - Units	20,429,061.00	N/A
03/14/2006	1	SMART Trust - Notes	107,461.54	1.00
03/13/2006	1	Softroute Corporation - Common Shares	0.00	500,000.00
03/22/2006	3	SR Telecom Inc. - Common Shares	4,274,745.30	28,498,302.00
03/01/2006	2	Stacey Investment Limited Partnership - L.P. Units	435,059.82	13,759.00
03/01/2006	7	Stacey RSP Fund - Trust Units	99,503.00	9,628.79
02/23/2006	1	Tan Range Exploration Corporation - Common Shares	1,438,903.36	183,440.00
03/09/2006	2	Tanzanian Royalty Exploration Corporation - Common Shares	1,438,871.94	215,820.00
03/13/2006	2	Targeted Growth Canada Inc. - Common Shares	8,116,617.10	510.00
03/14/2006	9	The Jenex Corporation - Units	190,000.00	190,000.00
02/28/2006	18	The McElvaine Investment Trust - Trust Units	798,560.61	30,743.67
03/03/2006 to 03/11/2006	5	The Rosseau Resort Developments Inc. - Units	1,744,500.00	5.00
03/03/2006	1	Tone Resources Limited - Units	146,000.00	730,000.00
03/02/2006	1	Tri Origin Exploration Ltd. - Units	540,000.00	N/A
03/03/2006	131	Uranerz Energy Corporation - Units	7,957,200.00	6,980,000.00
02/21/2006 to 03/02/2006	30	Verena Minerals Corporation - Units	2,450,000.00	12,250,000.00
02/28/2006	24	Vertex Balanced Fund - Trust Units	1,400,135.72	N/A
02/28/2006	335	Vertex Fund - Trust Units	34,099,649.06	1,559,377.00
03/20/2006	4	VSS Communications Parallel Partners IV, L.P. - L.P. Interest	4,636,303.00	16,254,797.00
03/10/2006	1	Walsingham Fund LP No. 1 - Units	25,000.00	25.00
03/10/2006	189	Walton GGH Simcoe Heights 3 Corporation - Common Shares	3,960,690.00	396,069.00
03/07/2006	35	War Eagle Mining Company Inc. - Flow-Through Shares	4,494,000.00	833,333.00
03/10/2006	78	WellPoint Systems Inc. - Units	5,000,000.00	100,000,000.00
03/14/2006	1	Whitehall Trust - Notes	80,000,000.00	80,000,000.00

Chapter 11

IPOs, New Issues and Secondary Financings

Issuer Name:
AIM Trimark Canadian Cash Management Fund
AIM Trimark U.S. Cash Management Fund
Principal Regulator - Ontario
Type and Date:
Preliminary Simplified Prospectuses dated March 17, 2006
Mutual Reliance Review System Receipt dated March 17, 2006
Offering Price and Description:
Offering Series I Units
Underwriter(s) or Distributor(s):
-
Promoter(s):
AIM Funds Management Inc.
Project #903177

Issuer Name:
Goldcorp Inc.
Principal Regulator - British Columbia
Type and Date:
Preliminary Short Form Shelf Prospectus dated March 20, 2006
Mutual Reliance Review System Receipt dated March 21, 2006
Offering Price and Description:
Issue of up to 8,681,890 New Warrants upon Early Exercise of Common Share Purchase Warrants
Underwriter(s) or Distributor(s):
GMP Securities L.P.
BMO Nesbitt Burns Inc.
Promoter(s):
-
Project #904399

Issuer Name:
Dundee Real Estate Investment Trust
Principal Regulator - Ontario
Type and Date:
Preliminary Short Form Prospectus dated March 16, 2006
Mutual Reliance Review System Receipt dated March 16, 2006
Offering Price and Description:
$61,050,000.00 - 2,200,000 REIT Units, Series A Price: $27.75 per Unit
Underwriter(s) or Distributor(s):
TD Securities Inc.
Scotia Capital Inc.
CIBC World Markets Inc.
Dundee Securities Corporation
RBC Dominion Securities Inc.
National Bank Financial Inc.
Genuity Capital Markets G.P.
Canaccord Capital Corporation
Desjardins Securities Inc.
HSBC Securities (Canada) Inc.
Trilon Securities Corporation
Promoter(s):
-
Project #902624

Issuer Name:
Gloucester Credit Card Trust
Principal Regulator - Ontario
Type and Date:
Preliminary Short Form Prospectus dated March 16, 2006
Mutual Reliance Review System Receipt dated March 16, 2006
Offering Price and Description:
(1) $ * * % Series 2006-1 Class A Notes @ Non-fixed price Expected Final Payment Date of * , 20 *;
(2) $ * * % Series 2006-1 Collateral Notes @ Non-fixed price Expected Final Payment Date of * , 20 *
Underwriter(s) or Distributor(s):
BMO Nesbitt Burns Inc.
TD Securities Inc.
CIBC World Markets Inc.
RBC Dominion Securities Inc.
Scotia Capital Inc.
Promoter(s):
-
Project #902488

Issuer Name:
Medifocus Inc.
Principal Regulator - Ontario
Type and Date:
Preliminary CPC Prospectus dated March 17, 2006
Mutual Reliance Review System Receipt dated March 17, 2006
Offering Price and Description:
Minimum Offering: $800,000.00 or 4,000,000 Common Shares
Maximum Offering: $920,000.00 or 4,600,000 Common Shares
Price: $0.20 per Common Share
Underwriter(s) or Distributor(s):
Maison Placements Canada Inc.
Promoter(s):
Maurice J. Colson
Herbert S. Gasser
Joe K.F. Tai
Project #903359

Issuer Name:
Merc International Minerals Inc.
Principal Regulator - Ontario
Type and Date:
Preliminary Prospectus dated March 14, 2006
Mutual Reliance Review System Receipt dated March 16, 2006
Offering Price and Description:
$400,000.00 - 2,666,667 Units Price: $0.15 per Unit
Underwriter(s) or Distributor(s):
Haywood Securities Inc.
Promoter(s):
Thomas Pladsen
Project #902182

Issuer Name:
Saskatchewan Wheat Pool Inc.
Principal Regulator - Saskatchewan
Type and Date:
Preliminary Short Form Prospectus dated March 15, 2006
Mutual Reliance Review System Receipt dated March 15, 2006
Offering Price and Description:
$150,000,000.00 - * % Senior Unsecured Notes, due * , 2013 Price per Note $1,000
Underwriter(s) or Distributor(s):
TD Securities Inc.
Genuity Capital Markets
RBC Dominion Securities Inc.
Promoter(s):
-
Project #902123

Issuer Name:
Saskatchewan Wheat Pool Inc.
Principal Regulator - Saskatchewan
Type and Date:
Amended and Restated Preliminary Short Form Prospectus dated March 20, 2006
Mutual Reliance Review System Receipt dated March 20, 2006
Offering Price and Description:
$150,000,000.00 - * % Senior Unsecured Notes, due * , 2013
Underwriter(s) or Distributor(s):
TD Securities Inc.
Genuity Capital Markets
RBC Dominion Securities Inc.
Promoter(s):
-
Project #902123

Issuer Name:
Cen-ta Real Estate Ltd.
Gro-Net Financial Tax & Pension Planners Ltd.
Type and Date:
Final Prospectus dated March 16, 2006
Receipted on March 16, 2006
Offering Price and Description:
-
Underwriter(s) or Distributor(s):
-
Promoter(s):
-
Project #886779/886777

Issuer Name:
CNR Capital Corporation
Principal Regulator - Ontario
Type and Date:
Final CPC Prospectus dated March 16, 2006
Mutual Reliance Review System Receipt dated March 20, 2006
Offering Price and Description:
(1) $1,000,000.00 - $1,500,000.00 - 4,000,000 - 6,000,000 Common Shares at a price of $0.25 per Common Share;
(2) Agent's Options to acquire a minimum of 400,000 and a maximum of 600,000 Common Shares at a price of $0.25 per Common Share;
(3) Incentive Stock Options to acquire a minimum of 800,000 and a maximum of 1,000,000 Common Shares at a price of $0.25 per Common Share
Underwriter(s) or Distributor(s):
Raymond James Ltd.
Promoter(s):
Oliver Xing
Project #869039

Issuer Name:
Crescent Point Energy Trust
Principal Regulator - Alberta
Type and Date:
Final Short Form Prospectus dated March 15, 2006
Mutual Reliance Review System Receipt dated March 16, 2006
Offering Price and Description:
$74,992,000.00 - 3,440,000 Trust Units Price at $21.80 per Trust Unites
Underwriter(s) or Distributor(s):
Scotia Capital Inc.
BMO Nesbitt Burns Inc.
CIBC World Markets Inc.
RBC Dominion Securities Inc.
FirstEnergy Capital Corp.
GMP Securities L.P.
Tristone Capital Inc.
Canaccord Capital Corporation
Sprott Securities Inc.
Promoter(s):
-
Project #899238

Issuer Name:
Creststreet Managed Equity Index Class
Creststreet Managed Income Class
Creststreet Resource Class
Principal Regulator - Ontario
Type and Date:
Amended and Restated Simplified Prospectuses and Annual Information Forms dated March 7, 2006, amending and restating Simplified Prospectuses and Annual Information Forms dated January 6, 2006
Mutual Reliance Review System Receipt dated March 21, 2006
Offering Price and Description:
Series A and B Shares
Underwriter(s) or Distributor(s):
-
Promoter(s):
Creststreet Asset Management Limited
Project #865372

Issuer Name:
Dynamic Global Dividend Value Fund (formerly Dynamic Global Dividend Fund)
Principal Regulator - Ontario
Type and Date:
Amendment #1 dated March 13, 2006 to the Simplified Prospectus and Annual Information Form dated February 13, 2006
Mutual Reliance Review System Receipt dated March 17, 2006
Offering Price and Description:
-
Underwriter(s) or Distributor(s):
Goodman & Company, Investment Counsel Ltd.
Goodman & Company, Investment Counsel Ltd.
Promoter(s):
Goodman & Company, Investment Counsel Ltd.
Project #880456

Issuer Name:
Freeport Capital Inc.
Principal Regulator - Quebec
Type and Date:
Final CPC Prospectus dated March 17, 2006
Mutual Reliance Review System Receipt dated March 20, 2006
Offering Price and Description:
$250,000.00 - 1,000,000 common shares Price: $0.25 per common share
Underwriter(s) or Distributor(s):
Integral Wealth Securities Limited
Jones, Gable & Company Limited
Promoter(s):
J.R. Scott Prichard
Bradley M. Monoff
Project #898223

Issuer Name:
GeoPetro Resources Company
Principal Regulator - Alberta
Type and Date:
Final Prospectus dated March 14, 2006
Mutual Reliance Review System Receipt dated March 15, 2006
Offering Price and Description:
US$10,000,375.00 - 2,805,300 Common Shares including 519,500 Flow-Through Common Shares Price: US$3.50 per Common Share US$3.85 per Flow-Through Share
Underwriter(s) or Distributor(s):
Dundee Securities Corporation
Westwind Partners Inc.
Promoter(s):
-
Project #796276

Issuer Name:
Hood Enhanced Income Fund
(formerly, Hood Enhanced Income Index Fund)
Type and Date:
Final Simplified Prospectus dated March 7, 2006
Receipted on March 20, 2006
Offering Price and Description:
Mutual Fund Units @ Net Asset Value
Underwriter(s) or Distributor(s):
-
Promoter(s):
J.C. Hood Investment Counsel Inc.
Project #866810

Issuer Name:
Jaguar Mining Inc.
Principal Regulator - Ontario
Type and Date:
Final Short Form Prospectus dated March 17, 2006
Mutual Reliance Review System Receipt dated March 20, 2006
Offering Price and Description:
CDN.$53,025,000.00 10,100,000 Common Shares Price $5.25 per Common Share
Underwriter(s) or Distributor(s):
Blackmont Capital Inc.
BMO Nesbitt Burns Inc.
RBC Dominion Securities Inc.
TD Securities Inc.
Paradigm Capital Inc.
Promoter(s):
Brazilian Resources, Inc.
IMS Empreendimentos LTDA
Project #899959

Issuer Name:
Mavrix Explore 2006 - I FT Limited Partnership
Principal Regulator - Ontario
Type and Date:
Final Prospectus dated March 17, 2006
Mutual Reliance Review System Receipt dated March 20, 2006
Offering Price and Description:
Maximum Offering: $75,000,000.00 (7,500,000 units)
Price: $10.00 per unit Minimum: 500 units
Underwriter(s) or Distributor(s):
Canaccord Capital Corporation
TD Securities Inc.
Dundee Securities Corporation
Scotia Capital Inc.
Berkshire Securities Inc.
Blackmont Capital Inc.
HSBC Securities (Canada) Inc.
Raymond James Ltd.
Desjardins Securities Inc.
Wellington West Capital Inc.
Bieber Securities Inc.
Industries Alliance Securities Limited
IPC Securities Corporation
MGI Securities Inc.
Union Securities Ltd.
Promoter(s):
Mavrix Explore 2006 - I FT Management Limited
Mavrix Fund Management Inc.
Project #893967

Issuer Name:
Medical Intelligence Technologies Inc.
Principal Regulator - Quebec
Type and Date:
Final Short Form Prospectus dated March 17, 2006
Mutual Reliance Review System Receipt dated March 20, 2006
Offering Price and Description:
$5,000,040.00 - 8,333,400 Units Price: $0.60 per Unit
Underwriter(s) or Distributor(s):
Canaccord Capital Corporation
Promoter(s):
-
Project #897452

Issuer Name:
Medisys Health Group Income Fund
Principal Regulator - Quebec
Type and Date:
Final Short Form Prospectus dated March 15, 2006
Mutual Reliance Review System Receipt dated March 15, 2006
Offering Price and Description:
$10,200,000.00 - 750,000 Units Price: $13.60 per Unit
Underwriter(s) or Distributor(s):
Clarus Securities Inc.
Versant Partners Inc.
Desjardins Securities Inc.
Promoter(s):
-
Project #899121

Issuer Name:
Northland Power Income Fund
Principal Regulator - Ontario
Type and Date:
Final Short Form Prospectus dated March 16, 2006
Mutual Reliance Review System Receipt dated March 17, 2006
Offering Price and Description:
$175,134,000.00 - 11,560,000 Subscription Receipts, each representing the right to receive one Trust Unit Price: $15.15 per Subscription Receipt
Underwriter(s) or Distributor(s):
CIBC World Markets Inc.
Scotia Capital Inc.
National Bank Financial Inc.
BMO Nesbitt Burns Inc.
RBC Dominion Securities Inc.
Canaccord Capital Corporation
FirstEnergy Capital Corp.
Promoter(s):
-
Project #900404

Issuer Name:
RBC Dividend Fund
RBC O'Shaughnessy International Equity Fund
RBC Tax Managed Return Fund
Principal Regulator - Ontario
Type and Date:
Final Simplified Prospectuses dated March 15, 2006
Mutual Reliance Review System Receipt dated March 16, 2006
Offering Price and Description:
Advisor Series Units @ Net Asset Value
Underwriter(s) or Distributor(s):
RBC Asset Management Inc.
Royal Mutual Funds Inc.
Promoter(s):
RBC Asset Management Inc.
Project #889887

Issuer Name:
SCOSS Capital Corp.
Principal Regulator - Nova Scotia
Type and Date:
Final CPC Prospectus dated March 14, 2006
Mutual Reliance Review System Receipt dated March 15, 2006
Offering Price and Description:
$750,000.00 - (3,750,000 Common Shares) Price: $0.20 per Common Share
Underwriter(s) or Distributor(s):
Canaccord Capital Corporation
Promoter(s):
T. James Tadeson
Project #889111

Issuer Name:
Supremex Income Fund
Principal Regulator - Quebec
Type and Date:
Final Prospectus dated March 17, 2006
Mutual Reliance Review System Receipt dated March 20, 2006
Offering Price and Description:
$175,000,000.00 - 17,500,000 Units Price: $10.00 per Unit
Underwriter(s) or Distributor(s):
TD Securities Inc.
CIBC World Markets Inc.
BMO Nesbitt Burns Inc.
Desjardins Securities Inc.
National Bank Financial Inc.
Scotia Capital Inc.
Canaccord Capital Corporation
Genuity Capital Markets G.P.
Promoter(s):
Cenveo, Inc.
Project #890319

Issuer Name:
The Descartes Systems Group Inc.
Principal Regulator - Ontario
Type and Date:
Final Short Form Prospectus dated March 17, 2006
Mutual Reliance Review System Receipt dated March 17, 2006
Offering Price and Description:
$14,940,000.00 - 3,600,000 Common Shares Price: $4.15 per Share
Underwriter(s) or Distributor(s):
GMP Securities L.P.
TD Securities Inc.
BMO Nesbitt Burns Inc.
Promoter(s):
-
Project #899530

Issuer Name:
Western Canadian Coal Corp.
Principal Regulator - British Columbia
Type and Date:
Final Short Form Prospectus dated March 16, 2006
Mutual Reliance Review System Receipt dated March 17, 2006
Offering Price and Description:
$109,000,000.00 - 7.5% Convertible Unsecured Subordinated Debentures Due March 24, 2011 Price: $1,000 per Debenture
Underwriter(s) or Distributor(s):
GMP Securities L.P.
Sprott Securities Inc.
Promoter(s):
-
Project #898888

Chapter 12

Registrations

12.1.1 Registrants

Type	Company	Category of Registration	Effective Date
New Registration	Silverbridge Capital Inc.	Limited Market Dealer	March 21, 2006
New Registration	Foundation Markets Inc.	Limited Market Dealer	March 21, 2006
New Registration	Alexander Capital Group Inc.	Limited Market Dealer	March 16, 2006
New Registration	Inverlochy Capital Ltd.	Investment Counsel & Portfolio Manager	March 15, 2006
Change of Name	From: Archipelago Brokerage Services, LLC To: ABS Brokerage Services, LLC	International Dealer	February 28, 2006
Change of Category	P.J. Doherty & Associates Co. Ltd.	From: Investment Counsel and Portfolio Manager To: Investment Counsel and Portfolio Manager, Limited Market Dealer	March 20, 2006
Voluntary Surrender of Registration	Morrison, William Glen/William Glen Morrison	Investment Counsel & Portfolio Manager	March 16, 2006

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Chapter 13

SRO Notices and Disciplinary Proceedings

13.1.1 MFDA Ontario Hearing Panel Makes Findings Against Donald Kent Coleman

NEWS RELEASE
For immediate release

MFDA ONTARIO HEARING PANEL MAKES FINDINGS AGAINST DONALD KENT COLEMAN

March 21, 2006 (Toronto, Ontario) – A disciplinary hearing in the Matter of Donald Kent Coleman was held today before a Hearing Panel of the Ontario Regional Council of the Mutual Fund Dealers Association of Canada ("MFDA") in Toronto, Ontario. An Agreed Statement of Facts was reviewed by the Hearing Panel at the Hearing. In the Agreed Statement of Facts, and in oral submissions made during the Hearing, Mr. Coleman admitted the allegations set out by MFDA staff in the Notice of Hearing dated December 1, 2005, summarized below:

Allegation #1: Between March 10, 2004 and July 9, 2004, Mr. Coleman failed to deal fairly, honestly and in good faith with clients WC and AR by misappropriating from them the total amount of approximately $18,234.45, contrary to MFDA Rule 2.1.1.

Allegation #2: Between March 10, 2004 and July 9, 2004, Mr. Coleman failed to deal fairly, honestly and in good faith with clients WC and AR by processing redemptions in their mutual fund accounts without obtaining instructions, authorization or approval from the clients, contrary to MFDA Rule 2.1.1.

The Hearing Panel made the following verbal orders with respect to penalty and advised that it would issue written reasons for its decision in due course:

- A permanent prohibition on the authority of Mr. Coleman to conduct securities-related business in any capacity
- A fine in the amount of $10,000
- Costs in the amount of $2,500

A copy of the Notice of Hearing is available on the MFDA web site at **www.mfda.ca**.

The Mutual Fund Dealers Association of Canada is the self-regulatory organization for Canadian mutual fund dealers. The MFDA regulates the operations, standards of practice and business conduct of its 176 Members and their approximately 75,000 Approved Persons with a mandate to protect investors and the public interest.

For further information, please contact:
Shaun Devlin
Vice-President, Enforcement
(416) 943-4672 or sdevlin@mfda.ca

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