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OSC

The Ontario Securities Commission

OSC Bulletin

August 31, 2007

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(2007), 30 OSCB

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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Customer Relations
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Notices / News Releases

1.1 Notices

1.1.1 Current Proceedings Before The Ontario Securities Commission

AUGUST 31, 2007

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
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- -

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

SCHEDULED OSC HEARINGS

September 4, 2007 2:30 p.m.	**Juniper Fund Management Corporation, Juniper Income Fund, Juniper Equity Growth Fund and Roy Brown (a.k.a. Roy Brown-Rodrigues)** s.127 and 127.1 D. Ferris in attendance for Staff Panel: ST/RLS
September 5, 2007 10:00 a.m.	***AiT Advanced Information Technologies Corporation, *Bernard Jude Ashe and Deborah Weinstein** s. 127 K. Manarin in attendance for Staff Panel: WSW/HPH/CSP * Settlement Agreements approved February 26, 2007
September 6, 2007 10:00 a.m.	**Roger D. Rowan, Watt Carmichael Inc., Harry J. Carmichael and G. Michael McKenney** s. 127 and 127.1 J. Superina in attendance for Staff Panel: RLS/DLK/ST
September 6, 2007 10:00 a.m.	**Jose Castaneda** s. 127 and 127.1 H. Craig in attendance for Staff Panel: WSW/DLK
September 7, 2007 11:00 a.m.	**Sulja Bros. Building Supplies, Ltd. (Nevada), Sulja Bros. Building Supplies Ltd., Kore International Management Inc., Petar Vucicevich and Andrew DeVries** s. 127 & 127.1 J. S. Angus in attendance for Staff Panel: JEAT/ST

September 11, 2007 10:00 a.m.	**Al-Tar Energy Corp., Alberta Energy Corp., Eric O'Brien, Bill Daniels, Bill Jakes, John Andrews, Julian Sylvester, Michael N. Whale, James S. Lushington, Ian W. Small, Tim Burton and Jim Hennesy** s. 127(1) & (5) Sean Horgan in attendance for Staff Panel: RLS/ST
September 17, 2007 10:00 a.m.	**Norshield Asset Management (Canada) Ltd., Olympus United Group Inc., John Xanthoudakis, Dale Smith and Peter Kefalas** s.127 P. Foy in attendance for Staff Panel: WSW/DLK
September 19, 2007 10:00 a.m.	**Land Banc of Canada Inc., LBC Midland I Corporation, Fresno Securities Inc., Richard Jason Dolan, Marco Lorenti and Stephen Zeff Freedman** s. 127 H. Craig in attendance for Staff Panel: PJL/ST
September 27, 2007 10:00 a.m.	**FactorCorp Inc., FactorCorp Financial Inc. and Mark Twerdun** s. 127 K. Daniels in attendance for Staff Panel: RLS/ST
September 28, 2007 10:00 a.m.	**David Watson, Nathan Rogers, Amy Giles, John Sparrow, Leasesmart, Inc., Advanced Growing Systems, Inc., Pharm Control Ltd., The Bighub.com, Inc., Universal Seismic Associates Inc., Pocketop Corporation, Asia Telecom Ltd., International Energy Ltd., Cambridge Resources Corporation, Nutrione Corporation and Select American Transfer Co.** s. 127 and 127.1 P. Foy in attendance for Staff Panel: JEAT/ST
September 28, 2007 10:00 a.m.	**Stanton De Freitas** s. 127 and 127.1 P. Foy in attendance for Staff Panel: JEAT/ST
October 1, 2007 10:00 a.m.	**Limelight Entertainment Inc., Carlos A. Da Silva, David C. Campbell, Jacob Moore and Joseph Daniels** s. 127 and 127.1 D. Ferris in attendance for Staff Panel: TBA
October 9, 2007 10:00 a.m.	**John Daubney and Cheryl Littler** s. 127 and 127.1 A.Clark in attendance for Staff Panel: RLS/CSP/MCH
October 10, 2007 10:00 a.m.	**Saxon Financial Services, Saxon Consultants, Ltd., International Monetary Services, FXBridge Technology, Meisner Corporation, Merchant Capital Markets, S.A., Merchant Capital Markets, MerchantMarx et al** s. 127(1) & (5) S. Horgan in attendance for Staff Panel: JEAT
October 12, 2007 10:00 a.m.	**Firestar Capital Management Corp., Kamposse Financial Corp., Firestar Investment Management Group, Michael Ciavarella and Michael Mitton** s. 127 H. Craig in attendance for Staff Panel: TBA
October 22, 2007 10:00 a.m.	**Merax Resource Management Ltd. carrying on business as Crown Capital Partners, Richard Mellon and Alex Elin** s. 127 H. Craig in attendance for Staff Panel: WSW/KJK

October 29, 2007 10:00 a.m.	**Rene Pardo, Gary Usling, Lewis Taylor Sr., Lewis Taylor Jr., Jared Taylor, Colin Taylor and 1248136 Ontario Limited** s. 127 E. Cole in attendance for Staff Panel: LER/ST/DLK
November 12, 2007 10:00 a.m.	**Hollinger Inc., Conrad M. Black, F. David Radler, John A. Boultbee and Peter Y. Atkinson** s.127 J. Superina in attendance for Staff Panel: TBA
December 10, 2007 10:00 a.m.	**Rex Diamond Mining Corporation, Serge Muller and Benoit Holemans** s. 127 & 127(1) H. Craig in attendance for Staff Panel: WSW/KJK
January 7, 2008 10:00 a.m.	***Philip Services Corp. and Robert Waxman** s. 127 K. Manarin/M. Adams in attendance for Staff Panel: JEAT/MCH Colin Soule settled November 25, 2005 Allen Fracassi, Philip Fracassi, Marvin Boughton, Graham Hoey and John Woodcroft settled March 3, 2006 * Notice of Withdrawal issued April 26, 2007
April 2, 2008 10:00 a.m.	**Peter Sabourin, W. Jeffrey Haver, Greg Irwin, Patrick Keaveney, Shane Smith, Andrew Lloyd, Sandra Delahaye, Sabourin and Sun Inc., Sabourin and Sun (BVI) Inc., Sabourin and Sun Group of Companies Inc., Camdeton Trading Ltd. and Camdeton Trading S.A.** s. 127 and 127.1 Y. Chisholm in attendance for Staff Panel: TBA
May 5, 2008 10:00 a.m.	**John Illidge, Patricia McLean, David Cathcart, Stafford Kelley and Devendranauth Misir** S. 127 & 127.1 I. Smith in attendance for Staff Panel: TBA
TBA	**Yama Abdullah Yaqeen** s. 8(2) J. Superina in attendance for Staff Panel: TBA
TBA	**Microsourceonline Inc., Michael Peter Anzelmo, Vito Curalli, Jaime S. Lobo, Sumit Majumdar and Jeffrey David Mandell** s. 127 J. Waechter in attendance for Staff Panel: TBA
TBA	**First Global Ventures, S.A., Allen Grossman and Alan Marsh Shuman** s. 127 D. Ferris in attendance for Staff Panel: WSW/ST/MCH
TBA	**Frank Dunn, Douglas Beatty, Michael Gollogly** s.127 K. Daniels in attendance for Staff Panel: TBA

TBA **Shane Suman and Monie Rahman**

s. 127 & 127(1)

K. Daniels in attendance for Staff

Panel: TBA

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

Portus Alternative Asset Management Inc., Portus Asset Management Inc., Boaz Manor, Michael Mendelson, Michael Labanowich and John Ogg

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

Euston Capital Corporation and George Schwartz

1.1.2 CSA Notice 51-325 – Status of Proposed Repeal and Substitution of Form 51-102F6 Statement of Executive Compensation

CANADIAN SECURITIES ADMINISTRATORS NOTICE 51-325

STATUS OF
PROPOSED REPEAL AND SUBSTITUTION OF FORM 51-102F6
STATEMENT OF EXECUTIVE COMPENSATION

The securities regulatory authorities in all Canadian jurisdictions are issuing this notice to update market participants on the status of our review of executive compensation disclosure requirements.

On March 29, 2007, the securities regulatory authority in every Canadian jurisdiction published for comment proposed Form 51-102F6 – *Statement of Executive Compensation*. The comment period expired on June 30, 2007. We received and reviewed 41 comment letters.

After extensive review and consideration of the comments received, we have decided to revise the proposal and delay implementation.

We will publish an amended version of proposed Form 51-102F6 for comment later this year. Consequently, the CSA will not implement proposed Form 51-102F6 on December 31, 2007 as originally indicated. Furthermore, the CSA will not implement an amended Form 51-102F6 for fiscal years ending before June 30, 2008. We will continue to update market participants.

Please refer your questions to any of:

Ontario Securities Commission

Iva Vranic
Manager, Corporate Finance
(416) 593-8115
ivranic@osc.gov.on.ca

Deepali Kapur
Accountant, Corporate Finance
(416) 593-8256
dkapur@osc.gov.on.ca

Carmen Tang
Legal Counsel, Corporate Finance
(416) 593-8215
ctang@osc.gov.on.ca

British Columbia Securities Commission

Andrew Richardson
Deputy Director, Corporate Finance
(604) 899-6730
(800) 373-6393 (toll free in B.C. and AB)
arichardson@bcsc.bc.ca

Alison Dempsey
Senior Legal Counsel, Corporate Finance
(604) 899-6638
(800) 373-6393 (toll free in B.C. and AB)
adempsey@bcsc.bc.ca

Alberta Securities Commission

Tom Graham
Director, Corporate Finance
(403) 297-5355
tom.graham@seccom.ab.ca

Lara Gaede
Associate Chief Accountant
(403) 297-4223
lara.gaede@seccom.ab.ca

Autorité des marchés financiers

Lucie J. Roy
Conseillère en réglementation
Service de la réglementation
Surintendance aux marchés des valeurs
(514) 395-0337, poste 4364
lucie.roy@lautorite.qc.ca

Denise Houde
Chef de la réglementation
Service de la réglementation
Surintendance aux marchés des valeurs
(514) 397-0337, poste 4361
denise.houde@lautorite.qc.ca

Pasquale Di Biasio
Analyste, Information financière
Direction des marchés des capitaux
(514) 395-0337, poste 4385
pasquale.dibiasio@lautorite.qc.ca

August 31, 2007

1.1.3 Notice of Commission Approval – Material Amendments to CDS Rules Relating to Euroclear UK Direct Service

CDS CLEARING AND DEPOSITORY SERVICES INC.

MATERIAL AMENDMENTS TO CDS RULES

EUROCLEAR UK DIRECT SERVICE

NOTICE OF COMMISSION APPROVAL

In accordance with the Rule Protocol between the Ontario Securities Commission (Commission) and CDS Clearing and Depository Services Inc. (CDS®), the Commission approved on August 16, 2007 material amendments filed by CDS to its rules relating to the Euroclear UK Direct Service[1].

Under the Euroclear UK Direct Service, CDS full service Participants will be eligible to apply for CDS-sponsored membership into CREST (the settlement system operated by Euroclear UK and Ireland Limited[2]). Participants will be able to directly access settlement of securities in the United Kingdom. A copy and description of these amendments were published for comment on December 8, 2006 at (2006) 29 OSCB 9670. One comment letter was received. A summary of the comments received and CDS's responses are listed in Appendix A. Additional non-significant revisions were made to the material amendments to account for the Euroclear UK and Ireland Limited name change and resulting consequential revisions as well as a typographical correction in Rule 14.1.4(a) where the term "CRESTCo" should have referred to "CREST". The material amendments that were approved by the Commission are provided in Appendix B (the non-significant revisions have been blacklined to indicate the changes from the previously published version).

1 Previously named CREST Link Service.
2 Prior to July 1, 2007, name was CRESTCo Ltd.

APPENDIX A

Summary of Comments
(Comment Period from 2006-Dec-08 to 2007-Jan-08)

Euroclear UK Direct Service

CDS received one comment letter from RBC Dexia.

Summarized Comments	CDS Response
The commenter indicated that the costs to develop and maintain the service should be recovered directly and exclusively from subscribing participants.	The development and maintenance costs are being paid from CDS's general resources, not just from subscribing participants, as this service is being developed as a first stage of CDS's international strategy to support all participants that are seeking greater access to foreign markets. The service is available to all participants and is expected to grow in usage over time and is being developed and charged similar to how CDS develops and provides other services.

APPENDIX B

CDS Rule Amendment – Euroclear UK Direct Service

Proposed Rule Amendments – Non-significant Revisions

Text of CDS Participant Rules marked to reflect non-significant revisions to the proposed Rule published for comment on December 8, 2006	Text CDS Participant Rules reflecting the adoption of non-significant revisions to the proposed Rule published for comment on December 8, 2006
1.1.1 Application The Rules adopted by CDS by which each Participant has agreed to be bound pursuant to the Participant Agreement are: (a) Rule 1 – Documentation …. (n) Rule 14 - ~~CREST Link~~Euroclear UK Direct Service. **1.2.1 Definitions** For the purposes of the Legal Documents, unless otherwise specified: … "CREST" means the system operated by ~~CRESTCo~~Euroclear UK & Ireland for the settlement of trades in securities. "~~CREST~~ Euroclear UK Direct Charges" has the meaning set out in Rule 14.1.10. "~~CREST Link~~ Euroclear UK Direct Participant" means a Participant who uses the ~~CREST Link~~ Euroclear UK Direct Service". "~~CREST Link~~Euroclear UK Direct Service" means the ~~CREST Link~~Euroclear UK Direct Service made available pursuant to Rule 14. "CREST Software" has the meaning set out in Rule 14.1.6. "~~CRESTCo~~ Euroclear UK & Ireland" means ~~CRESTCo Limited~~ Euroclear UK & Ireland Limited, the central securities depository for the UK market and Irish equities and a part of the Euroclear group, or any Person who succeeds to the rights and obligations of ~~CRESTCo~~ Euroclear UK & Ireland with respect to CREST. "Service" means the Depository Service, the Settlement Service, a Cross-Border Service, ATON, or the Delivery Services or the ~~CREST Link~~Euroclear UK Direct Service. Any reference to a Service includes all Functions made available in respect of that Service. **2.4.11 ~~CREST Link~~Euroclear UK Direct Service** A full service Participant may use the ~~CREST Link~~Euroclear UK Direct Service in accordance with Rule 14.	**1.1.1 Application** The Rules adopted by CDS by which each Participant has agreed to be bound pursuant to the Participant Agreement are: (a) Rule 1 – Documentation …. (n) Rule 14 - Euroclear UK Direct Service. **1.2.1 Definitions** For the purposes of the Legal Documents, unless otherwise specified: … "CREST" means the system operated by Euroclear UK & Ireland for the settlement of trades in securities. "Euroclear UK Direct Charges" has the meaning set out in Rule 14.1.10. "Euroclear UK Direct Participant" means a Participant who uses the Euroclear UK Direct Service". "Euroclear UK Direct Service" means the Euroclear UK Direct Service made available pursuant to Rule 14. "CREST Software" has the meaning set out in Rule 14.1.6. "Euroclear UK & Ireland " means Euroclear UK & Ireland Limited, the central securities depository for the UK market and Irish equities and a part of the Euroclear group, or any Person who succeeds to the rights and obligations of Euroclear UK & Ireland with respect to CREST. "Service" means the Depository Service, the Settlement Service, a Cross-Border Service, ATON, the Delivery Services or the Euroclear UK Direct Service. Any reference to a Service includes all Functions made available in respect of that Service. **2.4.11 Euroclear UK Direct Service** A full service Participant may use the Euroclear UK Direct Service in accordance with Rule 14. **2.7.1 Restrictions on System Functionality** CDS may restrict the right of a Participant to use system functionality in the following circumstances:

Text of CDS Participant Rules marked to reflect non-significant revisions to the proposed Rule published for comment on December 8, 2006	Text CDS Participant Rules reflecting the adoption of non-significant revisions to the proposed Rule published for comment on December 8, 2006
2.7.1 Restrictions on System Functionality CDS may restrict the right of a Participant to use system functionality in the following circumstances: (a) CDS determines that the Participant is unable to properly use system functionality due to operational or technical problems with the Participant's own systems or the systems of third parties, or due to events over which the Participant has no control; (b) in accordance with Rule 5.14 with respect to the Participant's CCP Cap; (c) the Participant requests CDS to do so; or (d) in the course of monitoring the Participant pursuant to Rule 5.1.3, CDS determines such action is necessary to protect the interests of CDS and is in the best interest of all other Participants; or (e) the Participant fails to comply with Rule 10.2.3 with respect to the Cross-Border Services or with Rule 14 with respect to the ~~CREST Link~~Euroclear UK Direct Service. A restriction may apply to any Service or any Function, to a particular Security or class of Securities, to a particular Transaction or class of Transactions, or to Securities or Transactions generally. A restriction may be limited to a particular location or office of the Participant or a particular Office of CDS. CDS may remove the restriction when CDS in its sole discretion determines that the Participant is able to resume normal operations. **RULE 14 ~~CREST LINK~~EUROCLEAR UK DIRECT SERVICE** **14.1 OVERVIEW OF ~~CREST LINK~~EUROCLEAR UK DIRECT SERVICE** **14.1.1 ~~CREST Link~~Euroclear UK Direct Service** CDS offers the ~~CREST Link~~Euroclear UK Direct Service to facilitate the settlement of Transactions by Participants with members of CREST. The ~~CREST Link~~Euroclear UK Direct Service is a gateway providing Network Access between each ~~CREST Link~~Euroclear UK Direct Participant and CREST. CREST is offered directly by ~~CREST Co~~Euroclear UK & Ireland to each ~~CREST Link~~Euroclear UK Direct Participant, and CDS has no liability or obligation to any Participant with respect to its use of CREST or any Transaction settled by it through CREST. Notwithstanding anything in this Rule 14, and subject to Rule 3.3.10, CDS will provide the ~~CREST Link~~Euroclear UK Direct Service and the related facilities described in this Rule 14 only for so long as (i) CDS continues to be a member of ~~CREST Co~~Euroclear UK & Ireland, (ii) its membership	(a) CDS determines that the Participant is unable to properly use system functionality due to operational or technical problems with the Participant's own systems or the systems of third parties, or due to events over which the Participant has no control; (b) in accordance with Rule 5.14 with respect to the Participant's CCP Cap; (c) the Participant requests CDS to do so; or (d) in the course of monitoring the Participant pursuant to Rule 5.1.3, CDS determines such action is necessary to protect the interests of CDS and is in the best interest of all other Participants; or (e) the Participant fails to comply with Rule 10.2.3 with respect to the Cross-Border Services or with Rule 14 with respect to the Euroclear UK Direct Service. A restriction may apply to any Service or any Function, to a particular Security or class of Securities, to a particular Transaction or class of Transactions, or to Securities or Transactions generally. A restriction may be limited to a particular location or office of the Participant or a particular Office of CDS. CDS may remove the restriction when CDS in its sole discretion determines that the Participant is able to resume normal operations. **RULE 14 EUROCLEAR UK DIRECT SERVICE** **14.1 OVERVIEW OF EUROCLEAR UK DIRECT SERVICE** **14.1.1 Euroclear UK Direct Service** CDS offers the Euroclear UK Direct Service to facilitate the settlement of Transactions by Participants with members of CREST. The Euroclear UK Direct Service is a gateway providing Network Access between each Euroclear UK Direct Participant and CREST. CREST is offered directly by Euroclear UK & Ireland to each Euroclear UK Direct Participant, and CDS has no liability or obligation to any Participant with respect to its use of CREST or any Transaction settled by it through CREST. Notwithstanding anything in this Rule 14, and subject to Rule 3.3.10, CDS will provide the Euroclear UK Direct Service and the related facilities described in this Rule 14 only for so long as (i) CDS continues to be a member of Euroclear UK & Ireland, (ii) its membership permits CDS to provide the Euroclear UK Direct Service, and (iii) there has been no change in the CREST Documents and no action by Euroclear UK & Ireland that would prevent its doing so or that would, in CDS's opinion, make it impractical or unduly onerous to do so.

Text of CDS Participant Rules marked to reflect non-significant revisions to the proposed Rule published for comment on December 8, 2006	Text CDS Participant Rules reflecting the adoption of non-significant revisions to the proposed Rule published for comment on December 8, 2006
permits CDS to provide the ~~CREST Link~~Euroclear UK Direct Service, and (iii) there has been no change in the CREST Documents and no action by ~~CRESTCo~~Euroclear UK & Ireland that would prevent its doing so or that would, in CDS's opinion, make it impractical or unduly onerous to do so. **14.1.2 Application of Rules to ~~CREST Link~~Euroclear UK Direct Service** The ~~CREST Link~~Euroclear UK Direct Service is one of the Services offered by CDS and governed by the Legal Documents. The use of the ~~CREST Link~~Euroclear UK Direct Service is governed by Rule 1 through Rule 5 and by Rule 9, except for Rules 4.2.4 and 4.3, which apply only to CDSX. The ~~CREST Link~~Euroclear UK Direct Service is separate from and does not form part of CDSX. Accordingly, the use of the ~~CREST Link~~Euroclear UK Direct Service is not governed by Rule 6 - Depository Service, Rule 7 - Settlement Service, or Rule 8 - Payment Exchange for CDSX. **14.1.3 ~~CREST Link~~Euroclear UK Direct Participants** A full service Participant may apply to CDS in accordance with Rule 2.2.2 to use the ~~CREST Link~~Euroclear UK Direct Service. An applicant must also apply to ~~CRESTCo~~Euroclear UK & Ireland to become a sponsored member of CREST, in accordance with the CREST Documents, and must satisfy all of the requirements of ~~CRESTCo~~Euroclear UK & Ireland, including providing a legal opinion if required. Upon acceptance of its application by CDS and by ~~CRESTCo~~Euroclear UK & Ireland, the Participant becomes a ~~CREST Link~~Euroclear UK Direct Participant. Each ~~CREST Link~~Euroclear UK Direct Participant is a direct member of CREST, and acknowledges that CDS does not have the authority to make any representations or give any advice on behalf of ~~CRESTCo~~Euroclear UK & Ireland. **14.1.4 CREST Documents** In order to offer the ~~CREST Link~~Euroclear UK Direct Service and the related facilities governed by this Rule 14, CDS has become a sponsoring member of CREST, has entered into various agreements with ~~CRESTCo~~Euroclear UK & Ireland and, as a member of CREST, has agreed to abide by such agreements and by the rules, by-laws, procedures and other requirements of ~~CRESTCo~~Euroclear UK & Ireland from time to time in force. In order to become a sponsored member of CREST, each ~~CREST Link~~Euroclear UK Direct Participant must enter into various agreements with ~~CRESTCo~~Euroclear UK & Ireland and, as a member of CREST, agrees to abide by such agreements and by the rules, by-laws, procedures and other requirements of ~~CRESTCo~~Euroclear UK & Ireland from time to time in force. Each ~~CREST Link~~Euroclear UK Direct Participant shall enter into any such further agreements or instruments, and make such declarations and provide such information, relating to its use of the ~~CREST Link~~Euroclear UK Direct Service, as	**14.1.2 Application of Rules to Euroclear UK Direct Service** The Euroclear UK Direct Service is one of the Services offered by CDS and governed by the Legal Documents. The use of the Euroclear UK Direct Service is governed by Rule 1 through Rule 5 and by Rule 9, except for Rules 4.2.4 and 4.3, which apply only to CDSX. The Euroclear UK Direct Service is separate from and does not form part of CDSX. Accordingly, the use of the Euroclear UK Direct Service is not governed by Rule 6 - Depository Service, Rule 7 - Settlement Service, or Rule 8 - Payment Exchange for CDSX. **14.1.3 Euroclear UK Direct Participants** A full service Participant may apply to CDS in accordance with Rule 2.2.2 to use the Euroclear UK Direct Service. An applicant must also apply to Euroclear UK & Ireland to become a sponsored member of CREST, in accordance with the CREST Documents, and must satisfy all of the requirements of Euroclear UK & Ireland, including providing a legal opinion if required. Upon acceptance of its application by CDS and by Euroclear UK & Ireland, the Participant becomes a Euroclear UK Direct Participant. Each Euroclear UK Direct Participant is a direct member of CREST, and acknowledges that CDS does not have the authority to make any representations or give any advice on behalf of Euroclear UK & Ireland. **14.1.4 CREST Documents** In order to offer the Euroclear UK Direct Service and the related facilities governed by this Rule 14, CDS has become a sponsoring member of CREST, has entered into various agreements with Euroclear UK & Ireland and, as a member of CREST, has agreed to abide by such agreements and by the rules, by-laws, procedures and other requirements of Euroclear UK & Ireland from time to time in force. In order to become a sponsored member of CREST, each Euroclear UK Direct Participant must enter into various agreements with Euroclear UK & Ireland and, as a member of CREST, agrees to abide by such agreements and by the rules, by-laws, procedures and other requirements of Euroclear UK & Ireland from time to time in force. Each Euroclear UK Direct Participant shall enter into any such further agreements or instruments, and make such declarations and provide such information, relating to its use of the Euroclear UK Direct Service, as may be required by CDS. Each Participant shall observe and comply with the CREST Documents applicable to the Participant. "CREST Documents" means (a) the agreements entered into, instruments executed, declarations made and acts done (i) by CDS from time to time in respect of CDS's sponsoring membership in CREST and (ii) by the Euroclear UK Direct Participant from time to time in respect of its sponsored membership in CREST; and

Text of CDS Participant Rules marked to reflect non-significant revisions to the proposed Rule published for comment on December 8, 2006	Text CDS Participant Rules reflecting the adoption of non-significant revisions to the proposed Rule published for comment on December 8, 2006
may be required by CDS. Each Participant shall observe and comply with the CREST Documents applicable to the Participant. "CREST Documents" means (a) the agreements entered into, instruments executed, declarations made and acts done (i) by CDS from time to time in respect of CDS's sponsoring membership in ~~CRESTCo~~CREST and (ii) by the ~~CREST Link~~Euroclear UK Direct Participant from time to time in respect of its sponsored membership in ~~CRESTCo~~CREST; and (b) the rules, by-laws, procedures and other requirements of ~~CRESTCo~~Euroclear UK & Ireland from time to time in force. **14.1.5 Conflict** Each Participant acknowledges that CDS, as a member of CREST, must observe and comply with the CREST Documents. In the event that such obligations of CDS conflict with its obligations under the Rules, each Participant acknowledges that CDS must comply with its obligations under the CREST Documents, and such compliance shall not be considered to be a breach by CDS of its obligations under the Rules. **14.1.6 CREST Software** **(a) licence** Pursuant to a licence granted by ~~CRESTCo~~Euroclear UK & Ireland to CDS, CDS will permit each ~~CREST Link~~Euroclear UK Direct Participant to use certain software built by ~~CRESTCo~~Euroclear UK & Ireland (the "CREST Software"), but only for the purpose of using the ~~CREST Link~~Euroclear UK Direct Service. No ~~CREST Link~~Euroclear UK Direct Participant shall: ~~(a)~~(i) rent, lease, sub-license, transfer, loan, copy, modify, adapt, amend, develop, distribute, enhance, assign, merge or translate the whole or any part of the CREST Software; ~~(b)~~(ii) reverse engineer, decompile, disassemble or create derivative works based on the whole or any part of the CREST Software; ~~(c)~~(iii) use, reproduce or deal in the CREST Software in any way; or ~~(d)~~(iv) allow any third parties to load, use, copy or reproduce the CREST Software in any way. This limited licence to use the CREST Software shall terminate when the Participant ceases to be a ~~CREST Link~~Euroclear UK Direct Participant, and the Participant shall then immediately remove all copies of the CREST Software from its systems and return to CDS all copies of the CREST Software and all materials relating to the	(b) the rules, by-laws, procedures and other requirements of Euroclear UK & Ireland from time to time in force. **14.1.5 Conflict** Each Participant acknowledges that CDS, as a member of CREST, must observe and comply with the CREST Documents. In the event that such obligations of CDS conflict with its obligations under the Rules, each Participant acknowledges that CDS must comply with its obligations under the CREST Documents, and such compliance shall not be considered to be a breach by CDS of its obligations under the Rules. **14.1.6 CREST Software** **(a) licence** Pursuant to a licence granted by Euroclear UK & Ireland to CDS, CDS will permit each Euroclear UK Direct Participant to use certain software built by Euroclear UK & Ireland (the "CREST Software"), but only for the purpose of using the Euroclear UK Direct Service. No Euroclear UK Direct Participant shall: (i) rent, lease, sub-license, transfer, loan, copy, modify, adapt, amend, develop, distribute, enhance, assign, merge or translate the whole or any part of the CREST Software; (ii) reverse engineer, decompile, disassemble or create derivative works based on the whole or any part of the CREST Software; (iii) use, reproduce or deal in the CREST Software in any way; or (iv) allow any third parties to load, use, copy or reproduce the CREST Software in any way. This limited licence to use the CREST Software shall terminate when the Participant ceases to be a Euroclear UK Direct Participant, and the Participant shall then immediately remove all copies of the CREST Software from its systems and return to CDS all copies of the CREST Software and all materials relating to the CREST Software. **(b) upgrades** A Euroclear UK Direct Participant (i) will accept upgrades of, or other changes to, the CREST Software as issued by Euroclear UK & Ireland from time to time; (ii) will install, test and accept such upgrades or other changes promptly in accordance with the timetable issued by Euroclear UK & Ireland; and (iii) at all times will load and use only the most recent upgrade or other changes to the CREST Software. **14.1.7 Agents** As required by the CREST Documents, each Euroclear UK Direct Participant will appoint:

Text of CDS Participant Rules marked to reflect non-significant revisions to the proposed Rule published for comment on December 8, 2006	Text CDS Participant Rules reflecting the adoption of non-significant revisions to the proposed Rule published for comment on December 8, 2006
CREST Software. **(b) upgrades** A ~~CREST Link~~Euroclear UK Direct Participant (i) will accept upgrades of, or other changes to, the CREST Software as issued by ~~CRESTCo~~Euroclear UK & Ireland from time to time; (ii) will install, test and accept such upgrades or other changes promptly in accordance with the timetable issued by ~~CRESTCo~~Euroclear UK & Ireland; and (iii) at all times will load and use only the most recent upgrade or other changes to the CREST Software. **14.1.7 Agents** As required by the CREST Documents, each ~~CREST Link~~Euroclear UK Direct Participant will appoint: (a) a CREST settlement bank to make or receive payment for Transactions settled through CREST; and (b) an agent for service to receive legal process in the United Kingdom on its behalf. **14.1.8 Accounts** Pursuant to the CREST Documents, ~~CRESTCo~~Euroclear UK & Ireland maintains accounts for CDS as the sponsoring member of CREST and for the ~~CREST Link~~Euroclear UK Direct Participants as sponsored members of CREST. These accounts are not maintained by CDS, do not form part of the Depository Service, and are not "Accounts" as that term is defined in Rule 1.2.1. **14.1.9 Settlements** CREST Transactions are settled through CREST by the delivery of securities and the making of payment in accordance with the CREST Documents. Using its CREST accounts, each ~~CREST Link~~Euroclear UK Direct Participant may settle Transactions through the facilities of CREST in accordance with the CREST Documents. A ~~CREST Link~~Euroclear UK Direct Participant will not send any instructions regarding an election concerning a right, privilege or benefit attaching to a Security delivered to it through CREST unless it has satisfied any conditions that are required to be met by persons making such an election. **14.1.10 ~~CREST~~ Euroclear UK Direct Charges** Each ~~CREST Link~~Euroclear UK Direct Participant shall pay all ~~CREST~~ Euroclear UK Direct Charges upon notice by CDS. Payment of any ~~CREST~~ Euroclear UK Direct Charges shall be without prejudice to the rights of the ~~CREST Link~~Euroclear UK Direct Participant after the payment to an accounting of the amounts properly owing. "~~CREST~~ Euroclear UK Direct Charges" means all fees, fines, calls, assessments, taxes and other charges that are made, levied, assessed or imposed in respect of the Participant's use of the ~~CREST Link~~Euroclear UK Direct Service,	(a) a CREST settlement bank to make or receive payment for Transactions settled through CREST; and (b) an agent for service to receive legal process in the United Kingdom on its behalf. **14.1.8 Accounts** Pursuant to the CREST Documents, Euroclear UK & Ireland maintains accounts for CDS as the sponsoring member of CREST and for the Euroclear UK Direct Participants as sponsored members of CREST. These accounts are not maintained by CDS, do not form part of the Depository Service, and are not "Accounts" as that term is defined in Rule 1.2.1. **14.1.9 Settlements** CREST Transactions are settled through CREST by the delivery of securities and the making of payment in accordance with the CREST Documents. Using its CREST accounts, each Euroclear UK Direct Participant may settle Transactions through the facilities of CREST in accordance with the CREST Documents. A Euroclear UK Direct Participant will not send any instructions regarding an election concerning a right, privilege or benefit attaching to a Security delivered to it through CREST unless it has satisfied any conditions that are required to be met by persons making such an election. **14.1.10 Euroclear UK Direct Charges** Each Euroclear UK Direct Participant shall pay all Euroclear UK Direct Charges upon notice by CDS. Payment of any Euroclear UK Direct Charges shall be without prejudice to the rights of the Euroclear UK Direct Participant after the payment to an accounting of the amounts properly owing. "Euroclear UK Direct Charges" means all fees, fines, calls, assessments, taxes and other charges that are made, levied, assessed or imposed in respect of the Participant's use of the Euroclear UK Direct Service, including: (a) charges arising from the delivery of Securities to or from the Participant as a result of a CREST settlement; (b) charges imposed by CDS, Euroclear UK & Ireland or any service provider arising from transactions made by the Participant through the Euroclear UK Direct Service, including any penalties assessed by Euroclear UK & Ireland under the CREST Documents; and (c) stamp duty, taxes (except taxes measured by income to which CDS or Euroclear UK & Ireland is beneficially entitled), other governmental charges, and obligations to deduct or withhold taxes on entitlements and

Text of CDS Participant Rules marked to reflect non-significant revisions to the proposed Rule published for comment on December 8, 2006	Text CDS Participant Rules reflecting the adoption of non-significant revisions to the proposed Rule published for comment on December 8, 2006
including: (a) charges arising from the delivery of Securities to or from the Participant as a result of a CREST settlement; (b) charges imposed by CDS, ~~CREST~~CoEuroclear UK & Ireland or any service provider arising from transactions made by the Participant through the ~~CREST Link~~Euroclear UK Direct Service, including any penalties assessed by ~~CREST~~CoEuroclear UK & Ireland under the CREST Documents; and (c) stamp duty, taxes (except taxes measured by income to which CDS or ~~CREST~~CoEuroclear UK & Ireland is beneficially entitled), other governmental charges, and obligations to deduct or withhold taxes on entitlements and other amounts, arising from the delivery of Securities to or from the Participant as a result of a CREST settlement, with all interest and penalties thereon and additions thereto (other than interest, penalties or additions imposed because of the default of CDS). CDS may monitor the ~~CREST~~ Euroclear UK Direct Charges that are or may become payable by CDS on behalf of a ~~CREST Link~~Euroclear UK Direct Participant, and may require the ~~CREST Link~~Euroclear UK Direct Participant to make a prepayment to CDS in respect of such ~~CREST~~ Euroclear UK Direct Charges if CDS considers such prepayment to be necessary or desirable to protect its interests. **14.1.11 Indemnity** Each ~~CREST Link~~Euroclear UK Direct Participant shall indemnify and hold harmless CDS from and against any loss, damage, cost, expense, assessment, penalty, charge, liability or claim (including the reasonable cost of legal counsel to advise on or defend against such claims) suffered or incurred by or made against CDS as a result of the ~~CREST Link~~Euroclear UK Direct Participant's use of the ~~CREST Link~~Euroclear UK Direct Service or the ~~CREST~~ ~~Link~~Euroclear UK Direct Participant's sponsored membership of CREST. If any claim is made against CDS by ~~CREST~~CoEuroclear UK & Ireland or any other Person in connection with the activities of a ~~CREST Link~~Euroclear UK Direct Participant, then upon notice by CDS the Participant shall make arrangements acceptable to CDS either (i) to pay the claim, or (ii) to contest the claim, provided the ~~CREST~~ ~~Link~~Euroclear UK Direct Participant provides CDS with an indemnity in respect of such proceedings, in form and amount acceptable to CDS. If the ~~CREST Link~~Euroclear UK Direct Participant contests the claim, CDS may permit the ~~CREST Link~~Euroclear UK Direct Participant to take proceedings in the name of CDS to contest such claim at the sole risk and expense of the ~~CREST Link~~Euroclear UK Direct Participant.	other amounts, arising from the delivery of Securities to or from the Participant as a result of a CREST settlement, with all interest and penalties thereon and additions thereto (other than interest, penalties or additions imposed because of the default of CDS). CDS may monitor the Euroclear UK Direct Charges that are or may become payable by CDS on behalf of a Euroclear UK Direct Participant, and may require the Euroclear UK Direct Participant to make a prepayment to CDS in respect of such Euroclear UK Direct Charges if CDS considers such prepayment to be necessary or desirable to protect its interests. **14.1.11 Indemnity** Each Euroclear UK Direct Participant shall indemnify and hold harmless CDS from and against any loss, damage, cost, expense, assessment, penalty, charge, liability or claim (including the reasonable cost of legal counsel to advise on or defend against such claims) suffered or incurred by or made against CDS as a result of the Euroclear UK Direct Participant's use of the Euroclear UK Direct Service or the Euroclear UK Direct Participant's sponsored membership of CREST. If any claim is made against CDS by Euroclear UK & Ireland or any other Person in connection with the activities of a Euroclear UK Direct Participant, then upon notice by CDS the Participant shall make arrangements acceptable to CDS either (i) to pay the claim, or (ii) to contest the claim, provided the Euroclear UK Direct Participant provides CDS with an indemnity in respect of such proceedings, in form and amount acceptable to CDS. If the Euroclear UK Direct Participant contests the claim, CDS may permit the Euroclear UK Direct Participant to take proceedings in the name of CDS to contest such claim at the sole risk and expense of the Euroclear UK Direct Participant.

1.3 News Releases

1.3.1 Ontario Securities Commission Will Not Appeal Felderhof Decision

FOR IMMEDIATE RELEASE
August 23, 2007

ONTARIO SECURITIES COMMISSION
WILL NOT APPEAL
FELDERHOF DECISION

TORONTO – The Ontario Securities Commission announced today that having considered the reasons for decision issued July 31, 2007 by The Honourable Mr Justice Peter Hryn of the Ontario Court of Justice, it has decided not to pursue an appeal in R. v. Felderhof.

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

Laurie Gillett
Manager, Public Affairs
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 AiT Advanced Information Technologies Corporation et al.

FOR IMMEDIATE RELEASE
August 23, 2007

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

AND

IN THE MATTER OF

AiT ADVANCED INFORMATION TECHNOLOGIES CORPORATION, BERNARD JUDE ASHE AND DEBORAH WEINSTEIN

TORONTO – The Commission issued an Order on July 26, 2007 scheduling the hearing on the merits for September 5, 6, 7, 10, 11, 12, 17, 19, 20, 21, 26 and 27, 2007.

A copy of the Order dated July 26, 2007 is available at **www.osc.gov.on.ca**.

OFFICE OF THE SECRETARY
JOHN P. STEVENSON
SECRETARY

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

Laurie Gillett
Manager, Public Affairs
416-595-8913

For investor inquiries: OSC Contact Centre
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1.4.2 Limelight Entertainment Inc. et al.

FOR IMMEDIATE RELEASE
August 23, 2007

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

AND

IN THE MATTER OF
LIMELIGHT ENTERTAINMENT INC.,
CARLOS A. DA SILVA, DAVID C. CAMPBELL,
JACOB MOORE AND JOSEPH DANIELS

TORONTO – The Commission issued an Order today scheduling the Hearing to commence on October 1, 2007 at 10:00 a.m. and continue on October 3 and 4, 2007 in the above matter.

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

OFFICE OF THE SECRETARY
JOHN P. STEVENSON
SECRETARY

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Director, Communications
& Public Affairs
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Manager, Public Affairs
416-595-8913

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1.4.3 AiT Advanced Information Technologies Corporation et al.

FOR IMMEDIATE RELEASE
August 24, 2007

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

AND

IN THE MATTER OF
AiT ADVANCED INFORMATION TECHNOLOGIES CORPORATION, BERNARD JUDE ASHE AND DEBORAH WEINSTEIN

TORONTO – The Commission issued an Order in the above noted matter today.

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

OFFICE OF THE SECRETARY
JOHN P. STEVENSON
SECRETARY

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

Laurie Gillett
Manager, Public Affairs
416-595-8913

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

1.4.4 FactorCorp Inc. et al.

FOR IMMEDIATE RELEASE
August 27, 2007

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

AND

IN THE MATTER OF
FACTORCORP INC.,
FACTORCORP FINANCIAL INC.,
AND MARK IVAN TWERDUN

TORONTO – Following a hearing held on August 27, 2007 in the above noted matter, the Panel has ordered that, pursuant to subsection 127(6) and 144 of the Act, the Temporary Order, as varied shall continue for an additional thirty days, expiring on September 27, 2007, unless further extended by the Commission.

A copy of the Temporary Order, is available at **www.osc.gov.on.ca**.

OFFICE OF THE SECRETARY
JOHN P. STEVENSON
SECRETARY

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& Public Affairs
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Laurie Gillett
Manager, Public Affairs
416-595-8913

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

1.4.5 Shane Suman and Monie Rahman

FOR IMMEDIATE RELEASE
August 28, 2007

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

AND

SHANE SUMAN AND MONIE RAHMAN

TORONTO – Following the hearing today, the Commission issued an Order adjourning the above-noted matter to a pre-hearing conference on October 23, 2007 at 2:00 p.m.

A copy of the Order dated August 28, 2007 is available at www.osc.gov.on.ca

OFFICE OF THE SECRETARY
JOHN P. STEVENSON
SECRETARY

For media inquiries: Wendy Dey
Director, Communications
& Public Affairs
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Manager, Public Affairs
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Chapter 2

Decisions, Orders and Rulings

2.1 Decisions

2.1.1 Altamira Investment Services Inc. et al. - MRRS Decision

Headnote

Mutual Reliance Review System for Exemptive Relief Applications – Approval of mutual fund mergers - Approval required because terminating and continuing funds not having substantially similar fundamental investment objectives, certain mergers not being completed as a "qualifying exchange", and current simplified prospectus and financial statements of continuing funds not proposed to be sent to security holders of terminating funds - Approval of current mergers and future mergers granted provided a tailored simplified prospectus is sent and the information circular sent in connection with merger prominently discloses how security holders may obtain the most recent financial statements of the continuing funds.

Applicable Ontario Statutory Provisions

National Instrument 81-102 Mutual Funds, ss. 5.5(1)(b), 5.6.

August 22, 2007

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

AND

IN THE MATTER OF
NATIONAL INSTRUMENT 81-102 MUTUAL FUNDS
(NI 81-102)

AND

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

AND

IN THE MATTER OF
ALTAMIRA INVESTMENT SERVICES INC.
(Altamira)

AND

ALTAMIRA GLOBAL 20 FUND
ALTAMIRA GLOBAL FINANCIAL SERVICES FUND
ALTAMIRA *E-BUSINESS* FUND
ALTAMIRA BIOTECHNOLOGY FUND
ALTAMIRA PRECISION DOW 30 INDEX FUND
ALTAMIRA PRECISION EUROPEAN RSP INDEX FUND
(collectively, the Terminating Funds)

MRRS DECISION DOCUMENT

Background

The local securities regulatory authority or regulator (the **Decision Maker**) in each of the Jurisdictions has received an application from Altamira and the Terminating Funds (collectively, the **Filers**) for a decision under the securities legislation of the Jurisdictions (the **Legislation**) for:

- approval under paragraph 5.5(1)(b) of NI 81-102 of the mergers (the **Current Mergers**) of the Terminating Funds into the applicable Continuing Funds (as defined below) as set out in paragraph 4 below;
- approval under paragraph 5.5(1)(b) of NI 81-102 of any merger, after the date of this decision, of mutual funds managed by Altamira or an affiliate that meet all of the criteria for pre-approval of mergers under section 5.6 of NI 81-102 except for the financial statement delivery requirement and the simplified prospectus delivery requirement of sub-paragraph 5.6(1)(f)(ii) of NI 81-102 (the **Future Mergers**).

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. The following additional terms shall have the following meanings:

Continuing Funds means Altamira Global Value Fund, Altamira Science & Technology Fund, Altamira Health Sciences Fund, Altamira Precision

US RSP Index Fund and Altamira Precision European Index Fund;

Current Simplified Prospectus means the simplified prospectus dated August 31, 2006, as amended by Amendment No. 1 dated May 15, 2007 and Amendment No. 2 dated June 29, 2007, that qualifies the Funds for sale;

Fund or **Funds** means, individually or collectively, the Terminating Funds and the Continuing Funds;

Tax Act means the *Income Tax Act* (Canada).

Representations

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

1. Altamira is a corporation established under the laws of Canada. Altamira is an indirect wholly-owned subsidiary of National Bank of Canada, a public company listed on the Toronto Stock Exchange.

2. Altamira is the manager and trustee of each of the Funds. The head office of Altamira is located in Ontario.

3. Each of the Funds is an open-end mutual fund trust established under the laws of Ontario by a declaration of trust.

4. Altamira intends to reorganize the Funds as follows:

   (a) Altamira Global 20 Fund will be merged into Altamira Global Value Fund;

   (b) Altamira Global Financial Services Fund will be merged into Altamira Global Value Fund;

   (c) Altamira *e-business* Fund will be merged into Altamira Science and Technology Fund;

   (d) Altamira Biotechnology Fund will be merged into Altamira Health Sciences Fund;

   (e) Altamira Precision Dow 30 Index Fund will be merged into Altamira Precision US RSP Index Fund; and

   (f) Altamira Precision European RSP Index Fund will be merged into Altamira Precision European Index Fund.

5. Securities of the Funds are currently qualified for sale by the Current Simplified Prospectus and an annual information form dated August 31, 2006, as amended, which have been filed and accepted in all of the provinces and territories of Canada.

6. Each of the Funds is a reporting issuer under the Legislation of each Jurisdiction and is not on the list of defaulting reporting issuers maintained under the Legislation of the Jurisdictions.

7. Other than circumstances in which the securities regulatory authority of a Jurisdiction has expressly exempted a Fund therefrom, each of the Funds follows the standard investment restrictions and practices established under the Legislation of the Jurisdictions.

8. The net asset value for the mutual fund units of each of the Funds is calculated on a daily basis on each day that the Toronto Stock Exchange is open for business.

9. No sales charges will be payable in connection with the acquisition by a Continuing Fund of the investment portfolio of an applicable Terminating Fund.

10. The portfolios and other assets of each Terminating Fund to be acquired by the applicable Continuing Fund arising from the Current Mergers will be acceptable, on or prior to the effective date of the Current Mergers, to the portfolio advisers of the applicable Continuing Fund and will be consistent with the investment objectives of the applicable Continuing Fund.

11. Unitholders of a Terminating Fund will continue to have the right to redeem units of the Terminating Fund for cash at any time up to the close of business on the business day immediately before the Current Mergers.

12. Amendments to the simplified prospectuses and annual information forms of the Terminating Funds and a material change report were filed via SEDAR on June 29, 2007 with respect to the Current Mergers.

13. A notice of meeting, a management information circular and a proxy in connection with meetings of unitholders (collectively, the **Meeting Materials**) as well as the Part A section and only the pages from the Part B section of the Current Simplified Prospectus that are directly related to the Continuing Fund that relate to that unitholder, will be mailed to unitholders of the Terminating Funds, commencing on or about August 10, 2007, and will be filed via SEDAR.

14. Unitholders of the Terminating Funds will be asked to approve the Current Mergers at meetings to be held on or about September 4, 2007.

15. Each Terminating Fund will merge into the applicable Continuing Fund on or about the close

of business on September 7, 2007 and the Continuing Funds will continue as publicly offered open-end mutual funds governed by the laws of Ontario.

16. Each Terminating Fund will be wound up as soon as reasonably possible following the relevant Current Merger.

17. Altamira will pay for the costs of the Current Mergers. These costs consist mainly of brokerage charges associated with the merger-related trades that occur both before and after the date of the Current Mergers and legal, proxy solicitation, printing, mailing and regulatory fees.

18. Approval of the Current Mergers is required because each Current Merger does not satisfy all of the criteria for pre-approved reorganizations and transfers set out in section 5.6 of NI 81-102 in the following ways:

    (a) contrary to section 5.6(1)(a)(ii) of NI 81-102, a reasonable person may not consider the fundamental investment objectives of the Continuing Funds to be substantially similar to the fundamental investment objectives of the relevant Terminating Fund.;

    (b) contrary to section 5.6(1)(b) of NI 81-102, the mergers of (i) Altamira e-business Fund into Altamira Science and Technology Fund; (ii) Altamira Biotechnology Fund into Altamira Health Sciences Fund; and (iii) Altamira Precision Dow 30 Index Fund into Altamira Precision US RSP Index Fund, will not be completed as a "qualifying exchange" within the meaning of section 132.2 of the Tax Act or a tax-deferred transaction under subsection 85(1), 85.1(1), 86(1) or 87(1) of the Tax Act; and

    (c) contrary to section 5.6(1)(f)(ii) of NI 81-102, the Current Simplified Prospectus and most recent annual and interim financial statements for the Continuing Funds will not be sent to the unitholders of the Terminating Funds but, instead, Altamira will send to each unitholder of a Terminating Fund the following: (i) a management information circular fully describing the relevant merger, which circular will include a statement describing how unitholders can obtain the financial statements, management report of fund performance and annual information form for the relevant Continuing Fund; and (ii) the Part A section and only the pages from the Part B section of the Current Simplified Prospectus that are directly related to the Continuing Fund that relate to that unitholder.

19. The tax implications of the Current Mergers as well as the differences between the Terminating Funds and the Continuing Funds are described in the Meeting Materials so that the unitholders of the Terminating Funds may consider this information before voting on the Current Mergers.

20. Altamira believes that the Current Mergers will benefit unitholders of each Terminating Fund and Continuing Fund for the following reasons:

    (a) unitholders of the applicable Terminating Fund and the Continuing Fund may enjoy increased economies of scale and may experience lower fund operating expenses (which are borne indirectly by unitholders) as part of a larger combined Continuing Fund;

    (b) the Current Mergers will eliminate the administrative and regulatory costs of operating each Terminating Fund as a separate mutual fund;

    (c) each Continuing Fund will have a portfolio of greater value, allowing for increased portfolio diversification opportunities; and

    (d) each Continuing Fund, as a result of its greater size, will benefit from its larger profile in the marketplace.

    In addition, unitholders of the applicable Terminating Fund will acquire units of the Continuing Fund that have a management fee that is equal to or lower than the management fee currently charged to units of the Terminating Fund.

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 Current Mergers and the Future Mergers (collectively, the **Mergers**) are approved, provided that:

(a) the information circular sent to securityholders in connection with a Merger provides sufficient information about the Merger to permit securityholders to make an informed decision about the Merger;

(b) the information circular sent to securityholders in connection with a Merger prominently discloses

that securityholders can obtain the most recent interim and annual financial statements of the applicable continuing fund by accessing the SEDAR website at www.sedar.com, by accessing the Altamira website, by calling Altamira's toll-free telephone number or by faxing a request to Altamira;

(c) upon request by a securityholder for financial statements, Altamira will make best efforts to provide the securityholder with financial statements of the applicable continuing fund in a timely manner so that the securityholder can make an informed decision regarding a Merger;

(d) each applicable terminating fund and the applicable continuing fund with respect to a Merger have an unqualified audit report in respect of their last completed financial period; and

(e) the material sent to securityholders in respect of a Merger includes a tailored simplified prospectus consisting of:

(i) the current Part A section of the simplified prospectus of the applicable continuing fund, and

(ii) only the pages from the current Part B section of the simplified prospectus that are directly related to the continuing fund that relate to that securityholder.

This Decision, as it relates to the jurisdiction of a Decision Maker, will terminate one year after the publication in final form of any legislation or rule of that Decision Maker dealing with matters in paragraph 5.5(1)(b) of NI 81-102.

"Darren McKall"
Acting Director, Investment Funds Branch
Ontario Securities Commission

2.1.2 Newton Capital Management Limited - s. 6.1(1) of NI 31-102 National Registration Database and s. 6.1 of OSC Rule 13-502 Fees

Headnote

Applicant seeking registration as an international adviser is exempted from the electronic funds transfer requirement pursuant to subsection 6.1(1) of National Instrument 31-102 National Registration Database and activity fee contemplated under section 4.1 of Ontario Securities Commission Rule 13-502 Fees is waived in respect of this discretionary relief, subject to certain conditions.

Rules Cited

National Instrument 31-102 National Registration Database (2007) 30 OSCB 5430, s. 6.1.
Ontario Securities Commission Rule 13-502 Fees (2003) 26 OSCB 867, ss. 4.1, 6.1.

August 24, 2007

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

AND

IN THE MATTER OF
NEWTON CAPITAL MANAGEMENT LIMITED

DECISION
(Subsection 6.1(1) of National Instrument 31-102 National Registration Database and Section 6.1 of Ontario Securities Commission Rule 13-502 Fees)

UPON the Director having received the application of Newton Capital Management Limited (the **Applicant**) for an order pursuant to subsection 6.1(1) of National Instrument 31-102 *National Registration Database* (**NI 31-102**) granting the Applicant relief from the electronic funds transfer requirement contemplated under NI 31-102 and for relief from the activity fee requirement contemplated under section 4.1 of Ontario Securities Commission Rule 13-502 *Fees* (**Rule 13-502**) in respect of this discretionary relief;

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 Director as follows:

1. The Applicant is incorporated under the laws of England and Wales. The Applicant's head office is located in London, England. The Applicant is currently register in the United Kingdom and the United States under the categories of investment manager and investment adviser. The Applicant's primary regulator is the Financial Services Authority.

2. The nature of the Applicant's business is investment management. The Applicant is not registered in any other Canadian Securities Administers (**CSA**) jurisdiction and is not registered in another category to which the EFT Requirement applies.

3. NI 31-102 requires that all registrants in Canada enrol with CDS Inc. (**CDS**) and use the national registration database (**NRD**) to complete certain registration filings. As part of the enrolment process, registrants are required to open an account with a member of the Canadian Payments Association from which fees may be paid with respect to NRD by electronic pre-authorized debit (**the electronic funds transfer requirement or EFT Requirement**).

4. The Applicant would incur significant costs to set up a Canadian based bank account for purposes of fulfilling the EFT Requirement.

5. The Applicant confirms that it does not intend to register in another category to which the EFT Requirement applies and that Ontario is the only jurisdiction in which it is seeking registration

6. Staff of the Canadian Securities Administrators has indicated that, with respect to applications from international dealers and international advisers (or applicants in equivalent categories of registration) for relief from the EFT Requirement, it is prepared to recommend waiving the fee normally required to accompany applications for discretionary relief (**the Application Fee**).

7. For Ontario registrants, the requirement for payment of the Application Fee is set out in section 4.1 of Rule 13-502.

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

IT IS THE DECISION of the Director, pursuant to subsection 6.1(1) of NI 31-102 that the Applicant is granted relief from the EFT Requirement for so long as the Applicant:

A. makes acceptable alternative arrangements with CDS for the payment of NRD fees and makes such payment within 10 business days of the date of the NRD filing or payment due date;

B. pays its participation fee under the Act to the Commission by cheque, draft, money order or other acceptable means at the time of filing its application for annual renewal, which shall be no later than the first day of December in each year;

C. pays any applicable activity fees, or other fees that the Act requires it to pay to the Commission, by cheque, draft, money order or other acceptable means at the appropriate time; and

D. is not registered in any other Canadian jurisdiction in another category to which the EFT Requirement applies;

PROVIDED THAT the Applicant submits a similar application in any other Canadian jurisdiction where it becomes registered as an international dealer or international adviser or in an equivalent registration category;

AND IT IS THE FURTHER DECISION of the Director, pursuant to section 6.1 of Rule 13-502, that the Application Fee will be waived in respect of the application for this Decision.

"David M. Gilkes"
Manager, Registrant Regulation

2.1.3 Van Houtte Inc. - s. 1(10)

Headnote

Mutual Reliance Review System for Exemptive Relief Applications – application for an order that the issuer is not a reporting issuer.

Ontario Statutes

Securities Act, R.S.O. 1990, c. S.5, as am., s. 1(10).

Montréal

August 14, 2007

Stikeman Elliott LLP
1155 René-Lévesque Blvd. West
40th Floor
Montréal, Québec
H3B 3V2

Attention: Mr. Éric Lévesque

Dear Mr. Lévesque,

Re: Van Houtte Inc. (the "Applicant") - Application to Cease to be a Reporting Issuer under the securities legislation of Alberta, Saskatchewan, Manitoba, Ontario, Quebec, Nova Scotia, New Brunswick, Newfoundland and Labrador ("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.

Benoit Dionne
Le Chef du Service du financement des sociétés

2.1.4 DPL Trust - s. 1(10)

Headnote

Mutual Reliance Review System for Exemptive Relief Applications – application for an order that the issuer is not a reporting issuer.

Ontario Statutes

Securities Act, R.S.O. 1990, c. S.5, as am., s. 1(10).

August 27, 2007

McCarthy Tétrault LLP
Box 48, Suite 4700
Toronto Dominion Bank Tower
Toronto, ON M5K 1E6

Attention: K. Michael McConnell

Dear Sirs/Mesdames:

Re: DPL Trust (the "Applicant") – application for an order not to be a reporting issuer under the securities legislation of Ontario, Alberta, Saskatchewan, Manitoba, Quebec, Nova Scotia, Prince Edward Island, 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 not 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 not to be a reporting issuer in all of the Jurisdictions in which it is currently a reporting issuer; and
- the Applicant is not in default 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 not a reporting issuer.

"Jo-Anne Matear"
Assistant Manager, Corporate Finance
Ontario Securities Commission

2.1.5 Canetic Resources Trust et al. - MRRS Decision

Headnote

Mutual Reliance Review System for Exemptive Relief Applications –- Application for exemptive relief to permit issuer and underwriter, acting as agent, to make "at-the-market" prospectus distributions (ATM distributions) to purchasers through facilities of Toronto Stock Exchange (TSX) -- issuer proposing to enter into equity distribution agreement with agent and U.S. agent relating to ATM distributions through TSX and through a U.S. exchange -- ATM distributions to be made pursuant to shelf prospectus procedures in Part 9 of NI 44-102 Shelf Distributions -- issuer will issue a press release and file agreement on SEDAR -- issuer will file in connection with ATM distribution (i) a shelf prospectus in the jurisdictions, (ii) a registration statement on Form F-10 with the SEC under the multijurisdictional disclosure system, and (iii) a prospectus supplement describing terms of equity distribution agreement -- prospectus qualifies distribution of securities by issuer to purchasers who purchase securities from the issuer pursuant to an ATM distribution -- application made in all jurisdictions as equity distribution agreement may result in sales by issuer to purchasers resident in all jurisdictions -- application for relief from prospectus delivery requirement in subsection 71(1) of the Securities Act (Ontario) (the Act) and relief from certain prospectus form requirements (including requirements which prescribe language describing purchasers' statutory rights) -- delivery of prospectus not practicable in circumstances of an ATM distribution as agent will generally be unaware of identity of purchasers -- ATM distribution model premised on concept of "constructive delivery" (access equals delivery) of prospectus to purchasers as a result of filing of prospectus on SEDAR -- relief from prospectus delivery requirement has effect of removing two-day right of withdrawal in subsection 71(2) of the Act and remedies of rescission or damages for non-delivery of the prospectus in 133 of the Act -- remedies a purchaser of securities may have against issuer or agent for rescission or damages if prospectus contains a misrepresentation remain unaffected by non-delivery of prospectus and the MRRS decision -- relief granted on certain terms and conditions including:

- issuer may issue and sell securities in an amount not to exceed 10% of aggregate market value of outstanding securities in accordance with restrictions contained in Part 9 of NI 44-102;
- number of securities sold on TSX pursuant to ATM distribution on any trading day may not exceed 25 per cent of the trading volume of the securities on the TSX on that day;
- prospectus certificate language modified to ensure that, at the time of each sale of securities pursuant to an ATM distribution, prospectus will contain full, true and plain disclosure of all material facts relating to the issuer and securities being distributed;
- agent is registered as an investment dealer in all jurisdictions and will sign prospectus certificate;
- issuer will file on SEDAR a report disclosing number and average price of securities distributed over TSX by issuer pursuant to the prospectus filed in connection with ATM distribution as well as gross proceeds, commission and net proceeds within seven calendar days after end of month with respect to sales during prior month;
- issuer will also disclose number and average price of securities sold under the ATM distribution as well as gross proceeds, commission and net proceeds in the ordinary course in its annual and interim financial statements and MD&A filed on SEDAR;
- prospectus will contain language clearly describing impact of decision on purchasers' statutory rights; and
- decision will terminate 25 months after the issuance of a receipt for the shelf prospectus.

Applicable Ontario Statutory Provisions

Securities Act, R.S.O. 1990, c. S.5, as am., ss. 71(1), 71(2), 133, 147.

Applicable Ontario Rules

National Instrument 44-101 Short Form Prospectus Distributions, Part 8; and Item 20 of Form 44-101F1.

National Instrument 44-102 Shelf Distributions, Part 9; and s. 1.1 of Appendix A.

Citation: Canetic Resources Trust, 2007 ABASC 491

July 24, 2007

IN THE MATTER OF
THE SECURITIES LEGISLATION OF
ALBERTA, ONTARIO, BRITISH COLUMBIA, SASKATCHEWAN, MANITOBA, QUÉBEC, NEW BRUNSWICK, NOVA SCOTIA, PRINCE EDWARD ISLAND 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
CANETIC RESOURCES TRUST (the Issuer),
SG AMERICAS SECURITIES, LLC (SGAS),
FIRSTENERGY CAPITAL CORP.
(FCC and together with
SGAS, the Agents), FIMAT CANADA INC. (FIMAT and together with the Issuer and the Agents, the Filers)

MRRS DECISION DOCUMENT

Background

1. The local securities regulatory authority or regulator (the **Decision Maker**) in each of the Jurisdictions has received an application (the **Application**):

   (a) from FCC and FIMAT for a decision under the securities legislation in each Jurisdiction (the **Legislation**) that the requirement that a dealer not acting as agent of the purchaser who receives an order or subscription for a security offered in a distribution to which the prospectus requirement applies deliver to the purchaser or its agent the latest prospectus and any amendment to the prospectus (the **Prospectus Delivery Requirement**), does not apply to FCC or FIMAT or any other Toronto Stock Exchange (**TSX**) participating organization retained by FCC to act as selling agent for FCC (FIMAT and such other TSX participation organization, a **FCC Selling Agent**) in connection with the at-the-market distribution (the **ATM Distribution**) as defined in National Instrument 44-102 *Shelf Distributions* (**NI 44-102**) made by the Issuer pursuant to the Equity Distribution Agreement (as defined below);

   (b) from the Issuer for a decision under the Legislation in each Jurisdiction that the requirement to include in a prospectus:

      (i) a certificate of the Issuer in the form specified in section 1.1 of Appendix A to NI 44-102; and

      (ii) the statement respecting purchasers' statutory rights of withdrawal and remedies of rescission or damages in the form prescribed by item 20 of Form 44-101F1;

   (the **Prospectus Form Requirements**) do not apply to a prospectus filed in connection with the ATM Distribution; and

   (c) from the Filers for a decision under the Legislation in each Jurisdiction that the application and this decision (the **Confidential Material**) be kept confidential and not be made public until the earlier of: (i) the date on which the Issuer enters into the Equity Distribution Agreement; (ii) the date the Filers advise the Decision Makers that there is no longer any need for the application and this decision to remain confidential; and (iii) the date that is 90 days after the date of this decision.

2. Under the Mutual Reliance Review System for Exemptive Relief Applications:

   (a) the Alberta Securities Commission (the **Commission**) is the principal regulator for the application; and

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

Interpretation

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

Representations

The Issuer

4. The Issuer is an open-end unincorporated trust established under the laws of the Province of Alberta. The principal office of the Issuer is located in Calgary, Alberta.

5. The Issuer owns, directly or indirectly, all of the outstanding common shares of Canetic Resources Inc., a corporation incorporated under the *Business Corporations Act* (Alberta).

6. The Issuer is a reporting issuer or the equivalent under the Legislation of each Jurisdiction and is in compliance in all material respects with the applicable requirements of the Legislation.

7. Trust units (**Units**) of the Issuer are listed on the TSX and the New York Stock Exchange (**NYSE**).

The Agents

8. Société Générale is a French limited liability company (**Société Anonyme**), registered in France and having the status of a bank. Société Générale is the most important constituent entity of the Société Générale Group (the **Group**). SGAS, a limited liability company formed under the laws of the State of Delaware, is a broker-dealer registered with the SEC under the 1934 Act and a member of the National Association of Securities Dealers, Inc. SGAS is part of the

corporate and investment banking arm of the Group.

9. FCC is based in Calgary, Alberta and is registered as an investment dealer under the Legislation of all of the Jurisdictions.

10. FIMAT Canada Inc. (**FIMAT**), a wholly owned subsidiary of Société Générale, is registered in Ontario as an investment dealer and futures commission merchant and is also a TSX participating organization.

Proposed ATM Distribution

11. The Issuer is proposing to enter into an equity distribution agreement (the **Equity Distribution Agreement**) with the Agents relating to an ATM Distribution by the Issuer pursuant to the shelf prospectus procedures prescribed by Part 9 of NI 44-102.

12. Prior to making an ATM Distribution, the Issuer will have filed in connection with the ATM Distribution (i) a shelf prospectus (the **Shelf Prospectus**) in the Jurisdictions, (ii) a registration statement on Form F-10 with the SEC under the multijurisdictional disclosure system, and (iii) a prospectus supplement describing the terms of the Equity Distribution Agreement (the **Prospectus Supplement**), both in the Jurisdictions and with the SEC.

13. The Issuer will issue a press release regarding entering into the Equity Distribution Agreement and file the agreement on SEDAR. The press release will indicate that the Shelf Prospectus and Prospectus Supplement have been filed on SEDAR and specify where and how purchasers may obtain a copy. A copy of the press release will also be posted on the Issuer's website.

14. Under the proposed Equity Distribution Agreement the Issuer may issue and sell Units in an amount not to exceed 10% of the aggregate market value of the outstanding Units calculated in accordance with Section 9.2 of NI 44-102.

15. The Agents will, in turn, sell Units through methods constituting an ATM Distribution, including sales made on the TSX through FCC, as underwriter, directly or through a FCC Selling Agent and directly on NYSE through SGAS as underwriter.

16. FCC will act as sole underwriter on behalf of the Issuer in connection with the sale of the Units on the TSX and will be the sole entity paid an underwriting fee or commission by the Issuer in connection with such sales. FCC will sign an underwriter's certificate in the Prospectus Supplement filed on SEDAR. FCC will effect the ATM Distributions on the TSX either itself or through a FCC Selling Agent. If the sales are effected through a FCC Selling Agent, FCC will pay the FCC Selling Agent a customary seller's commission for effecting the trades on its behalf. A purchaser's rights and remedies under the Legislation against FCC as underwriter of an ATM Distribution through the TSX will not be affected by a decision to effect the sale directly or through a FCC Selling Agent.

17. The number of Units sold on the TSX pursuant to the ATM Distribution on any trading day will not exceed 25 per cent of the trading volume of the Units on the TSX on that day.

18. The Equity Distribution Agreement provides that at the time of each sale of Units pursuant to an ATM Distribution, the Issuer will make a representation to the Agents that the prospectus contains full, true and plain disclosure of all material facts relating to the Issuer and the Units being distributed. The Issuer would therefore be unable to proceed with sales pursuant to an ATM Distribution when it is in possession of undisclosed information that would constitute a material fact or a material change in respect of the Units.

19. If after the Issuer delivers a sell notice to the Agents, the sale of Units specified in the notice, taking into consideration prior sales, would constitute a material fact, the Issuer would have to suspend sales under the Equity Distribution Agreement until either: (i) it had filed a material change report or amended the prospectus; or (ii) circumstances had changed so that the sales would no longer constitute a material fact or material change.

20. In determining whether the sale of the number of Units specified in the sell notice would constitute a material fact or material change, the Issuer will take into account a number of factors, including, without limitation: (i) the parameters of the sell notice including the number of Units proposed to be sold; (ii) the percentage of the outstanding Units of that class that number represents; (iii) trading volume and volatility of securities of that class; (iv) recent developments in the business, affairs and capital structure of the Issuer; and (v) prevailing market conditions generally.

21. In addition, SGAS will monitor closely the market's reaction to trades made under the ATM Distribution in order to evaluate the likely market impact of future trades. SGAS has experience and expertise in managing sell orders to limit downward pressure on the stock price. If SGAS has concerns as to whether a particular sell order placed by the Issuer may have a significant effect on the market price of the Units, SGAS will recommend against effecting the trade at that time. It is in the interest of both the Issuer and the

Agents to minimize the market impact of sales under the ATM Distribution.

22. The underwriter's certificate signed by FCC included in the Prospectus Supplement will be in the form prescribed by section 2.2 of Appendix B to NI 44-102.

Prospectus Delivery Requirement

23. Pursuant to the Prospectus Delivery Requirement, a dealer effecting the trade of Units on the TSX on behalf of the Issuer as part of an ATM Distribution is required to deliver a prospectus to all investors who purchase such securities on the TSX.

24. The delivery of a prospectus is not practicable in the circumstances of an ATM Distribution as neither FCC or a FCC Selling Agent effecting the trade will know the identity of the purchasers.

25. A purchaser is deemed to have relied upon a misrepresentation if it was a misrepresentation at the time of purchase.

Withdrawal Right

26. Pursuant to the Legislation, an agreement to purchase securities is not binding on the purchaser if a dealer receives, not later than midnight on the second day exclusive of Saturdays, Sundays and holidays, after receipt by the purchaser of the latest prospectus or any amendment to the prospectus, a notice in writing that the purchaser does not intend to be bound by the agreement of purchase (the **Withdrawal Right**).

27. The Withdrawal Right is not workable in the context of an ATM Distribution because the prospectus will not be delivered.

Right of Rescission or Damages for Non-Delivery

28. Pursuant to the Legislation, a purchaser of securities has a right of rescission or damages against a dealer for non-delivery of the prospectus (the **Right of Action for Non-Delivery**).

29. The Right of Action for Non-Delivery is not workable in the context of an ATM Distribution because the prospectus will not be delivered.

Disclosure of Securities Sold in ATM Distribution

30. The Issuer will file on SEDAR a report disclosing the number and average price of Units distributed over the TSX by the Issuer pursuant to the prospectus filed in connection with the ATM Distribution as well as gross proceeds, commission and net proceeds within seven calendar days after the end of the month with respect to sales during the prior month.

31. The Issuer will also disclose the number and average price of Units sold under the ATM Distribution as well as gross proceeds, commission and net proceeds in the ordinary course in its annual and interim financial statements and MD&A filed on SEDAR.

Prospectus Form Requirements

32. Exemptive relief from the Prospectus Form Requirements for the Issuer's forward-looking certificate in the base Shelf Prospectus is required to reflect that no pricing supplement will be filed subsequent to the Prospectus Supplement. Accordingly, the certificate prescribed by the Prospectus Form Requirements will be deleted and the following substituted therefore:

> This short form prospectus, as supplemented, together with the documents incorporated in this prospectus by reference, will as of the date of distribution of the securities offered by this prospectus and the supplement(s), constitute full, true and plain disclosure of all material facts relating to the securities offered by this prospectus and the supplement(s) as required by the securities legislation of each Jurisdiction other than Quebec. For the purpose of the Province of Quebec, this simplified prospectus, together with documents incorporated herein by reference and as supplemented by the permanent information record, will contain no misrepresentation that is likely to affect the value or the market price of the securities to be distributed.

33. Exemptive relief from the Prospectus Form Requirements is required to reflect the relief from the Prospectus Delivery Requirement. Accordingly, the language prescribed by the Prospectus Form Requirements will be deleted and the following substituted therefore:

> Securities legislation in the Jurisdictions provides purchasers with the right to withdraw from an agreement to purchase securities and with remedies for rescission or damages if the prospectus, prospectus supplements relating to securities purchased by a purchaser and any amendment are not delivered to the purchaser, provided that the remedies are exercised by the purchaser within the time limit prescribed by securities legislation. However, purchasers of Units under the Issuer's at-the-market distribution will not have any right to withdraw from an agreement to purchase the Units and will not have remedies of rescission or damages for non-delivery of

the Prospectus because the Prospectus relating to Units purchased by such purchaser will not be delivered as permitted under an MRRS decision document dated ·, 2007.

Securities legislation in the Jurisdictions also provides purchasers with remedies for rescission or damages if the prospectus, prospectus supplements relating to securities purchased by a purchaser and any amendment contain a misrepresentation, provided that the remedies are exercised by the purchaser within the time limit prescribed by securities legislation. Any remedies under securities legislation in the Jurisdictions that a purchaser of Units under the Issuer's at-the-market distribution may have against the Issuer or the Agent for rescission or damages if the prospectus, prospectus supplements relating to securities purchased by a purchaser and any amendment contain a misrepresentation remain unaffected by the non-delivery of the Prospectus and the MRRS decision referred to above.

Purchasers should refer to the applicable provisions of the securities legislation and the MRRS decision document referred to above for the particulars of their rights or consult with a legal adviser.

Decisions

34. Each of the Decision Makers is satisfied that the test contained in the Legislation that provides the Decision Makers with the jurisdiction to make the decisions has been met.

35. The decision of the Decision Makers under the Legislation is that:

(a) provided that the disclosure described in sections 30, 32 and 33 is made, the Prospectus Form Requirements do not apply in all Jurisdictions to the prospectus of the Issuer filed in connection with the ATM Distribution;

(b) provided that the representations in sections 13, 15, 16 and 17 are complied with, FCC and each FCC Selling Agent are exempt from the Prospectus Delivery Requirement in all Jurisdictions and, as a result, the Withdrawal Right and the Right of Action for Non-Delivery will not apply to the ATM Distribution in all Jurisdictions;

(c) the Confidential Materials will be kept confidential and not be made public until the earlier of: (i) the date on which the Issuer enters into an Equity Distribution Agreement with the Agents; (ii) the date the Filers advise the Decision Makers that there is no longer any need for the Application and this decision to remain confidential; and (iii) the date that is 90 days after the date of this decision; and

(d) this decision will terminate 25 months after the issuance of a receipt for the Shelf Prospectus by the Jurisdictions.

"Glenda A. Campbell, QC"
Alberta Securities Commission

"Stephen R. Murison"
Alberta Securities Commission

2.1.6 AXA S.A. - MRRS Decision

Headnote

Mutual Reliance Review System for Exemptive Relief Applications – Application for relief from prospectus and dealer registration requirements in respect of certain trades in units of an employee savings fund made pursuant to a classic offering and a leveraged offering by French issuer – Relief from prospectus and dealer registration requirements upon the redemption of units for shares of the issuer – Relief from the registration and prospectus requirements granted in respect of first trade of units or shares where such trade is made through the facilities of a stock exchange outside of Canada – Relief granted to the manager of the fund from the adviser registration requirement.

Applicable Ontario Statutory Provisions

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

Rules

National Instrument 45-102 - Resale of Securities.
National Instrument 45-106 - Prospectus and Registration Exemptions.

Translation

August 16, 2007

IN THE MATTER OF
THE SECURITIES LEGISLATION OF
BRITISH COLUMBIA, ALBERTA, MANITOBA,
ONTARIO, QUÉBEC, 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
AXA S.A. (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 Filer for a decision under the securities legislation of the Jurisdictions (the "Legislation") for:

1. an exemption from the prospectus requirements of the Legislation (the "Prospectus Relief") so that such requirements do not apply to:

   (a) trades in units ("Units") of;

      (i) AXA Shareplan Direct Global (the "Principal Classic Compartment"), a compartment of Shareplan AXA Direct Global (the "Fund") which is a collective shareholding vehicle of a type commonly used in France for the conservation of shares held by employee-investors;

      (ii) AXA Action Relais Global 2007 (the "Temporary Classic Fund" and, together with the Fund, the "Funds"), another collective shareholding vehicle which will merge with the Principal Classic Compartment following the Employee Share Offering (as defined below) as further described in paragraph 0; and

      (iii) AXA Plan 2007 Global (the "Leveraged Compartment"), a compartment of the Fund,

   (the Principal Classic Compartment, the Temporary Classic Fund and the Leveraged Compartment, collectively, the "Compartments") made pursuant to the Employee Share Offering (as defined below) to or with Qualifying Employees (as defined below) resident in the Jurisdictions who elect to participate in the Employee Share Offering (the "Canadian Participants");

   (b) trades of ordinary shares of the Filer (the "Shares") by the Compartments to Canadian Participants upon the redemption of Units by Canadian Participants, nor the issuance of Units of the Principal Classic Compartment to holders of Leveraged Compartment Units upon the transfer of any assets of the Leveraged Compartment to the Principal Classic Compartment at the end of the Lock-Up Period (as defined below);

2. an exemption from the dealer registration requirements of the Legislation (the "Registration Relief") so that such requirements do not apply to:

   (a) trades in Units of the Temporary Classic Fund or the Principal Classic Compartment made pursuant to the Employee Share Offering to or with Canadian Participants;

(b) trades in Units of the Leveraged Compartment made pursuant to the Employee Share Offering to or with Canadian Participants not resident in Ontario or Manitoba;

(c) trades of Shares by the Compartments to Canadian Participants upon the redemption of Units by Canadian Participants; and

(d) the issuance of Units of the Principal Classic Compartment to holders of Leveraged Compartment Units upon the transfer of any assets of the Leveraged Compartment to the Principal Classic Compartment at the end of the Lock-Up Period (as defined below);

3. an exemption from the adviser registration requirements and dealer registration requirements of the Legislation so that such requirements do not apply to the manager of the Funds, AXA Investment Managers Paris (the "Manager") to the extent that its activities described in paragraphs 0 and 0 hereof require compliance with the adviser registration requirements and dealer registration requirements (collectively, with the Prospectus Relief and the Registration Relief, the "Initial Requested Relief"); and

4. an exemption from the prospectus requirements of the Legislation and the dealer registration requirements of the Legislation so that such requirements do not apply to the first trade in any Units or Shares acquired by Canadian Participants under the Employee Share Offering (the "First Trade Relief").

Under the Mutual Reliance Review System for Exemptive Relief Applications

(a) the Autorité des marchés financiers 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 or in the Autorité des marchés financiers' Notice 14-101 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 Filer:

1. The Filer is a corporation formed under the laws of France. It is not and has no intention of becoming a reporting issuer (or equivalent) under the Legislation. The Shares are listed on Euronext Paris and on the New York Stock Exchange (in the form of American Depositary Receipts).

2. The Filer carries on business in Canada through the following affiliated companies: AXA Assurances Inc., AXA Canada Inc., AXA Insurance (Canada), AXA Pacific Insurance Company, AXA Assistance Canada Inc. and Anthony Insurance Inc. (the "Canadian Affiliates", together with the Filer and other affiliates of the Filer, the "AXA Group"). Each of the Canadian Affiliates is a direct or indirect controlled subsidiary of the Filer and is not, and has no intention of becoming, a reporting issuer (or equivalent) under the Legislation.

3. The Filer offers for subscription Shares to employees of the AXA Group within the frame of its employee savings plan (the "Employee Share Offering"). The Employee Share Offering is comprised of two subscription options: (i) an offering of Shares to be subscribed through the Temporary Classic Fund, which will be merged with the Principal Classic Compartment after completion of the Employee Share Offering (the "Classic Plan"); and (ii) an offering of Shares to be subscribed through the Leveraged Compartment (the "Leveraged Plan").

4. Only persons who are employees of a member of the AXA Group at the time of the Employee Share Offering and who have a seniority of a minimum of three months of continuous employment as at such time (the "Employees"), as well as persons who have retired from Canadian Affiliates of the AXA Group and who continue to hold units in collective shareholding vehicles in connection with previous Employee Share Offerings of the Filer (the "Retired Employees"), and together with the Employees (the "Qualifying Employees") will be invited to participate in the Employee Share Offering.

5. The Compartments were established for the purpose of implementing the Employee Share Offering.

6. The Compartments are not and have no intention of becoming reporting issuers (or the equivalent) under the Legislation.

7. The Funds are collective shareholding vehicles (fonds communs de placement d'entreprise or "FCPEs") of a type commonly used in France for the conservation or custodianship of shares held by employee investors. The Principal Classic Compartment has been registered with and approved by the Autorité des marchés financiers in France (the "French AMF"). The Temporary Classic Fund and the Leveraged Compartment will be registered and approved by the French AMF prior to the commencement of the Employee

Share Offering. Only Qualifying Employees will be allowed to hold Units of the Compartments in an amount proportionate to their respective investments in the Compartments.

8. Under French law, all Units acquired in the Employee Share Offering will be subject to a hold period of approximately five years (the "Lock-Up Period"), subject to certain exceptions prescribed by French law (such as a release on death or termination of employment).

9. Under the Classic Plan, at the end of the Lock-Up Period or in the event of an early redemption resulting from the Canadian Participant exercising one of the exceptions to the Lock-Up Period prescribed by French law, a Canadian Participant may (i) redeem Units in the Principal Classic Compartment for a cash payment equal to the then market value of the Shares, or (ii) continue to hold Units in the Principal Classic Compartment and redeem those Units at a later date.

10. Under the Classic Plan, Canadian Participants will initially be issued Units in the Temporary Classic Fund, which will subscribe for Shares on behalf of the Canadian Participants at a subscription price that is equal to the average of the opening price of the Shares on the 20 business days preceding the date of fixing of the subscription price by the President of the management board of the Filer (the "Reference Price"), less a 20% discount (the "Subscription Price").

11. The Shares will be held in the Temporary Classic Fund and the Canadian Participant will receive Units in the Temporary Classic Fund.

12. After completion of the Employee Share Offering, the Temporary Classic Fund will be merged with the Principal Classic Compartment (subject to the French AMF's approval). Units of the Temporary Classic Fund held by Canadian Participants will be replaced with Units of the Principal Classic Compartment on a pro rata basis and the Shares subscribed for under the Employee Share Offering will be held in the Principal Classic Compartment (the "Merger"). The term "Classic Compartment" used herein means, prior to the Merger, the Temporary Classic Fund, and following the Merger, the Principal Classic Compartment.

13. Dividends paid on the Shares held in the Classic Compartment will be contributed to the Classic Compartment and used to purchase additional Shares. To reflect this reinvestment, no additional Units (or fractions thereof) of the Classic Compartment will be issued to participants; the net asset value of Units of the Classic Compartment will be increased to reflect this dividend reinvestment.

14. Under the Leveraged Plan, Canadian Participants will subscribe for Units in the Leveraged Compartment, and the Leveraged Compartment will then subscribe for Shares using the Employee Contribution (as described below) and certain financing made available by BNP Paribas (the "Bank"), which is governed by the laws of France.

15. Canadian Participants in the Leveraged Plan receive a 14.25% discount on the Reference Price. Under the Leveraged Plan, the Canadian Participants effectively receive a share appreciation potential entitlement in the increase in value, if any, of the Shares financed by the Bank Contribution (described below).

16. Participation in the Leveraged Plan represents a potential opportunity for Qualifying Employees to obtain significantly higher gains than would be available through participation in the Classic Plan, by virtue of the Qualifying Employee's indirect participation in a financing arrangement involving a swap agreement (the "Swap Agreement") between the Leveraged Compartment and the Bank. In economic terms, the Swap Agreement effectively involves the following exchange of payments: for each Share which may be subscribed for by the Qualifying Employee's contribution (the "Employee Contribution") under the Leveraged Plan at the Reference Price less the 14.25% discount, the Bank will lend to the Leveraged Compartment (on behalf of the Canadian Participant) an amount sufficient to enable the Leveraged Compartment (on behalf of the Canadian Participant) to subscribe for an additional 9 Shares (the "Bank Contribution") at the Reference Price less the 14.25% discount.

17. Under the terms of the Swap Agreement, at the end of the Lock-Up Period (the "Settlement Date"), the Leveraged Compartment will owe to the Bank an amount equal to the market value of the Shares held in the Leveraged Compartment, less

    (i) 100% of the Employee Contributions; and

    (ii) an amount equal to approximately 75% of the positive difference, if any, between (a) the average of the Share price on the 26 Wednesdays preceding the Settlement Date of such Shares and (b) the Reference Price (the "Appreciation Amount").

18. If, at the Settlement Date, the market value of the Shares held in the Leveraged Compartment is less than 100% of the Employee Contributions, the Bank will, pursuant to a guarantee agreement, make a cash contribution to the Leveraged Compartment to make up any shortfall.

19. At the end of the Lock-Up Period, the Swap Agreement will terminate after the making of final swap payments and (i) a Canadian Participant may, within a specified time, elect to redeem his or her Leveraged Compartment Units for a payment of an amount equal to the value of the Canadian Participant's Employee Contribution and the Canadian Participant's portion of the Appreciation Amount, if any, to be settled, at the choice of the Canadian Participant, by delivery of such number of Shares equal to such amount or the cash equivalent of such amount to the Canadian Participant (the "Redemption Formula"); or (ii) if a Canadian Participant does not redeem his or her Units in the Leveraged Compartment within a specified time after the expiration of the Lock-Up Period, his or her investment in the Leveraged Compartment will be transferred to the Principal Classic Compartment. New Units of the Principal Classic Compartment will be issued to the applicable Canadian Participants in recognition of the assets transferred to the Principal Classic Compartment. The Canadian Participants may redeem the new Units whenever they wish. However, following a transfer to the Principal Classic Compartment, the Employee Contribution and the Appreciation Amount will not be covered by the Swap Agreement or time.

20. Under no circumstances will a Canadian Participant in the Leveraged Compartment be entitled to receive less than 100% of his or her Employee Contribution at the end of the Lock-Up Period, nor be liable for any other amounts.

21. Under French law, each Fund, as a FCPE is a limited liability entity. Each Compartment's portfolio will consist exclusively of Shares of the Filer and, in the case of the Classic Compartment, from time to time, cash in respect of dividends paid on the Shares which will be reinvested in Shares. The Leveraged Compartment's portfolio will also include the Swap Agreement. From time to time, either portfolio may include cash or cash equivalents that the Compartments may hold pending investments in Shares and for purposes of Unit redemptions. The risk statement provided to Canadian Participants will confirm that, under no circumstances, will a Canadian Participant in the Leveraged Plan be liable to any of the Leveraged Compartment, the Bank or the Filer for any amounts in excess of his or her Employee Contribution under the Leveraged Plan.

22. During the term of the Swap Agreement, dividends paid on the Shares held in the Leveraged Compartment will be remitted to the Leveraged Compartment, and the Leveraged Compartment will remit an equivalent amount to the Bank as partial consideration for the obligations assumed by the Bank under the Swap Agreement.

23. For Canadian federal income tax purposes, the Canadian Participants in the Leveraged Compartment should be deemed to receive all dividends paid on the Shares financed by either the Employee Contribution or the Bank Contribution, at the time such dividends are paid to the Leveraged Compartment, notwithstanding the actual non-receipt of the dividends by the Canadian Participants by virtue of the terms of the Swap Agreement. Consequently, Canadian Participants will be required to fund the tax liabilities associated with the dividends from their own resources.

24. The declaration of dividends on the Shares remains at the sole discretion of the board of directors of the Filer. The Filer has not made any commitment to the Bank as to any minimum payment in respect of dividends.

25. To respond to the fact that, at the time of the initial investment decision relating to participation in the Leveraged Plan, Canadian Participants will be unable to quantify their potential income tax liability resulting from such participation, the Filer or the Canadian Affiliates will indemnify each Canadian Participant in the Leveraged Plan for all tax costs to the Canadian Participants associated with the payment of dividends in excess of a specified amount of euros per Share during the Lock-Up Period such that, in all cases, a Canadian Participant will, at the time of the original investment decision, be able to determine his or her maximum tax liability in connection with dividends received by the Leveraged Compartment on his or her behalf under the Leveraged Plan.

26. At the time the Canadian Participant's obligations under the Swap Agreement are settled, the Canadian Participant should realize a capital gain (or capital loss) by virtue of having participated in the Swap Agreement to the extent that amounts received by the Leveraged Compartment, on behalf of the Canadian Participant, from the Bank exceed (or are less than) amounts paid by the Leveraged Compartment, on behalf of the Canadian Participant to the Bank. To the extent that dividends on Shares that are deemed to have been received by a Canadian Participant are paid by the Leveraged Compartment on behalf of the Canadian Participant to the Bank, such payments will reduce the amount of any capital gain (or increase the amount of any capital loss) to the Canadian Participant under the Swap Agreement. Capital losses (gains) realized by a Canadian Participant under the Swap Agreement may be offset against (reduced by) any capital gains (losses) realized by the Canadian Participant on a disposition of the Shares, in accordance with the rules and conditions under the Income Tax Act (Canada) or comparable provincial legislation (as applicable).

27. The Manager, AXA Investment Managers, is a portfolio management company governed by the laws of France. The Manager is registered with the French AMF to manage French investment funds and complies with the rules of the French AMF. The Manager is not and has no current intention of becoming a reporting issuer (or the equivalent) under the Legislation.

28. The Manager's portfolio management activities in connection with the Employee Share Offering and the Funds are limited to subscribing for Shares from the Filer, selling such Shares as necessary in order to fund redemption requests, and such activities as may be necessary to give effect to the Swap Agreement.

29. The Manager is also responsible for preparing accounting documents and publishing periodic informational documents as provided by the rules of each Compartment. The Manager's activities in no way affect the underlying value of the Shares and the Manager will not be involved in providing advice to any Canadian Participants.

30. Shares issued in the Employee Share Offering will be deposited in the relevant Compartment through BNP Paribas Securities Services (the "Depositary"), a large French commercial bank subject to French banking legislation.

31. Under French law, the Depositary must be selected by the Manager from among a limited number of companies identified on a list by the French Minister of the Economy, Finance and Industry and its appointment must be approved by the French AMF. The Depositary carries out orders to purchase, trade and sell securities in the portfolio and takes all necessary action to allow each Fund to exercise the rights relating to the securities held in its portfolio.

32. The Canadian resident Qualifying Employees will not be induced to participate in the Employee Share Offering by expectation of employment or continued employment.

33. The total amount invested by a Qualifying Employee in the Employee Share Offering, including any Bank Contribution, cannot exceed 25% of his or her estimated gross annual remuneration for the 2007 calendar year. A Retired Employee may contribute up to a maximum of 25% of his or her gross annual remuneration in the year before he or she retired. For the purposes of calculating these limits, a Canadian Participant's contribution in the Leveraged Compartment will include the additional 90% contribution made by the Bank, such that a Canadian Participant who participates in the Employee Share Offering wholly through the Leveraged Plan would reach the maximum limit with a contribution of 2.5% of his or her estimated gross annual remuneration for 2007 (or in the year before he or she retired, as the case may be).

34. None of the Filer, the Manager, the Canadian Affiliates or any of their employees, agents or representatives will provide investment advice to the Canadian Participants with respect to an investment in the Shares or the Units.

35. The Filer will retain a securities dealer registered as a broker/investment dealer under the Legislation of Ontario and Manitoba (the "Registrant") to provide advisory services to Canadian Participants resident in Ontario or Manitoba who express interest in the Leveraged Plan and to make a determination, in accordance with industry practices, as to whether an investment in the Leveraged Plan is suitable for each such Canadian Participant based on his or her particular financial circumstances. The Registrant will establish accounts for, and will receive the initial account statements from the Leveraged Compartment on behalf of, such Canadian Participants. The Units of the Leveraged Compartment will be issued by the Leveraged Compartment to Canadian Participants resident in Ontario or Manitoba solely through the Registrant.

36. Units of the Leveraged Compartment will be evidenced by account statements issued by the Leveraged Compartment.

37. The Canadian Participants will receive an information package in the French or English language, as applicable, which will include a summary of the terms of the Employee Share Offering, a tax notice containing a description of Canadian income tax consequences of subscribing to and holding the Units in the Compartments and redeeming Units for cash at the end of the Lock-Up Period. The information package for Canadian Participants in the Leveraged Plan will include all the necessary information for general inquiry and support with respect to the Leveraged Plan and will also include a risk statement which will describe certain risks associated with an investment in Units pursuant to the Leveraged Plan, and a tax calculation document which will illustrate the general Canadian federal income tax consequences of participating in the Leveraged Plan.

38. Upon request, Canadian Participants may receive copies of the Filer's annual report on Form 20-F filed with the SEC and/or the French Document de Référence filed with the French AMF in respect of the Shares and a copy of the relevant Fund's rules (which are analogous to company by-laws). The Canadian Participants will also have access to the continuous disclosure materials relating to the

Filer furnished to the Filer's shareholders generally.

39. There are approximately 2155 Employees resident in Canada, in the provinces of Québec (1260), Ontario (453), British Columbia (173), Alberta (137), Newfoundland and Labrador (86), New Brunswick (31), Nova Scotia (9) and Manitoba (6), who represent in the aggregate approximately 2% of the number of Employees worldwide. There are approximately 22 eligible Retired Employees resident in Canada, in the provinces of Québec (5), Ontario (12), and British Columbia (5), for a total of 2177 Qualifying Employees resident.

40. As of the date hereof and after giving effect to the Employee Share Offering, Canadian residents do not and will not beneficially own (which term, for the purposes of this paragraph, is deemed to include all Shares held by the Compartments on behalf of Canadian Participants) more than 10% of the Shares and do not and will not represent in number more than 10% of the total number of holders of the Shares as shown on the books of the Filer.

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 Initial Requested Relief is granted provided that:

1. the first trade in any Units or Shares acquired by Canadian Participants pursuant to this Decision in a Jurisdiction is deemed a distribution or a primary distribution to the public under the Legislation of such Jurisdiction unless the following conditions are met:

    (a) the issuer of the security

        (i) was not a reporting issuer in any jurisdiction of Canada at the distribution date, or

        (ii) is not a reporting issuer in any jurisdiction of Canada at the date of the trade;

    (b) at the distribution date, after giving effect to the issue of the security and any other securities of the same class or series that were issued at the same time as or as part of the same distribution as the security, residents of Canada

        (i) did not own directly or indirectly more than 10 percent of the outstanding securities of the class or series, and

        (ii) did not represent in number more than 10 percent of the total number of owners directly or indirectly of securities of the class or series; and

    (c) the first trade is made

        (i) through an exchange, or a market, outside of Canada, or

        (ii) to a person or company outside of Canada;

2. in Québec, the required fees are paid in accordance with Section 271.6(1.1) of the Securities Regulation (Québec); and

It is further the decision of the Decision Makers under the Legislation that the First Trade Relief is granted provided that the conditions set out in paragraphs 0, 0 and 0 under this decision granting the Initial Requested Relief are satisfied.

“Josée Deslauriers’’
Director, Capital Markets

“Jacques Henrichon’’
Director, Registration and certification

2.1.7 Gentry Resources Ltd. - MRRS Decision

Headnote

Mutual Reliance Review System for Exemptive Relief Applications – s. 13.1 of National Instrument 51-102 Continuous Disclosure Obligations (NI 51-102) - exemption from the requirement under Part 8 of NI 51-102 to provide the financial statement disclosure in a business acquisition report (BAR) - Filer would have been able to use exemption in s. 8.10(3) to file alternative disclosure except that the transaction was structured for tax reasons as an acquisition of securities of a company incorporated for the specific purpose of acquiring the oil and gas properties and related assets from the vendor.

Citation: Gentry Resources Ltd., 2007 ABASC 510

July 26, 2007

IN THE MATTER OF
THE SECURITIES LEGISLATION OF
ALBERTA AND ONTARIO
(the Jurisdictions)

AND

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

AND

IN THE MATTER OF
GENTRY RESOURCES LTD. (the Filer)

MRRS DECISION DOCUMENT

Background

1. The local securities regulatory authority or regulator (the **Decision Maker**) in each of the Jurisdictions has received an application from the Filer for a decision under the securities legislation of the Jurisdictions (the **Legislation**) exempting the Filer from the requirement to include in a business acquisition report (**BAR**), certain financial statements in respect of a significant acquisition made by the Filer, on the condition that the Filer include certain alternative financial information in the BAR (the **Requested Relief**).

Principal Regulator System

2. Under Multilateral Instrument 11-101 *Principal Regulator System* (**MI 11-101**) and the Mutual Reliance Review System for Exemptive Relief Applications:

   (a) the Alberta Securities Commission is the principal regulator for the Filer;

   (b) the Filer is relying on the exemption in Part 3 of MI 11-101 in each of the other Provinces of Canada, except Quebec; and

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

Interpretation

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

Representations

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

   Gentry Resources Ltd.

   (a) The Filer is amalgamated under the *Canada Business Corporations Act* and is headquartered in Calgary, Alberta.

   (b) The Filer is an independent Alberta oil and gas company which carries on the business of exploring, developing, acquiring and producing petroleum and natural gas reserves in Alberta and Saskatchewan.

   (c) The Filer is a reporting issuer in each of the Jurisdictions where such concept exists and, to its knowledge, the Filer is not in default of any of the requirements of the applicable securities legislation in any such Jurisdictions in which it is a reporting issuer.

   The Acquisition

   (d) The Filer entered into a share purchase agreement dated April 30, 2007 (the Acquisition Agreement) with Bow Valley Energy Ltd. (the **Vendor**) in respect of an acquisition (the **Acquisition**) of certain oil and gas properties and related assets (the **Assets**). The Acquisition closed on May 31, 2007, with an effective date of April 1, 2007.

   (e) Pursuant to the Acquisition Agreement, the Filer acquired 100% of the issued and outstanding shares (the **AcquisitionCo Shares**) in the capital of 1317010 Alberta Ltd., a shell company incorporated for the purpose of facilitating the Acquisition (**AcquisitionCo**), for aggregate cash consideration of $74.25 million, subject to adjustments.

(f) On April 30, 2007, concurrently with and subject to the Vendor and the Filer entering into the Acquisition Agreement, the Vendor transferred the Assets held by the Vendor to AcquisitionCo, with the result that AcquisitionCo owned the Assets from and after the Vendor and the Filer entering into the Acquisition Agreement and upon closing of the Acquisition.

(g) The transfer of Assets from the Vendor to AcquisitionCo was made for the sole purpose of facilitating the Acquisition in a tax efficient manner for the Vendor.

The Financial Statement Requirements

(h) Form 51-102F4 governs the form of the BAR which must be filed by the Filer in connection with the Acquisition.

(i) Item 3 of Form 51-102F4 directs an issuer to include in a BAR the financial statements or other information required by Part 8 of NI 51-102. Under Part 8 of NI 51-102, the Filer would be required to include:

(i) balance sheets and statements of income, earnings and cash flow as at and for the years ended December 31, 2006 and 2005 and the notes thereto in respect of the Assets;

(ii) statements of income, earnings and cash flow as at and for the three months ended March 31, 2007 and 2006 in respect of the Assets;

(iii) a pro forma balance sheet and income statement of the Filer as at and for the year ended December 31, 2006, along with pro forma earnings per share based on the pro forma financial statements, giving effect to the Acquisition; and

(iv) a pro forma income statement of the Filer as at and for the three months ended March 31, 2007;

(collectively, the **Financial Statement Disclosure**).

(j) Subsection 8.10(3) of NI 51-102 provides an exemption from the requirement to provide the financial statement disclosure under Part 8 for an acquisition of a business that is an interest in an oil and gas property, provided the acquisition is not an acquisition of securities.

(k) The Acquisition was, in substance, an acquisition of interests in oil and gas properties constituting a business. But for certain tax advantages gained by transferring the Assets from the Vendor into AcquisitionCo prior to the closing of the Acquisition, the Filer would have acquired the Assets directly from the Vendor, thereby availing itself of the exemption provided by subsection 8.10(3) of NI 51-102.

(l) The Filer is seeking a decision of the Decision Makers under the securities legislation of the Jurisdictions that the financial statement disclosure in the BAR in respect of the Acquisition be presented in accordance with the financial disclosure described in subsections 8.10(3)(e) and 8.10(3)(f) of NI 51-102.

(m) The Filer proposes to include in the BAR, with respect to the Acquisition:

(i) audited statements of revenue, royalties and operating expenses in respect of the Assets for the years ended December 31, 2006 and 2005;

(ii) unaudited statement of revenue, royalties and operating expenses in respect of the Assets for the three months ended March 31, 2007;

(iii) pro forma operating statements of the Filer that give effect to the Acquisition for the three months ended March 31, 2007 and for the year ended December 31, 2006; and

(iv) information with respect to reserve estimates of future net revenue and productions volumes and other relevant material information relating to the Assets, which information will be presented in accordance with the requirements of subsection 8.10(3)(g) of NI 51-102;

(collectively, the **Alternative Financial Disclosure**).

Decision

5. The Decision Makers being satisfied that they have the jurisdiction to make this decision and that the relevant test under the Legislation has been met.

6. The decision of the Decision Makers under the Legislation is that the Requested Relief is granted and the Filer shall not be required to include the Financial Statement Disclosure, provided that the Filer includes the Alternative Financial Disclosure in the BAR.

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

2.1.8 UE Waterheater Operating Trust - s. 1(10)b

Headnote

Mutual Reliance Review System for Exemptive Relief Applications – application for an order that the issuer is not a reporting issuer.

Ontario Statutes

Securities Act, R.S.O. 1990, c. S.5, as am., s. 1(10)b.

August 28, 2007

UE Waterheater Operating Trust
c/o Borden Ladner Gervais LLP
Scotia Plaza, 40 King Street West
Suite 4400
Toronto, Ontario
M5H 3Y4

Attn: Mr. Paul Simon

Re: UE Waterheater Operating Trust (the "Applicant") – application for an order not to be reporting issuer under the securities legislation of Alberta, Saskatchewan, Manitoba, Ontario, Quebec, New Brunswick, Nova Scotia, 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 not 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 not 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 not a reporting issuer.

"Jo-Anne Matear"
Assistant Manager, Corporate Finance
Ontario Securities Commission

2.1.9 Dowling & Partners Securities, LLC - s. 6.1(1) of NI 31-102 National Registration Database and s. 6.1 of OSC Rule 13-502 Fees

Headnote

Applicant seeking registration as an international dealer is exempted from the electronic funds transfer requirement pursuant to subsection 6.1(1) of National Instrument 31-102 National Registration Database and activity fee contemplated under section 4.1 of Ontario Securities Commission Rule 13-502 Fees is waived in respect of this discretionary relief, subject to certain conditions.

Rules Cited

National Instrument 31-102 National Registration Database (2007) 30 OSCB 5430, s. 6.1.
Ontario Securities Commission Rule 13-502 Fees (2003) 26 OSCB 867, ss. 4.1, 6.1.

August 28, 2007

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

AND

IN THE MATTER OF
DOWLING & PARTNERS SECURITIES, LLC

DECISION
(Subsection 6.1(1) of National Instrument 31-102 National Registration Database and Section 6.1 of Ontario Securities Commission Rule 13-502 Fees)

UPON the Director having received the application of Dowling & Partners Securities, LLC (the Applicant) for an order pursuant to subsection 6.1(1) of National Instrument 31-102 *National Registration Database* (**NI 31-102**) granting the Applicant relief from the electronic funds transfer requirement contemplated under NI 31-102 and for relief from the activity fee requirement contemplated under section 4.1 of Ontario Securities Commission Rule 13-502 *Fees* (**Rule 13-502**) in respect of this discretionary relief;

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 Director as follows:

1. The Applicant is organized as a limited liability company under the laws of the State of Connecticut in the United States. The Applicant is not a reporting issuer in any province or territory of Canada. The Applicant is seeking registration under the Act as an international dealer. The head office of the Applicant is located in Farmington, Connecticut.

2. NI 31-102 requires that all registrants in Canada enrol with CDS Inc. (**CDS**) and use the national registration database (**NRD**) to complete certain registration filings. As part of the enrolment process, registrants are required to open an account with a member of the Canadian Payments Association from which fees may be paid with respect to NRD by electronic pre-authorized debit (**the electronic funds transfer requirement or EFT Requirement**).

3. The Applicant would incur significant costs to set up a Canadian based bank account for purposes of fulfilling the EFT Requirement.

4. The Applicant confirms that it does not intend to register in another category to which the EFT Requirement applies and that Ontario is the only jurisdiction in which it is seeking registration.

5. Staff of the Canadian Securities Administrators has indicated that, with respect to applications from international dealers and international advisers (or applicants in equivalent categories of registration) for relief from the EFT Requirement, it is prepared to recommend waiving the fee normally required to accompany applications for discretionary relief (**the Application Fee**).

6. For Ontario registrants, the requirement for payment of the Application Fee is set out in section 4.1 of Rule 13-502.

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

IT IS THE DECISION of the Director, pursuant to subsection 6.1(1) of NI 31-102 that the Applicant is granted relief from the EFT Requirement for so long as the Applicant:

A. makes acceptable alternative arrangements with CDS for the payment of NRD fees and makes such payment within 10 business days of the date of the NRD filing or payment due date;

B. pays its participation fee under the Act to the Commission by cheque, draft, money order or other acceptable means at the time of filing its application for annual renewal, which shall be no later than the first day of December in each year;

C. pays any applicable activity fees, or other fees that the Act requires it to pay to the Commission, by cheque, draft, money order or other acceptable means at the appropriate time; and

D. is not registered in any other Canadian jurisdiction in another category to which the EFT Requirement applies;

PROVIDED THAT the Applicant submits a similar application in any other Canadian jurisdiction where it becomes registered as an international dealer or international adviser or in an equivalent registration category;

AND IT IS THE FURTHER DECISION of the Director, pursuant to section 6.1 of Rule 13-502, that the Application Fee will be waived in respect of the application for this Decision.

"David M. Gilkes"
Manager, Registrant Regulation

2.1.10 Gleacher Fund Advisors LP - s. 6.1(1) of NI 31-102 National Registration Database, s. 6.1 of Rule 13-502 Fees and s. 5.1 of Rule 13-503 Commodity Futures Act Fees

Headnote

Applicant seeking registration as an international adviser is exempted from the electronic funds transfer requirement pursuant to subsection 6.1(1) of National Instrument 31-102 National Registration Database and activity fee contemplated under section 4.1 of Ontario Securities Commission Rule 13-502 Fees and section 3.1 of Ontario Securities Commission Rule 13-503 (Commodity Futures Act) Fees is waived in respect of this discretionary relief, subject to certain conditions.

Rules Cited

National Instrument 31-102 National Registration Database (2007) 30 O.S.C.B. 5430, s. 6.1
Ontario Securities Commission Rule 13-502 Fees (2003) 26 O.S.C.B. 867, ss. 4.1 and 6.1

August 28, 2007

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

AND

IN THE MATTER OF
THE COMMODITY FUTURES ACT,
R.S.O. 1990, CHAPTER S.20, AS AMENDED
(the CFA)

AND

IN THE MATTER OF
GLEACHER FUND ADVISORS LP

DECISION
(Subsection 6.1(1) of National Instrument 31-102 National Registration Database, section 6.1 of Rule 13-502 Fees and section 5.1 of Rule 13-503 Commodity Futures Act Fees)

UPON the Director having received the application of Gleacher Fund Advisors LP (the **Applican**t) for an order pursuant to subsection 6.1(1) of Multilateral Instrument 31-102 *National Registration Database* (**NI 31-102**) granting the Applicant relief from the electronic funds transfer requirement contemplated under NI 31-102 and for relief from the activity fee requirement contemplated under section 4.1 of Ontario Securities Commission Rule 13-502 *Fees* (**Rule 13-502**) and section 3.1 of Ontario Securities Commission Rule 13-503 *(Commodity Futures Act) Fees* (**Rule 13-503**) in respect of this discretionary relief;

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 Director as follows:

1. The Applicant was formed in Delaware, U.S.A. The head office of the Applicant is located in Greenwich, Connecticut, U.S.A. The Applicant is not a reporting issuer in Ontario.

2. The Applicant is concurrently applying for registration as an adviser in the categories of Investment Counsel and Portfolio and as a dealer in the category of non-resident limited market dealer under the Act and as an adviser in the category of commodity trading manager under the CFA.

3. NI 31-102 requires that all registrants in Canada enrol with CDS Inc. (**CDS**) and use the national registration database (**NRD**) to complete certain registration filings. As part of the enrolment process, registrants are required to open an account with a member of the Canadian Payments Association from which fees may be paid with respect to NRD by electronic pre-authorized debit (**the electronic funds transfer requirement or EFT Requirement**).

4. The Applicant would incur significant costs to set up a Canadian based bank account for purposes of fulfilling the EFT Requirement.

5. The Applicant confirms that it does not intend to register in another category to which the EFT Requirement applies and that Ontario is the only jurisdiction in which it is seeking registration

6. Staff of the Canadian Securities Administrators has indicated that, with respect to applications from international dealers and international advisers (or applicants in equivalent categories of registration) for relief from the EFT Requirement, it is prepared to recommend waiving the fee normally required to accompany applications for discretionary relief (**the Application Fee**).

7. For Ontario registrants, the requirements for payment of the Application Fees are set out in section 4.1 of Rule 13-502 and section 3.1 of Rule 13-503.

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

IT IS THE DECISION of the Director, pursuant to subsection 6.1(1) of NI 31-102 that the Applicant is granted relief from the EFT Requirement for so long as the Applicant:

A. makes acceptable alternative arrangements with CDS for the payment of NRD fees and makes such payment within 10 business days of the date of the NRD filing or payment due date;

B. pays its participation fee under the Act and the CFA to the Commission by cheque, draft, money order or other acceptable means at the time of filing its application for annual renewal, which shall be no later than the first day of December in each year;

C. pays any applicable activity fees, or other fees that the Act and the CFA requires it to pay to the Commission, by cheque, draft, money order or other acceptable means at the appropriate time; and

D. is not registered in any other Canadian jurisdiction in another category to which the EFT Requirement applies;

PROVIDED THAT the Applicant submits a similar application in any other Canadian jurisdiction where it becomes registered as an international dealer or international adviser or in an equivalent registration category;

AND IT IS THE FURTHER DECISION of the Director, pursuant to section 6.1 of Rule 13-502 and section 5.1 of Rule 13-503, that the Application Fee will be waived in respect of the application for this Decision.

"David M. Gilkes"
Manager, Registrant Regulation

2.1.11 Goodman & Company, Investment Counsel Ltd. - MRRS Decision

Headnote

MRRS – relief granted from the investment prohibition in subsection 4.1(1) of NI 81-102 to permit purchases under private placements where the issuer is a reporting issuer in one or more jurisdiction –relief conditional on funds complying with conditions under s. 4.1(4)(a), (b), (c)(ii), and (d) which include approval by the funds' independent review committee.

Applicable Legislative Provisions

National Instrument 81-102 Mutual Funds, ss.s 4.1(1), 19.1.
National Instrument 81-107 – Independent Review Committees for Investment Funds, s. 5.2.

August 24, 2007

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 FOR EXEMPTIVE RELIEF APPLICATIONS

AND

IN THE MATTER OF
GOODMAN & COMPANY, INVESTMENT COUNSEL LTD.
(the "Applicant")

MRRS DECISION DOCUMENT

Background

The local securities regulatory authority or regulator (the "**Decision Maker**") in each of the Jurisdictions has received an application (the "**Application**") under the securities legislation of the Jurisdictions (the "**Legislation**")from the Applicant (or "**Dealer Manager**") on behalf of the mutual funds listed in Appendix "A" for which the Applicant currently acts as manager or portfolio adviser or both (the "**Existing Funds**") and any other mutual fund subject to National Instrument 81-102 *Mutual Funds* ("**NI 81-102**") which may be created in the future for which the Applicant or an affiliate of the Applicant will act as manager or portfolio adviser or both (the "**Future Funds**", and together with the Existing Funds, the "**Funds**" or "**Dealer Managed Funds**"), for a decision under section 19.1 of NI 81-102 for:

- an exemption from subsection 4.1(1) of NI 81-102, to enable the Dealer Managed Funds to purchase equity securities (the "**Securities**") of a reporting issuer during the period of distribution (the "**Distribution**") of the issuer's Securities pursuant to a private placement offering (a "**Private Placement**") and for the 60-day period (the "**60-Day Period**") following completion of the Distribution (the Distribution and the 60-Day Period together, the "**Prohibition Period**"), notwithstanding that Dundee Securities Corporation ("**DSC**") (or a "**Related Underwriter**") acts as an underwriter in connection with the Private Placement (each a "**Relevant Offering**"), such relief referred to as 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 meanings in this decision (the "**Decision**") unless they are defined in this Decision.

Representations

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

1. Each of the Dealer Managed Funds is or will be an open-ended mutual fund trust or corporation established under the laws of the Province of Ontario. The securities of each of the Dealer Managed Funds are or will be qualified for distribution in the Jurisdictions pursuant to simplified prospectuses and annual information forms that have been prepared and filed in accordance with the securities legislation of the Jurisdictions.

2. The Applicant is or will be the manager, trustee (where applicable), portfolio adviser, principal distributor and registrar of the Dealer Managed Funds. The Applicant currently is, and will be in the future, a "dealer manager" with respect to the Funds, and each Fund is or will be a "dealer managed fund", as such terms are defined in section 1.1 of NI 81-102.

3. The Applicant is a corporation incorporated under the laws of Ontario, and is registered as an adviser in the categories of investment counsel and portfolio adviser in Ontario. The Applicant holds similar adviser registrations in Quebec, British Columbia, Alberta, Manitoba, Saskatchewan, Nova Scotia and New Brunswick. The head office of the Applicant is in Toronto, Ontario.

4. The Applicant has appointed an independent review committee ("IRC") under National Instrument 81-107, *Independent Review Committee for Investment Funds* ("**NI 81-107**") for the Existing Funds and will appoint an IRC for the Future Funds.

5. The investment objective of each Existing Fund permits it to invest in the relevant Securities. The investment objective of each Future Fund will permit it to invest in the relevant Securities.

6. DSC may be a party to the underwriting agreement with a reporting issuer of Securities in a Relevant Offering. In respect of each Relevant Offering in which the Related Underwriter participates as an underwriter, the Dealer Manager may wish to cause the Dealer Managed Funds to invest in Securities during the Prohibition Period of the Relevant Offering.

7. To the extent DSC participates as an underwriter in a Relevant Offering, the investment prohibition contained in subsection 4.1(1) of NI 81-102 (the "**Investment Prohibition**") restricts the Dealer Managed Funds from making certain investments in the issuer's Securities during the relevant Prohibition Period and can result in the portfolio adviser incurring extra costs, which are ultimately borne by the relevant Fund, to substitute investments for those that it is prohibited from buying.

8. Subsection 4.1(1) provides an exemption if the dealer manager or any of its associates or affiliates only acts as a member of a selling group distributing five percent or less of the underwritten securities. However, this de minimis exemption is not available to entities that are underwriting a Distribution (as opposed to being in the selling group), and therefore the Dealer Managed Funds cannot avail themselves of this exemption.

9. The Funds would not be restricted by the Investment Prohibition if, in accordance with subsection 4.1(4) of NI 81-102, certain conditions are met, including that a prospectus is filed in one or more of the Jurisdictions in connection with a Relevant Offering and an IRC established for the Funds under NI 81-107 has approved the investment under NI 81-107.

10. The Applicant will not be able to rely on subsection 4.1(4) of NI 81-102 in connection with a Relevant Offering as a prospectus would not be filed in connection with a Private Placement. However, the Applicant will comply with each of the other conditions in subsection 4.1(4) including that the Funds' IRC will approve any purchases

under the Relevant Offerings under subsection 5.2(2) of NI 81-107.

11. The Applicant previously received an exemption from the Investment Prohibition in connection with purchases under the Relevant Offerings in a decision dated August 8, 2006 ("**the Previous Decision**"). The exemption provided in the Previous Decision expires on the earlier of the date on which the Applicant provides notification under section 8.2 of NI 81-107 and November 1, 2007. This Decision will replace the Previous Decision at that time.

Decision

Each of the Decision Makers is satisfied that the test contained in the Legislation that provides the Decision Makers with the jurisdiction to make this Decision has been met.

The Decision of the Decision Makers under the Legislation is that the Requested Relief is granted provided that the following conditions are satisfied:

The Investment Decision

I. At the time of each purchase by a Dealer Managed Fund during a Prohibition Period for a Relevant Offering, the Dealer Managed Fund has an IRC that complies with NI 81-107 and the IRC of the Dealer Managed fund will have approved the investment in accordance with each of paragraph (a) of subsection 4.1(4) of NI 81-102 and NI 81-107. The Dealer Managed Fund will also comply with paragraphs (c)(ii) and (d) of subsection 4.1(4) of NI 81-102.

II. Each issuer of a Relevant Offering is a reporting issuer or equivalent under the Legislation at the time of each purchase by a Dealer Managed Fund during the Prohibition Period for the Relevant Offering.

Transparency

III. Prior to the first reliance on this Decision, the internet website of the Dealer Managed Fund or Dealer Manager, as applicable, discloses,

and

on the date which is the earlier of (i) the date when an amendment to the simplified prospectus of the Dealer Managed Fund is filed for reasons other than this Decision and (ii) the date on which the initial or renewal simplified prospectus is receipted, Part A of the simplified prospectus of the Dealer Managed Fund discloses that the Dealer Managed Fund may invest in Securities during the Prohibition Period pursuant to this Decision, notwithstanding that the Related Underwriter has acted as underwriter in the Relevant Offering of the same class of such Securities.

IV. On the date which is the earlier of

(i) the date when an amendment to the annual information form of the Dealer Managed Fund is filed for reasons other than this Decision and

(ii) the date on which the initial or renewal annual information form is receipted,

the annual information form of the Dealer Managed Fund discloses the information referred to in paragraph III above and describes the policies or procedures and, standing approvals if any, that have been approved by the IRC as related to investments that can only be made pursuant to the Decision.

Sunset

V. This Decision, as it relates to the jurisdiction of a Decision Maker, will terminate on the coming into force of any legislation or rule of the Decision Makers dealing with Private Placements in the context of Section 4.1 of NI 81-102.

"Leslie Byberg "
Manager, Investment Funds Branch

APPENDIX "A" – Existing Mutual Funds

Dynamic Funds

Dynamic Focus+ Balanced Fund
Dynamic Focus+ Diversified Income Trust Fund
Dynamic Focus+ Energy Income Trust Fund
Dynamic Focus+ Equity Fund
Dynamic Focus+ Real Estate Fund
Dynamic Focus+ Resource Fund
Dynamic Focus+ Small Business Fund
Dynamic Focus+ Wealth Management Fund
Dynamic Dividend Fund
Dynamic Dividend Income Fund
Dynamic Power American Growth Fund
Dynamic Power Balanced Fund
Dynamic Power Canadian Growth Fund
Dynamic Power Small Cap Fund
Dynamic Diversified Real Asset Fund
Dynamic Precious Metals Fund
Dynamic American Value Fund
Dynamic Canadian Dividend Fund
Dynamic Dividend Value Fund
Dynamic European Value Fund
Dynamic Far East Value Fund
Dynamic Global Discovery Fund
Dynamic Global Dividend Value Fund
Dynamic Global Value Balanced Fund
Dynamic Global Value Fund
Dynamic Value Balanced Fund
Dynamic Value Fund of Canada
Dynamic Canadian Value Class
Dynamic Global Value Class
Dynamic Power American Growth Class
Dynamic Power Canadian Growth Class
Dynamic Power Global Growth Class
Dynamic Canadian Dividend Class
Dynamic Global Dividend Value Class
Dynamic Value Balanced Class
DMP Resource Class

Dynamic Venture Opportunities Fund Ltd.

Dynamic Venture Opportunities Fund Ltd.

Radiant Strategic Portfolios

Radiant All Equity Portfolio
Radian Balanced Portfolio
Radiant Bond Portfolio
Radiant Conservative Portfolio
Radiant Defensive Portfolio
Radiant Growth Portfolio
Radiant High Growth Portfolio
Radiant All Income Portfolio

Marquis Investment Program

Marquis Canadian Bond Pool
Marquis Canadian Equity Pool
Marquis International Equity Pool
Marquis U.S. Equity Pool
Marquis Diversified All Equity Portfolio
Marquis Diversified All Income Portfolio
Marquis Diversified Balanced Portfolio
Marquis Diversified Conservative Portfolio
Marquis Diversified Defensive Portfolio
Marquis Diversified Growth Portfolio
Marquis Diversified High Growth Portfolio
Marquis Enhanced Canadian Equity Pool
Marquis Global Equity Pool

2.1.12 BMO Harris Investment Management Inc. - MRRS Decision

Headnote

Mutual Reliance Review System for Exemptive Relief Applications – Exemption to allow dealer managed mutual fund to invest in securities of an issuer during the 60 days after the distribution period in which an affiliate of the dealer manager has acted as an underwriter in connection with the distribution of securities of the issuer – The conflict is mitigated by the oversight of an independent review committee – Subsection 4.1(1) of National Instrument 81-102 Mutual Funds.

Applicable Legislative Provisions

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

August 24, 2007

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,
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

BMO HARRIS INVESTMENT MANAGEMENT INC.
(the "Dealer Manager" or the "Applicant")

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 Dealer Manager for and on behalf of the mutual fund named in Appendix "A" for which the Dealer Manager acts as portfolio adviser and manager (the "**Dealer Managed Fund**"), 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 to enable the Dealer Managed Fund to invest in Securities (as defined below) of DPF India Opportunities Fund (the "**Fund**") during the 60-day period following the completion of the distribution (the "**Prohibition Period**") of the Offering (as defined below) of units (the "Units"), each Unit consisting of one trust unit (each a "**Trust Unit**") of the Fund and one trust unit purchase warrant (each a "**Warrant**" and together with the Trust Units, the "**Securities**"), each Warrant entitling the holder to acquire one Trust Unit at a price of $12.50 for a period of up to 36 months from the closing of the offering of the Units (the "**Offering**"), notwithstanding that an associate or affiliate of the Dealer Manager acts or has acted as an underwriter in connection with the Offering pursuant to a long form prospectus filed in all of the provinces and territories of Canada (the "**Requested 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 subsection 4.1(1) of NI 81-102 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 Applicant:

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

2. The head office of the Dealer Manager is in Toronto, Ontario.

3. The securities of the Dealer Managed Fund are qualified for distribution in one or more of the provinces and territories of Canada pursuant to a simplified prospectus that has been prepared and filed in accordance with their respective securities legislation.

4. A final long form prospectus (the "**Prospectus**") of the Fund dated August 2, 2007, was filed with the Decision Makers in each of the provinces and territories of Canada for which a receipt was issued on the same day.

5. As described in the Prospectus, the Offering was underwritten, subject to certain terms, by a syndicate that includes, among others, BMO

Nesbitt Burns Inc. (the "**Related Underwriter**"), an affiliate of the Dealer Manager (the Related Underwriter and any other underwriters which were part of the syndicate, the "**Underwriters**").

6. As described in the Prospectus, the Fund is a closed-end investment trust established under the laws of Ontario. Its investment objective is to enhance the value of the Trust Units primarily through capital appreciation driven by an actively managed, diversified investment portfolio.

7. As described in a news release of the Fund dated August 14, 2007 (the "**News Release**"), the Offering closed on August 14, 2007 (the "**Closing Date**"), and was comprised of 25 million Units at a price of $10.00 per Unit, for aggregate gross proceeds of $250,000,000. The Fund also granted to the Underwriters an over-allotment option to acquire up to an additional 3,750,000 Trust Units at a price of $9.40 per Trust Unit and/or an additional 3,750,000 Warrants at a price of $0.60 per Warrant, which is exercisable in whole or in part at any time for a period of 30 days from the Closing Date.

8. As described in the Prospectus, substantially all of the net proceeds of the Offering will be invested by the Fund to acquire a portfolio in accordance with the investment objective of the Fund.

9. As further disclosed in the News Release, on the Closing Date, the Trust Units and Warrants commenced trading on the Toronto Stock Exchange (the "**TSX**") under the symbols "DPF.UN" and "DPF. WT", respectively.

10. The Prospectus discloses that the Fund may be considered to be a "related issuer" and/or a "connected issuer", as those terms are defined in National Instrument 33-105 – *Underwriting Conflicts*, of one of the Underwriters that is not the Related Underwriter.

11. Despite the affiliation between the Dealer Manager and the Related Underwriter, the Dealer Manager operates independently of the Related Underwriter. In particular, the investment banking and related dealer activities of the Related Underwriter and the investment portfolio management activities of the Dealer Manager 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, the Dealer Manager and the 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) the Dealer Manager and the Related Underwriter may share general market information such as discussion on general economic conditions, bank rates, etc.

12. The Dealer Managed Fund is not required or obligated to purchase any Securities during the Prohibition Period.

13. The Dealer Manager may cause the Dealer Managed Fund to invest in the Securities during the Prohibition Period. Any purchase of Securities by the Dealer Managed Fund will be consistent with the investment objectives of that Dealer Managed Fund and represent the business judgment of the Dealer Manager 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.

14. To the extent that the same portfolio manager or team of portfolio managers of the Dealer Manager manages the Dealer Managed Fund and other client accounts that are managed on a discretionary basis (the "**Managed Accounts**"), the Securities 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 the Dealer Managed Fund and Managed Accounts, and

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

15. Except as described above, 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 Managed Fund will purchase Securities during the Prohibition Period.

16. There will be an independent committee (the "**Independent Committee**") appointed in respect of the Dealer Managed Fund to review the Dealer Managed Fund's investments in the Securities during the Prohibition Period.

17. 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 the Dealer Manager, the Dealer Managed Fund, 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.

18. 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 Fund and, in so doing, exercise the degree of care, diligence and skill that a reasonably prudent person would exercise in the circumstances.

19. The Dealer Manager, in respect of the Dealer Managed Fund, 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.

Decision

Each of the Decision Makers has assessed the conflict of interest risks associated with granting an exemption in this instance from subsection 4.1(1) of NI 81-102 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 is that the Requested Relief is granted, notwithstanding that the Related Underwriter acts or has acted as underwriter in the Offering provided the following conditions are satisfied:

I. At the time of each purchase of Securities (a "**Purchase**") by the 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 the 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 Securities purchased for the Dealer Managed Fund 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 the Related Underwriter for the Purchase of Securities for the Dealer Managed Fund.

IV. The Related Underwriter does not purchase Securities in the Offering for its own account except Securities sold by the Related Underwriter on closing.

V. The Dealer Managed Fund has an Independent Committee to review the Dealer Managed Fund's investments in Securities during the Prohibition Period.

VI. The Independent Committee has a written mandate describing its duties and standard of care which, at 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 Fund 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 Fund, or any associate or affiliate of the Dealer Manager or any portfolio manager of the Dealer Managed Fund 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 Fund.

XI. The Dealer Manager files a certified report on SEDAR (the "**SEDAR Report**") in respect of the 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 Securities purchased by the Dealer Managed Fund;

(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 Securities;

(iv) if the Securities were purchased for the Dealer Managed Fund 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 Securities 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 Securities by the Dealer Managed Fund, 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; and

(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 Securities for the Dealer Managed Fund 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 Securities by the 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 of the Dealer Managed Fund, in response to the determinations referred to above.

XIII. Each Purchase of Securities is made on the TSX.

XIV. An Underwriter provides to the Dealer Manager written confirmation that the "dealer restricted period" in respect of the Offering, as defined in OSC Rule 48-501 - Trading During Distributions, Formal Bids and Share Exchange Transactions, has ended.

“Vera Nunes “
Assistant Manager, Investment Funds Branch
Ontario Securities Commission

APPENDIX "A"

THE MUTUAL FUND

BMO Harris Private Portfolios

BMO Harris Growth Opportunities Portfolio

2.1.13 1325332 Alberta Ltd. - MRRS Decision

Headnote

Mutual Reliance Review System for Exemptive Relief Applications – application for an order that the issuer is not a reporting issuer.

Applicable Ontario Statutory Provisions

Securities Act, R.S.O. 1990, c. S.5, as am., s. 1(10).

August 20, 2007

IN THE MATTER OF
THE SECURITIES LEGISLATION OF
ALBERTA, MANITOBA, ONTARIO
(the Jurisdictions)

AND

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

AND

IN THE MATTER OF
1325332 ALBERTA LTD. (The Applicant)

MRRS DECISION DOCUMENT

Background

1. 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**) that the Applicant is deemed to have ceased to be a reporting issuer in the Jurisdictions in accordance with the Legislation.

2. Under the Mutual Reliance Review System for Exemptive Relief Application:

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

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

Interpretation

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

Representations

4. This decision is based on the following factual information below as provided by the Applicant:

   (a) The Applicant has its head office in Vancouver, British Columbia.

   (b) Silver Fern Financial Ltd. (**Silver Fern**) was incorporated pursuant to the Business Corporations Act (Alberta) on January 10, 2005.

   (c) 1313943 Alberta Ltd. (**1313943**) was incorporated pursuant to the Business Corporations Act (Alberta) on April 10th, 2007. The sole purpose for incorporation was the Amalgamation with Silver Fern.

   (d) Emedia Networks (**Emedia**) is the sole parent of 1313943.

   (e) The Applicant Corporation, 1325332 Alberta Ltd., was created as a result of the Amalgamation of Silver Fern and 1313943 under the laws of the province of Alberta on May 25th, 2007. Shareholders of Silver Fern received Common Shares of Emedia on a one for one basis. All the outstanding and common shares of the Applicant are wholly owned by Emedia.

   (f) The Amalgamation was approved by the shareholders via an annual and special meeting of the shareholeders on May 25, 2007. It was a qualifying transaction for Silver Fern within the meaning of the TSX Venture Exchange policy 2.4.

   (g) Silver Fern was a reporting issuer in the Jurisdictions and, therefore, by operation of the Amalgamation, 1325332 became a reporting issuer in the Jurisdictions.

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

   (i) On May 31, 2007, the TSX Venture Exchange issued its final approval of the Amalgamation and delisted the Applicant's Common Shares.

   (j) No securities of the Applicant are traded on a marketplace as defined in National Instrument 21-101 *Marketplace Orientation*.

   (k) The Applicant has no current intention to seek financing through the offering of securities.

   (l) The Applicant is not in default of any of its obligations under the Legislation as a

reporting issuer other than the requirement of the predecessor, Silver Fern, to file its interim financial statements for the period ended March 31st, 2007 under National Instrument 51-102 and its related management and discussion and analysis and related officers' certificates under Multilateral Instrument 52-109.

Decision

5. Each of the Decision Makers is satisfied that the test contained in the Legislation that provides the Decision Maker with the jurisdiction to make the decision has been met.

6. The decision of the Decision Makers under the Legislation is that the Applicant is deemed to have ceased to be a reporting issuer under the Legislation.

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

2.1.14 Keybase Financial Group Inc. - MRRS Decision

Headnote

Mutual Reliance Review System for Exemptive Relief Applications – Relief granted from the requirements of section 11.2(1)(b) of NI 81-102 to permit commingling of cash received for the purchase or redemption of mutual fund securities with cash received for the purchase and sale of other securities or instruments the participating dealer of third party mutual funds is permitted to sell, subject to certain conditions.

Applicable Legislative Provisions

National Instrument 81-102 Mutual Funds, ss. 11.2(1)(b), 19.1.

August 23, 2007

IN THE MATTER OF
THE SECURITIES LEGISLATION OF
ONTARIO, BRITISH COLUMBIA AND
PRINCE EDWARD ISLAND
(The "Jurisdictions")

AND

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

AND

IN THE MATTER OF
KEYBASE FINANCIAL GROUP INC.
(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 Filer for a decision (the "Requested Relief") under the securities legislation of the Jurisdictions (the "Legislation") for an exemption from the provisions of section 11.2(1)(b) of National Instrument 81-102 *Mutual Funds* ("NI 81-102) that prohibit a participating dealer or certain service providers from commingling cash received for the purchase or redemption of mutual fund securities ("MF Cash") with cash received for the purchase or sale of guaranteed investment certificates and other securities or instruments the participating dealer is permitted to sell ("Other Cash") (the "Commingling Prohibition").

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 Filer:

1. The Filer is a corporation incorporated under the *Canada Business Corporations Act* ("CBCA") and is a wholly-owned subsidiary of Keybase National Financial Services Ltd. The Filer's primary business is acting as a mutual fund dealer and it deals almost exclusively in mutual fund products.

2 The Filer is registered as a mutual fund dealer (or the equivalent) in each of the Jurisdictions. The Filer is also registered as a limited market dealer in Ontario, and is accordingly permitted to process prospectus exempt products.

3. The Filer is a member of the Mutual Fund Dealers Association ("**MFDA**").

4. The Filer is a "participating dealer" as defined in NI 81-102 in respect of various third-party mutual funds. In addition to mutual fund securities, the Filer distributes guaranteed investment certificates ("GICs") issued by a number of banks and trust companies, principal protected notes, securities of hedge funds, labour sponsored funds, and pooled funds, among other types of securities. All non-mutual fund activities of the Filer account for less than 10% of the Filer's business.

5. As a member of the MFDA, the Filer is subject to the rules and requirements of the MFDA ("MFDA Rules") on an ongoing basis, particularly those which set out requirements with respect to the handling and segregation of client cash. As a member of the MFDA, the Filer is expected to comply with all MFDA Rules.

6. The Filer proposes to pool Other Cash with MF Cash in a trust settlement account established under section 11.3 of NI 81-102 (the "Trust Account"). The commingling of Other Cash with MF Cash would facilitate significant administrative and systems economies that will enable the Filer to enhance its level of service to its client accounts at less cost to the Filer. The Trust Account is designated as a "trust account" by the financial institution at which it is held.

7. The Commingling Prohibition prevents the Filer from commingling MF Cash with Other Cash.

8. Prior to June 23, 2006, section 3.3.2(e) of the Rules of the MFDA (the "MFDA Commingling Prohibition") also prohibited the commingling of Other Cash with MF Cash. On June 23, 2006, the MFDA granted relief from the MFDA Commingling Prohibition to the Filer subject to the Filer obtaining similar relief from the Commingling Prohibition from the Jurisdictions. Should the Requested Relief be granted by the Jurisdictions, the Filer will provide the MFDA with notice that the Requested Relief has been granted.

9. The Filer does not believe that the interests of its clients will be prejudiced in any way by the commingling of Other Cash with MF Cash in the Trust Account.

10. MF Cash or Other Cash related to a transaction initiated by one of the Filer's clients will not be used to settle a transaction initiated by any other client of the Filer. The Filer settles through FundSERV, at the end of each trading day, MF Cash payable from the Trust Account to a mutual fund with MF Cash payable by the mutual fund to the Trust Account.

11. The Filer currently has systems in place to be able to account for all of the monies it receives into and all of the monies that are to be paid out of the Trust Account in order to meet the policy objectives of section 11.2 of NI 81-102.

12. The Filer will maintain proper records with respect to client cash in a commingled account, and will ensure that the Trust Account is reconciled in accordance with MFDA Rules, and that MF Cash and Other Cash are properly accounted for daily.

13. Except for the Commingling Prohibition, the Filer will comply with all other requirements prescribed in Part 11 of NI 81-102 with respect to the handling and segregation of client cash.

14. Effective July 1, 2005, the MFDA Investor Protection Corporation ("MFDA IPC") commenced offering coverage, within defined limits, to customers of MFDA Members against losses suffered due to the insolvency of the MFDA members. The Filer does not believe that the Requested Relief will affect coverage provided by the MFDA IPC.

15. In the absence of the Requested Relief, the commingling of MF Cash with Other Cash would contravene the Commingling Prohibition.

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 this Decision, as it relates to the jurisdiction of a Decision Maker, will terminate upon the coming into force of any change in the MFDA IPC rules which would reduce the coverage provided by the MFDA IPC relating to MF Cash and Other Cash.

"Leslie Byberg"
Manager, Investment Funds Branch
Ontario Securities Commission

2.1.15 S Split Corp. - MRRS Decision

Headnote

Mutual Reliance Review System for Exemptive Relief Applications – exemption from National Instrument 81-106 Investment Fund Disclosure granted to permit a fund that uses specified derivatives to calculate its NAV weekly subject to certain conditions – relief needed from the requirement that an investment fund that uses specified derivatives must calculate its NAV daily.

Applicable Legislative Provisions

National Instrument 81-106 Investment Fund Continuous Disclosure, ss. 14.2(3)(b), 17.1.

April 27, 2007

IN THE MATTER OF
THE SECURITIES LEGISLATION OF
BRITISH COLUMBIA, ALBERTA, SASKATCHEWAN, MANITOBA, ONTARIO, QUÉBEC, NOVA SCOTIA, NEW BRUNSWICK 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
S SPLIT CORP.
(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 Filer for a decision under the securities legislation of the Jurisdictions (the "**Legislation**") for an exemption from the requirement contained in section 14.2(3)(b) of National Instrument 81-106 – *Investment Fund Continuous Disclosure* ("**NI 81-106**") to calculate net asset value ("**NAV**") at least once every business day (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 Filer:

The Filer

1. The Filer is a mutual fund corporation established under the laws of Ontario. The Filer's promoter and investment manager is Mulvihill Capital Management Inc. ("**MCM**"), and its manager is Mulvihill Fund Services Inc. (the "**Manager**"), a wholly-owned subsidiary of MCM. The head office of the Manager is located in the province of Ontario.

The Offering

2. The Filer will make an offering (the "**Offering**") to the public of class A shares (the "**Class A Shares**") and preferred shares (the "**Preferred Shares**") (collectively, the "**Shares**") in each of the provinces of Canada. A unit will consist of one Class A Share and one Preferred Share (a "**Unit**").

3. A preliminary prospectus for the Filer dated March 30, 2007 (the "**Preliminary Prospectus**") has been filed with the securities regulatory authority in each of the Provinces of Canada.

4. The Shares are expected to be listed and posted for trading on the Toronto Stock Exchange (the "**TSX**"). An application requesting conditional listing approval has been made by the Filer to the TSX.

5. The Offering of the Shares by the Filer is a one-time offering and the Filer will not continuously distribute the Shares.

The Shares

6. The Filer's objectives in respect of the Class A Shares are: (i) to provide holders of Class A Shares with monthly cash distributions in an amount targeted to be 6.00% per annum on the NAV of the Class A Shares; and (ii) to provide holders of Class A Shares with the opportunity for leveraged growth in NAV and distributions per Class A Share.

7. The Filer's objectives in respect of the Preferred Shares are: (i) to provide holders of Preferred Shares with fixed cumulative preferential monthly cash distributions in the amount of $0.04375 per Preferred Share ($0.525 per year) representing a yield on the issue price of the Preferred Shares of 5.25% per annum; and (ii) to return the issue price of $10.00 per Preferred Share to holders of Preferred Shares at the time of redemption of such shares on December 1, 2014.

8. The net proceeds from the offering will be invested in a portfolio of common shares of The Bank of Nova Scotia ("**BNS Shares**").

9. To generate additional distributable income for the Filer, the Filer may from time to time write covered call options in respect of all or part of its BNS Shares.

10. The Shares may be surrendered for retraction at any time and will be retracted on a monthly basis on the last business day of each month (a "**Valuation Date**"), provided such shares are surrendered for retraction not less than 10 business days prior to the Valuation Date. The Filer will make payment for any shares retracted on or before the fifteenth business day of the following month.

11. The retraction price for a Class A Share surrendered for retraction on a monthly basis will be equal to 95% of the difference between (i) the NAV per Unit determined as of the relevant Valuation Date, and (ii) the cost to the Filer of the purchase of a Preferred Share in the market for cancellation.

12. The retraction price for a Preferred Share surrendered for retraction on a monthly basis will be equal to 95% of the lesser of (i) the NAV per Unit determined as of the relevant Valuation Date less the cost to the Filer of the purchase of a Class A Share in the market for cancellation and (ii) $10.00.

13. Shareholders also have an annual retraction right under which they may concurrently retract an equal number of Class A Shares and Preferred Shares on the June Valuation Date in each year. The price paid by the Filer for such a concurrent retraction will be equal to the NAV per Unit calculated as of such date, less any costs associated with the retraction.

Calculation of NAV

14. Under clause 14.2(3)(b) of NI 81-106, an investment fund that is a reporting issuer is generally required to calculate the NAV per security of the fund on at least a weekly basis. Furthermore, an investment fund that uses or holds specified derivatives, such as the Filer intends to do, must calculate its NAV per security on a daily basis.

15. The Filer proposes to calculate its NAV per Unit and per Class A Share on a weekly basis.

16. The Preliminary Prospectus discloses and the final prospectus will disclose that the NAV per Unit and per Class A Share will be made available to the public on a weekly basis by the Manager on the Manager's website at www.mulvihill.com and will be available to the public upon request.

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 prospectus of the Filer discloses:

(a) that the NAV calculation per Unit is available to the public upon request;

(b) a toll-free number or website that the public can access to obtain the NAV calculation per Unit;

for so long as:

(c) the Class A Shares and the Preferred Shares are listed on the TSX; and

(d) the Filer calculates its NAV per Unit at least weekly.

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

2.1.16 UraMin Inc. - s. 1(10)b

Headnote

Mutual Reliance Review System for Exemptive Relief Applications – application for an order that the issuer is not a reporting issuer.

Ontario Statutes

Securities Act, R.S.O. 1990, c. S.5, as am., s. 1(10)b.

August 29, 2007

Blake, Casssels & Graydon LLP
600, de Maisonneuve Blvd. West
Suite 2200
Montreal, QC
H3A 3J2

Attention: Alfred Buggé

RE: UraMin Inc. (the "Applicant") – Application for an order under clause 1(10)(b) of the Securities Act (Ontario) that the Applicant is not a reporting issuer

The Applicant has applied to the Ontario Securities Commission for an order under clause 1(10)(b) of the Act that the Applicant is not a reporting issuer.

As the Applicant has represented to the Commission that:

(i) The outstanding securities of the Applicant, including debt securities, are beneficially owned, directly or indirectly, by less than 15 security holders in Ontario and less than 51 security holders in Canada;

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

(iii) The Applicant is not in default of any of its obligations under the Act as a reporting issuer; and

(iv) The Applicant will not be a reporting issuer or the equivalent in any jurisdiction in Canada immediately following the Director granting the relief requested.

The Director is satisfied that it would not be prejudicial to the public interest to grant the requested relief and orders that the Applicant is not a reporting issuer.

"Jo-Anne Matear"
Assistant Manager, Corporate Finance
Ontario Securities Commission

2.1.17 InStorage Real Estate Investment Trust - MRRS Decision

Headnote

Mutual Reliance Review System for Exemptive Relief Applications – relief from dealer registration and prospectus requirements to allow a trust to issue trust units to existing holders of eligible limited partnership units (LP units) of a partnership pursuant to a distribution reinvestment plan (DRIP) of the trust. The trust controls the partnership. Distributions made in respect of eligible LP units to be applied to the purchase of trust units under the DRIP. Relief required since exemptions for DRIPs in section 2.2 of National Instrument 45-106 Prospectus and Registration Exemptions are not available for use. Eligible LP units are intended to be, to the greatest extent possible, the economic equivalent of trust units. Holders of eligible LP units are entitled to receive distributions paid by the partnership that are, to the greatest extent possible, economically equivalent to distributions paid by the trust on trust units. Eligible LP units are exchangeable into trust units at any time.

Relief also granted to allow DRIP participants that are holders of eligible LP units to make optional cash payments to purchase additional trust units. First trade relief granted for trust units acquired under the decision, subject to certain conditions.

Applicable Legislative Provisions

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

August 28, 2007

IN THE MATTER OF
THE SECURITIES LEGISLATION OF
BRITISH COLUMBIA, ALBERTA, SASKATCHEWAN, MANITOBA, ONTARIO, QUÉBEC, NEW BRUNSWICK, NOVA SCOTIA, PRINCE EDWARD ISLAND 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
INSTORAGE REAL ESTATE INVESTMENT TRUST
(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 Filer for a decision under the securities legislation of the Jurisdictions (the "**Legislation**") for an exemption from the requirements contained in the Legislation to be registered to trade in a security (the "**Registration Requirement**") and to file a preliminary prospectus and a prospectus and obtain receipts therefor (the "**Prospectus Requirement**") in respect of any trade of trust units of the Filer ("**REIT Units**") by the Filer (or by a trustee, custodian or administrator acting for or on behalf of the Filer) to (i) holders of Eligible LP Units (as defined below) of InStorage Limited Partnership (the "**Partnership**") pursuant to a distribution reinvestment plan of the Filer (the "**DRIP**") under which distributions out of earnings, surplus, capital or other sources payable by the Partnership in respect of the Eligible LP Units are applied to the purchase of REIT Units, and (ii) if a Cash Payment Option (as defined below) exists under the DRIP at the time of such trade, to holders of Eligible LP Units of the Partnership who make an optional cash payment to purchase REIT Units under and in accordance with such Cash Payment Option (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 Filer:

1. The Filer is an open-ended, limited purpose trust established under the laws of Ontario pursuant to a Declaration of Trust dated June 20, 2006. The Filer is focused primarily on the acquisition and management of self-storage properties and ancillary businesses throughout Canada.

2. The Filer became a reporting issuer in British Columbia and Alberta following the completion on August 4, 2006 of a court approved plan of arrangement (the "**Arrangement**") under the *Canada Business Corporations Act* that caused the Filer to be the successor issuer to SCOSS Capital Corp. ("**SCOSS**"). Following the Arrangement, the REIT Units commenced trading on the TSX Venture Exchange (the "**TSXV**") under the symbol "IS.UN" on August 11, 2006, when the common shares of SCOSS ("**SCOSS Shares**") were delisted from the TSXV. SCOSS ceased to be a reporting issuer (i) in British Columbia on

October 2, 2006 and (ii) in Alberta, Ontario and Nova Scotia on October 17, 2006.

3. The Filer became a reporting issuer in Ontario pursuant to an order of the Ontario Securities Commission dated February 20, 2007. The Filer became a reporting issuer in the other Jurisdictions where it was not already a reporting issuer (and where the concept of a reporting issuer exists) as a result of filing and obtaining a receipt in all the Jurisdictions for a short form prospectus dated March 28, 2007. The Filer is not in default of any requirements under the Legislation.

4. The Filer's head office is located at Suite 1000, 350 Bay Street, Toronto, Ontario, Canada.

5. The authorized capital of the Filer consists of an unlimited number of REIT Units and an unlimited number of special voting units ("**Special Voting Units**"). As at June 27, 2007, there were 183,543,752 REIT Units and 10,458,136 Special Voting Units issued and outstanding.

6. The Partnership is a limited partnership formed under the laws of Manitoba pursuant to a limited partnership agreement (the "**LP Agreement**") dated June 21, 2006 between InStorage GP Trust (the "**General Partner**"), IS Operating Trust (the "**Trust**") and each person who is admitted to the partnership in accordance with the terms of the LP Agreement.

7. The Partnership is a reporting issuer in British Columbia and Alberta as a continuing issuer following an exchange of securities. Pursuant to the Arrangement, each SCOSS Share entitled the holder thereof to receive either: (i) one REIT Unit, or (ii) one Class B exchangeable non-voting limited partnership unit ("**Class B LP Units**") of the Partnership.

8. No securities of the Partnership are listed or posted for trading on a stock exchange or other marketplace. Pursuant to a MRRS decision document dated November 15, 2006 of the Decision Makers in British Columbia and Alberta (the "**2006 Decision**"), the Partnership was exempted from having to file continuous disclosure documents under the Legislation in those jurisdictions and was permitted to rely on the continuous disclosure documents of the Filer. The Partnership is not in default of any requirements under the Legislation or the 2006 Decision.

9. The Partnership's head office is located at Suite 1000, 350 Bay Street, Toronto, Ontario, Canada.

10. The authorized capital of the Partnership consists of an unlimited number of each of general partnership interests, Class A ordinary voting limited partnership units ("**Class A LP Units**"), Class B LP Units, Class C exchangeable non-voting limited partnership units ("**Class C LP Units**"), and an unlimited number of limited partnership units of such other class as the General Partner may create from time to time ("**Other LP Units**").

11. Other than in respect of an exchange described in paragraph 14 below, Class B LP Units and Class C LP Units are non-transferable. Pursuant to the terms of the LP Agreement, any Other LP Units issued from time to time will also be non-transferable.

12. As at June 27, 2007, the issued and outstanding capital of the Partnership consisted of:

    (a) a 0.01% general partnership interest, which is owned by the General Partner;

    (b) 183,543,752 Class A LP Units, all of which are owned by the Trust;

    (c) 10,458,136 Class B LP Units, all of which are owned by former holders of SCOSS Shares who elected to receive such units pursuant to the Arrangement; and

    (d) 8,400,000 Class C LP Units, which are owned, in the aggregate, by persons that directly or indirectly sold self-storage properties to the Filer pursuant to acquisition transactions that closed on September 1, 2006 and September 6, 2006, respectively.

13. The Partnership is controlled by the Filer. The Filer is the indirect beneficial owner of all of the issued and outstanding Class A LP Units, being the only class of limited partnership units of the Partnership that give the holders the right to vote on all matters to be decided by limited partners of the Partnership.

14. Class B LP Units and the Class C LP Units are, at the request of a holder thereof, exchangeable for REIT Units on a one-for-one basis in accordance with the terms of the LP Agreement and (i) in the case of the Class B LP Units the exchange agreement dated August 4, 2006, and (ii) in the case of the Class C LP Units the exchange agreement dated September 1, 2006.

15. Class B LP Units and Class C LP Units are intended to be, to the greatest extent possible, the economic equivalent of REIT Units. Holders of Class B LP Units and holders of Class C LP Units are entitled to receive distributions paid by the Partnership that are, to the greatest extent possible, economically equivalent to distributions paid by the Filer on REIT Units. Pursuant to the Arrangement, holders of Class B LP Units also

hold Special Voting Units of the Filer and, as a result, are entitled to receive notice of and vote at meetings of the unitholders of the Filer. The persons who received Class C LP Units pursuant to acquisition transactions described in subparagraph 12(d) above do not hold Special Voting Units of the Filer.

16. The Declaration of Trust of the Filer provides that the Filer will make monthly cash distributions out of its distributable income on or before the 15th day of a given month to persons who are holders of REIT Units ("**Unitholders**") on the last business day of the immediately preceding calendar month. Similarly, the LP Agreement provides that the Partnership will make identical monthly cash distributions out of its distributable income on the same terms and conditions to persons who are holders of Class B LP Units and to persons who are holders of Class C LP Units. Other LP Units, if and when created and issued by the Partnership, may also provide holders thereof with similar distribution participation rights.

17. It is the Filer's intent that this decision will only apply to:

    (a) Class B LP Units;

    (b) Class C LP Units;

    (c) Other LP Units that (i) are issued to persons that directly or indirectly sell self-storage properties to the Filer or one of its affiliates under private acquisition transactions, (ii) are exchangeable for REIT Units but are otherwise non-transferable, (iii) provide the holder of the Other LP Unit with economic rights which are, as nearly as possible except for tax implications, equivalent to REIT Units and (iv) have distribution rights that are equivalent to the distribution rights associated with Class B LP Units and Class C LP Units ("**Acquisition Units**"); and

    (d) Other LP Units that (i) are exchangeable for REIT Units but are otherwise non-transferable, (ii) provide the holder of the Other LP Unit with economic and voting rights which are, as nearly as possible except for tax implications, equivalent to REIT Units and (iii) have distribution rights that are equivalent to the distribution rights associated with Class B LP Units and Class C LP Units (together with Class B LP Units, Class C LP Units and Acquisition Units, collectively referred to herein as "**Eligible LP Units**").

18. The Filer proposes to establish the DRIP to permit Unitholders and holders of Eligible LP Units ("**LP Unitholders**"), other than such holders who are not residents of Canada, at their discretion, to automatically reinvest cash distributions paid on their REIT Units or Eligible LP Units, as the case may be, into REIT Units as an alternative to receiving cash distributions.

19. Following enrolment in the DRIP by a Unitholder or LP Unitholder (a "**DRIP Participant**"), distributions in respect of REIT Units or Eligible LP Units enrolled in the DRIP will be automatically paid to the agent responsible for the administration of the DRIP (the "DRIP Agent") and applied to the purchase of REIT Units directly from the Applicant.

20. The purchase price for a REIT Unit (or fraction thereof) acquired under the DRIP will be the arithmetic average (calculated to four decimal places) of the daily volume weighted average trading prices of REIT Units on the principal stock exchange where the REIT Units are listed and posted for trading (the "**Exchange**") for the 10 trading days immediately preceding the applicable distribution payment date. In addition, holders of REIT Units and holders of Eligible LP Units who participate in the DRIP ("**DRIP Participants**") will be entitled to receive a further distribution of REIT Units equal in value to 4% of each distribution that is reinvested under the DRIP.

21. No commissions, service charges or brokerage fees will be payable by DRIP Participants in connection with the issuance of REIT Units under the DRIP. The DRIP Agent's fees for administering the DRIP will be paid by the Filer out of its assets.

22. DRIP Participants may terminate their participation in the DRIP by providing written notice to the DRIP Agent no later than a specified time on the day that is five business days prior to the applicable record date. If received after such time, such notice will have effect for the next following distribution. After such termination is processed, distributions by the Filer or the Partnership, as the case may be, will thereafter be payable to such Unitholder or LP Unitholder in cash or otherwise in the form declared by the Filer or the Partnership, as the case may be.

23. Pursuant to the terms of the DRIP, the Filer will reserve the right to amend, suspend or terminate the DRIP at any time in its sole discretion, provided that such action shall not have a retroactive effect which would prejudice the interests of the DRIP Participants. DRIP Participants will be sent written notice of an amendment, suspension or termination of the DRIP in accordance with its terms.

24. Though it is not presently contemplated that the DRIP will provide for an optional cash payment feature which allows holders of REIT Units or Eligible LP Units to purchase additional REIT Units by making optional cash payments within certain established limits (the "Cash Payment Option"), such a Cash Payment Option could be implemented in the future. If implemented as part of the DRIP in the future, such a Cash Payment Option will be of a customary nature and the Filer will retain the right to determine from time to time whether the Cash Payment Option will be available.

25. The Filer would be unable to rely on the exemptions from the Registration Requirement and the Prospectus Requirement contained in the Legislation with respect to reinvestments plans (the "**DRIP Exemptions**") for the purposes of distributing REIT Units under the DRIP to LP Unitholders enrolled in the DRIP since such exemptions permit distributions made in respect of an issuer's securities to be applied only to the purchase of the same issuer's securities. Furthermore, a person who acquires a REIT Unit under the DRIP other than in reliance on the DRIP Exemptions (or a prospectus) would not be able to rely on the exemption from the Prospectus Requirement contained in the Legislation with respect to the first trade or resale of such REIT Unit.

Decision

Each of the Decision Makers is satisfied that the tests contained in the Legislation that provided such 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:

1. at the time of the trade, the Partnership continues to be controlled by the Filer and the Filer is the beneficial owner of all the issued and outstanding voting securities of the Partnership;

2. the ability to purchase REIT Units under the DRIP in respect of (a) distributions out of earnings, surplus, capital or other sources payable by the Partnership and (b) any Cash Payment Option, is available to every LP Unitholder in Canada;

3. should the DRIP include a Cash Payment Option at any time, the Requested Relief will only apply if (a) the aggregate number of REIT Units purchased by DRIP Participants pursuant to the Cash Payment Option in any one financial year of the Filer does not exceed a maximum of 2% of the number of REIT Units issued and outstanding at the beginning of the financial year and (b) the REIT Units trade on a marketplace (as defined in National Instrument 21-101 *Marketplace Operation*);

4. should the Partnership create and issue Other LP Units, the Requested Relief will only apply to Other LP Units that meet the conditions in either subparagraph 17(c) or (d) above; and

5. the first trade of any REIT Units acquired under this decision in a Jurisdiction shall be deemed to be a distribution or a primary distribution to the public unless the conditions in subsection 2.6(3) of National Instrument 45-102 Resale of Securities are satisfied at the time of such first trade.

"Kevin J. Kelly"
Commissioner
Ontario Securities Commission

"David L. Knight"
Commissioner
Ontario Securities Commission

2.2 Orders

2.2.1 Linamar Corporation and Linamar Hungary RT - s. 104(2)(c)

Headnote

Application under Section 104(2)(c) of the Securities Act (Ontario) – exemption from sections 95-100 of Securities Act (Ontario) – take-over bid in Ontario by offeror Canadian company for Hungarian target company that is not a reporting issuer in any Canadian jurisdiction – offeror to acquire all outstanding stock of target that it does not already own – target has four registered holders in Ontario, namely the offeror, an entity controlled by the offeror, and officers of the offeror – offeror unaware of any beneficial holders of target shares in Ontario other than the registered holders – Commission granted relief as take-over bid conducted in accordance with the laws of Hungary – all material provided to Hungarian shareholders to be provided to Ontario shareholders – all shareholders treated equally.

Statutes Cited

Securities Act, R.S.O. 1990, c. S.5, as am., ss. 93(1)(e), 95-100, 104(2)(c).

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

AND

IN THE MATTER OF
LINAMAR CORPORATION AND
LINAMAR HUNGARY RT

ORDER
(section 104(2)(c) of the Act)

UPON the application (the **Application**) of Linamar Corporation (the **Corporation**) to the Ontario Securities Commission (the **Commission**) for an order pursuant to clause 104(2) of the Act exempting the Corporation from the requirements of section 95 to 100 of the Act (the **Take-over Bid Requirements**) in connection with the offer (the **Offer**) by the Corporation or a wholly-owned subsidiary of the Corporation to purchase all of the ordinary shares (the **Linamar Hungary Shares**) of Linamar Hungary RT (**Linamar Hungary**);

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

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

1. The Corporation is a corporation incorporated under the laws of Ontario. Its registered office is located at 287 Speedvale Avenue West, Guelph, Ontario, NIH 1C5.

2. The Corporation is a reporting issuer in all of the provinces of Canada.

3. The Corporation's common shares are listed and posted for trading on the Toronto Stock Exchange under the symbol "LNR".

4. Linamar Hungary is a corporation incorporated under the laws of Hungary. Its registered office is located at Orosháza, Csorvási út 27, in the Republic of Hungary.

5. The Linamar Hungary Shares are traded on the Budapest Stock Exchange.

6. Linamar Hungary is not a reporting issuer in any jurisdiction in Canada and its securities are not listed for trading on any published market in Canada.

7. As at December 5, 2006, there were 8,580,000 Linamar Hungary Shares outstanding. Linamar Hungary has no outstanding share options.

8. Based on the register of holders of Linamar Hungary Shares, there are four registered holders of Linamar Hungary Shares resident in Ontario. One of these holders is the Corporation, which is registered as holding 4,790,800 Linamar Hungary Shares, representing approximately 55.84% of the outstanding Linamar Hungary Shares. Another of these holders is 1600725 Ontario Inc., a wholly-owned subsidiary of the Corporation, which holds 240,000 Linamar Hungary Shares, representing approximately 2.80% of the outstanding Linamar Hungary Shares. The two other registered holders are the Chairman of the Corporation and the Chief Executive Officer of the Corporation (each being a member of the board of directors of each of the Corporation and Linamar Hungary) holding in the aggregate 462,000 Linamar Hungary Shares, representing approximately 5.38% of the outstanding Linamar Hungary Shares.

9. The Corporation is not aware of any beneficial holders of Linamar Hungary Shares resident in Canada other than those set out in the register of holders of Linamar Hungary Shares.

10. The Corporation has formally made the Offer in accordance with its obligations under the *Act No. CCX. of 2001 on Capital Market* (Hungary) ("the CMA"). The CMA was enacted to fulfil Hungary's obligation to implement Directive No. 2004/25 EC of the European Parliament and of the Council of 21 April 2004 on takeover bids.

11. Shareholders in Canada will be entitled to participate in the Offer on terms at least as favourable as the terms that apply to the general body of Shareholders.

12. To the extent that any holder of Linamar Hungary Shares is resident in Ontario, the Offer will constitute a "take-over bid" under the Act. The Act exempts a take-over bid from compliance with the Take-over Bid Requirements if the number of shareholders resident in Ontario is fewer than 50 and their aggregate shareholding is less than 2% of the outstanding shares of that class, provided that the bid is made in compliance with the laws of a jurisdiction that is recognized under the Act for such purposes.

13. The foregoing exemption is not available to the Corporation because the number of Linamar Hungary Shares registered in the name of residents in Ontario is greater than 2% of the outstanding shares of that class and also because Hungary is not a recognized jurisdiction under the Act for such purposes.

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

IT IS ORDERED pursuant to clause 104(2)(c) of the Act that the Corporation and any wholly-owned subsidiary is exempt from the Take-over Bid Requirements in connection with the Offer, provided that:

(a) the Offer and all amendments thereto are made in compliance with the laws of Hungary;

(b) all materials relating to the Offer that are sent by the Corporation generally to holders of Linamar Hungary Shares in Hungary will be sent to registered holders of Linamar Hungary Shares resident in Ontario, and copies thereof filed with Commission;

(c) the Corporation issues and files a press release in Canada announcing that it is making the Offer; and

(d) the Corporation posts conspicuously on its website all information relating to the Offer that is published in Hungary by the Corporation, Linamar Hungary or the Budapest Stock Exchange.

DATED this 27th day of February, 2007.

"Wendell S. Wigle"

"Suresh Thakrar"

2.2.2 AiT Advanced Information Technologies Corporation et al.

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

AND

IN THE MATTER OF
AiT ADVANCED INFORMATION TECHNOLOGIES CORPORATION, BERNARD JUDE ASHE AND DEBORAH WEINSTEIN

ORDER

WHEREAS on February 12, 2007, the Ontario Securities Commission issued a Notice of Hearing pursuant to s. 127 of the Ontario *Securities Act*, R.S.O. 1990, c. S.5, as amended, with respect to the respondent Deborah Weinstein ("Weinstein") and others;

AND WHEREAS at a pre-hearing conference on March 6, 2007, the hearing on the merits was tentatively scheduled to commence on July 9, 2007;

AND WHEREAS a motion by Staff of the Commission ("Staff") to have Weinstein's counsel removed as counsel of record was heard on June 13, 2007 and the Commission reserved its decision;

AND WHEREAS Staff brought a motion returnable June 25, 2007 to request an order adjourning the hearing on the merits and requiring delivery of an expert report by Weinstein;

AND WHEREAS, on its own motion, the Commission advised that the hearing will be adjourned;

AND WHEREAS Weinstein's counsel advised the Commission that a letter signed by the expert will be provided to Staff;

AND WHEREAS the Commission considers it to be in the public interest to make this Order;

IT IS ORDERED THAT

1. The hearing of this matter is scheduled for September 5, 6, 7, 10, 11, 12, 17, 19, 20, 21, 26 and 27; and

2. Staff's motion pertaining to the expert report is adjourned sine die.

DATED at Toronto this 26th day of July, 2007.

"Wendell S. Wigle"

"Harold P. Hands"

"Carol Perry"

2.2.3 Limelight Entertainment Inc. et al.

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

AND

IN THE MATTER OF
LIMELIGHT ENTERTAINMENT INC.,
CARLOS A. DA SILVA, DAVID C. CAMPBELL,
JACOB MOORE AND JOSEPH DANIELS

ORDER

WHEREAS Staff of the Commission ("Staff") requested at a hearing (the "Hearing") on April 13, 2006 that the Ontario Securities Commission (the "Commission") make a temporary order pursuant to section 127(5) of the *Securities Act*, R.S.O. 1990, c. S.5, as amended (the "Act") that: (i) all trading cease in the securities of Limelight Entertainment Inc. ("Limelight"); (ii) Limelight, Carlos Da Silva ("Da Silva"), David C. Campbell ("Campbell") and Jacob Moore ("Moore") cease trading in all securities; and (iii) any exemptions contained in Ontario securities law do not apply to Limelight, Da Silva, Campbell and Moore (the "First Temporary Order");

AND WHEREAS Staff served Limelight, Da Silva and Campbell with the Notice of Hearing and Statement of Allegations dated April 7, 2006 and with the Affidavit of Larry Masci sworn April 7, 2006, the Affidavit of Tim Barrett sworn April 10, 2006 and the Affidavit of Joseph De Sommer sworn April 11, 2006 as evidenced by the affidavits of service filed as exhibits;

AND WHEREAS on April 13, 2006, the Commission issued the First Temporary Order and ordered that the First Temporary Order shall expire on the 15th day after its making unless extended by order of the Commission and adjourned the Hearing to April 26, 2006;

AND WHEREAS Staff served counsel for Limelight, Da Silva and Campbell with the Amended Notice of Hearing dated April 25, 2006, the Amended Statement of Allegations of Staff dated April 25, 2006 and the Affidavit of Larry Masci sworn April 25, 2006 but were unable to serve Moore or Joseph Daniels ("Daniels");

AND WHEREAS Staff requested, at the Hearing on April 26, 2006, that the Commission make a second temporary order pursuant to section 127(5) of the Act that: (i) Daniels cease trading in all securities; and (ii) any exemptions contained in Ontario securities laws do not apply to Daniels (the "Second Temporary Order");

AND WHEREAS on April 26, 2006, the Commission extended the First Temporary Order to May 11, 2006, issued the Second Temporary Order and ordered that the Second Temporary Order expires on the 15th day after its making unless extended by Order of the Commission and adjourned the Hearing to May 11, 2006;

AND WHEREAS on May 11, 2006, the Commission: (1) extended the First Temporary Order and the Second Temporary Order to September 13, 2006; (2) adjourned the Hearing to September 13, 2006; (3) ordered that Moore and Daniels could be served with documents in this proceeding by serving Limelight, Da Silva or Campbell; and (4) ordered Limelight to provide notice to all shareholders of this ongoing proceeding;

AND WHEREAS Staff provided disclosure to counsel for Limelight, Da Silva and Campbell on September 11, 2006, and additional disclosure on April 2 and 27, 2007;

AND WHEREAS counsel for Limelight, Da Silva and Campbell consented to the Hearing commencing on May 7 and continuing on May 8, 9, 10 and 11, 2007;

AND WHEREAS on October 30, 2006, the Commission ordered: (1) the extension of the First and Second Temporary Orders until the conclusion of the Hearing; and (2) the Hearing to commence on May 7, 2007 at 10:00 a.m. and continue on May 8, 9, 10 and 11, 2007;

AND WHEREAS at a pre-hearing conference on May 2, 2007, Moore requested and the Commission granted an adjournment of the Hearing scheduled to commence on May 7, 2007;

AND WHEREAS on July 5, 2007, the Commission granted leave to Peter Tuovi to be removed as counsel of record for Limelight, Campbell and Da Silva;

AND WHEREAS on July 31, 2007, Staff advised that the notice of pre-hearing conference returnable August 21, 2007 at 2:30 p.m. was couriered to each of Limelight, Campbell and Da Silva;

AND WHEREAS on August 2, 2007, the Commission approved Staff's settlement agreement with Moore and imposed a confidentiality term on the release to the public of the settlement agreement;

AND WHEREAS Staff attempted and failed to effect personal service of Staff's pre-hearing conference submissions and cover letter dated August 3, 2007 as evidenced by the affidavits of attempted service filed as exhibits at the pre-hearing conference on August 21, 2007;

AND WHEREAS Limelight, Campbell and Da Silva failed to attend the pre-hearing conference on August 21, 2007 at 2:30 p.m.;

AND WHEREAS Staff advised that one additional disclosure volume is being prepared for the respondents;

AND WHEREAS Staff advised that tentative hearing dates were scheduled for October 1, 3 and 4, 2007 and requested that the Hearing proceed on these dates;

AND WHEREAS Staff advised that Staff will attempt to provide notice of the hearing dates to Limelight,

Campbell and Da Silva in order to minimize the risk of any possible further adjournment requests;

IT IS ORDERED that the Hearing is scheduled to commence on October 1, 2007 at 10:00 a.m. and continue on October 3 and 4, 2007.

DATED at Toronto this _23rd_ day of August, 2007.

"Paul K. Bates"
Pre-hearing Commissioner

2.2.4 Goldman, Sachs & Co. - s. 218 of the Regulation

Headnote

Applicant for registration as limited market dealer exempted, pursuant to section 218 of the Regulation, from Canadian incorporation requirement in section 213 of the Regulation, subject to terms and conditions.

Statutes Cited

Securities Act, R.S.O. 1990, c. S.5, as am., ss. 26(3, 53.

Regulations Cited

Regulation made under the Securities Act, R.R.O. 1990, Reg. 1015, as am., ss. 213, 218.

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

AND

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

AND

**IN THE MATTER OF
GOLDMAN, SACHS & CO.**

**ORDER
(Section 218 of the Regulation)**

UPON the application (the **Application**) of Goldman, Sachs & Co., (the **Applicant**) to the Ontario Securities Commission (the **Commission**) for an order, pursuant to section 218 of the Regulation, exempting the Applicant from the requirement in section 213 of the Regulation that the Applicant be incorporated, or otherwise formed or created, under the laws of Canada or a province or territory of Canada, in order for the Applicant to be registered under the Act as a dealer in the category of limited market dealer (**LMD**);

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

AND UPON the Applicant having represented to the Commission that:

1. The Applicant is a limited partnership formed under the laws of the state of New York. Its head office is in New York, New York.

2. The Applicant is the principal U.S. broker-dealer affiliate of The Goldman Sachs Group, Inc. It is registered as a broker-dealer and investment adviser with the U.S. Securities and Exchange Commission and is a member of the National

Association of Securities Dealers. It is also a member of the New York Stock Exchange, NASDAQ and certain other exchanges or alternative marketplaces in the United States.

3. The Applicant is engaged in a variety of securities-related activities with Canadian clients and counterparties. It is registered as an international dealer in Ontario and intends to maintain such registration. It is also registered as an international adviser or the equivalent thereof in Alberta, British Columbia, Manitoba, Ontario, Quebec, Saskatchewan and Prince Edward Island.

4. The Applicant intends to apply to the Commission for registration under the Act as a dealer in the category of LMD.

5. As an LMD, the Applicant proposes to engage in trading in securities, including equity securities of Canadian issuers, with "accredited investors" (as defined under National Instrument 45-106 – *Prospectus and Registration Exemptions*) in Ontario, including individuals.

6. Section 213 of the Regulation provides that a registered dealer that is not an individual must be a company incorporated, or a person formed or created, under the laws of Canada or a province or territory of Canada.

7. The Applicant is not resident in Canada and does not require a separate Canadian company or other entity to carry out its proposed LMD activities in Ontario. It is more efficient and cost-effective to carry out those activities through the existing U.S. partnership.

8. Without the relief requested the Applicant would not meet the requirements of the Regulation for registration as a dealer in the category of limited market dealer as it is not a company incorporated, or a person formed or created, under the laws of Canada or a province or territory of Canada.

AND UPON being satisfied that to make this order would not be prejudicial to the public interest;

IT IS ORDERED THAT, pursuant to section 218 of the Regulation, and in connection with the registration of the Applicant as a dealer under the Act in the category of a LMD, section 213 of the Regulation shall not apply to the Applicant for a period of three years, provided that:

1. The Applicant appoints an agent for service of process in Ontario.

2. The Applicant shall provide to each client resident in Ontario a statement in writing disclosing the non-resident status of the Applicant, the Applicant's jurisdiction of residence, the name and address of the agent for service of process of the Applicant in Ontario, and the nature of risks to clients that legal rights may not be enforceable.

3. The Applicant will not change its agent for service of process in Ontario without giving the Ontario Securities Commission 30 days' prior notice of such change by filing a new Submission to Jurisdiction and Appointment of Agent for Service of Process.

4. The Applicant and each of its registered directors or officers irrevocably and unconditionally submits to the non-exclusive jurisdiction of the judicial, quasi-judicial, and administrative tribunals of Ontario and any administrative proceedings in Ontario, in any proceedings arising out of or related to or concerning its registration under the Act or its activities in Ontario as a registrant.

5. Securities, funds and other assets of the Applicant's clients in Ontario will be held as follows:

   (a) by the client; or

   (b) by a custodian or sub-custodian:

      (i) that meets the guidelines prescribed for acting as a sub-custodian of the portfolio securities of a mutual fund in Part 6 of National Instrument 81-102 – *Mutual Funds*;

      (ii) that is:

         (A) subject to the agreement announced by the Bank for International Settlements on July 1, 1988 concerning international convergence of capital measurement and capital standards; or

         (B) exempt from the requirements of paragraph 3.7(1)(b)(ii) of OSC Rule 35-502 – *Non Resident Advisers*; and

      (iii) if such securities, funds and other assets are held by a custodian or sub-custodian that is the Applicant or an affiliate of the Applicant, that custodian holds such securities, funds and other assets in compliance with, or pursuant to an exemption from, the requirements of the Regulation.

6. The Applicant will inform the Director immediately upon the Applicant becoming aware:

   (a) that it has ceased to be registered in the United States as a broker-dealer;

   (b) of its registration in any other jurisdiction not being renewed or being suspended or revoked;

   (c) that it is the subject of a regulatory proceeding, investigation or disciplinary action by any financial services or securities regulatory authority or self-regulatory authority;

   (d) that the registration of its salespersons, officers, directors, or partners who are registered in Ontario have not been renewed or have been suspended or revoked in any Canadian or foreign jurisdiction; or

   (e) that any of its salespersons, officers, directors, or partners who are registered in Ontario are the subject of a regulatory proceeding, investigation or disciplinary action by any financial services or securities regulatory authority or self-regulatory authority in any Canadian or foreign jurisdiction.

7. The Applicant will pay the increased compliance and case assessment costs of the Commission due to the Applicant's location outside Ontario, including the cost of hiring a third party to perform a compliance review on behalf of the Commission.

8. The Applicant will make its books and records outside Ontario, including electronic records, readily accessible in Ontario, and will produce physical records for the Commission within a reasonable time if requested.

9. If the laws of the jurisdiction in which the Applicant's books and records are located prohibit production of the books and records in Ontario without the consent of the relevant client the Applicant shall, upon a request by the Commission:

   (a) so advise the Commission; and

   (b) use its best efforts to obtain the client's consent to the production of the books and records.

10. The Applicant will, upon the Commission's request, provide a representative to assist the Commission in compliance and enforcement matters.

11. The Applicant and each of its registered directors, officers, or partners will comply, at the Applicant's expense, with requests under the Commission's investigation powers and orders under the Act in relation to the Applicant's dealings with Ontario clients, including producing documents and witnesses in Ontario, submitting to audit or search and seizure process or consenting to an asset freeze, to the extent such powers would be enforceable against the Applicant if the Applicant were resident in Ontario.

12. If the laws of the Applicant's jurisdiction of residence that are otherwise applicable to the giving of evidence or production of documents prohibit the Applicant or the witnesses from giving the evidence without the consent or leave of the relevant client or any third party, including a court of competent jurisdiction, the Applicant shall:

   (a) so advise the Commission; and

   (b) use its best efforts to obtain the client's consent to the giving of the evidence.

13. The Applicant will maintain appropriate registration and regulatory organization membership, in the jurisdiction of its principal operations, and if required, in its jurisdiction of residence.

August 24, 2007

"Wendell S. Wigle"
Commissioner
Ontario Securities Commission

"Harold P. Hands"
Commissioner
Ontario Securities Commission

2.2.5 Gleacher Fund Advisors LP - s. 218 of the Regulation

Headnote

Applicant for registration as limited market dealer exempted, pursuant to section 218 of the Regulation, from Canadian incorporation requirement in section 213 of the Regulation, subject to terms and conditions.

Statutes Cited

Securities Act, R.S.O. 1990, c. S.5, as am., ss. 26(3), 53.

Regulations Cited

Regulation made under the Securities Act, R.R.O. 1990, Reg. 1015, as am., ss. 213, 218.

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

AND

IN THE MATTER OF
R.R.O. 1990, REGULATION 1015,
AS AMENDED (THE REGULATION)

AND

IN THE MATTER OF
GLEACHER FUND ADVISORS LP

ORDER
(Section 218 of the Regulation)

UPON the application (the **Application**) of Gleacher Fund Advisors LP, (the **Applicant**) to the Ontario Securities Commission (the **Commission**) for an order, pursuant to section 218 of the Regulation, exempting the Applicant from the requirement in section 213 of the Regulation that the Applicant be incorporated, or otherwise formed or created, under the laws of Canada or a province or territory of Canada, in order for the Applicant to be registered under the Act as a dealer in the category of limited market dealer (**LMD**);

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

AND UPON the Applicant having represented to the Commission that:

1. The Applicant was formed in Delaware, U.S.A. The head office of the Applicant is located in Greenwich, Connecticut, U.S.A.

2. The Applicant is not a reporting issuer in Ontario.

3. The Applicant is not presently registered in any capacity under the Act. However, the Applicant is in the process of applying to the Commission for registration under the Act as a dealer in the category of limited market dealer (Non-Resident).

4. The Applicant is registered with the U.S. Securities and Exchange Commission (the **SEC**) as an investment adviser. An affiliated company of the Applicant, Gleacher Partners LLC, is registered with the SEC as a broker-dealer and is a member in good standing of the National Association of Securities Dealers, Inc.

5. All individuals of the Applicant who seek registration in Ontario are also registered in the U.S.A.

6. The primary focus of the Applicant's activities is on the marketing and sale of specialized alternative investments, including hedge funds and related private offerings, on an exempt basis.

7. In Ontario, the Applicant intends to market and sell to accredited investors and other exempt purchasers units, limited partnership interests or other securities of funds. These limited market dealer activities may be undertaken directly, or in conjunction with or through another registered dealer, including providing referrals to such dealer.

8. The Applicant is not resident in Canada, will not maintain an office in Canada and will only participate in the distribution of securities in Ontario pursuant to registration and prospectus exemptions contained in the Act, National Instrument 45-106 – *Prospectus and Registration Exemptions* and Commission Rule 45-501 – *Exempt Distributions*.

9. Section 213 of the Regulation provides that a registered dealer that is not an individual must be a company incorporated, or a person formed or created, under the laws of Canada or a province or territory of Canada.

10. Without the relief requested, the Applicant would not meet the requirements of the Regulation for registration as a limited market dealer as it is not incorporated, or a person formed or created, under the laws of Canada or a province or territory of Canada.

AND UPON being satisfied that to make this order would not be prejudicial to the public interest;

IT IS ORDERED THAT, pursuant to section 218 of the Regulation, and in connection with the registration of the Applicant as a dealer under the Act in the category of a LMD, section 213 of the Regulation shall not apply to the Applicant for a period of three years, provided that:

1. The Applicant appoints an agent for service of process in Ontario.

2. The Applicant shall provide to each client resident in Ontario a statement in writing disclosing the non-resident status of the Applicant, the Applicant's jurisdiction of residence, the name and address of the agent for service of process of the Applicant in Ontario, and the nature of risks to clients that legal rights may not be enforceable.

3. The Applicant will not change its agent for service of process in Ontario without giving the Ontario Securities Commission 30 days' prior notice of such change by filing a new Submission to Jurisdiction and Appointment of Agent for Service of Process.

4. The Applicant and each of its registered individuals irrevocably and unconditionally submits to the non-exclusive jurisdiction of the judicial, quasi-judicial, and administrative tribunals of Ontario and any administrative proceedings in Ontario, in any proceedings arising out of or related to or concerning its registration under the Act or its activities in Ontario as a registrant.

5. The Applicant will not have custody of, or maintain customer accounts in relation to, securities, funds, and other assets of clients resident in Ontario.

6. The Applicant will inform the Director immediately upon the Applicant becoming aware:

   (a) that it has ceased to be registered in the United States as a broker-dealer;

   (b) of its registration in any other jurisdiction not being renewed or being suspended or revoked;

   (c) that it is the subject of a regulatory proceeding, investigation or disciplinary action by any financial services or securities regulatory authority or self-regulatory authority;

   (d) that the registration of its individuals who are registered in Ontario have not been renewed or have been suspended or revoked in any Canadian or foreign jurisdiction; or

   (e) that any of its individuals who are registered in Ontario are the subject of a regulatory proceeding, investigation or disciplinary action by any financial services or securities regulatory authority or self-regulatory authority in any Canadian or foreign jurisdiction.

7. The Applicant will pay the increased compliance and case assessment costs of the Commission due to the Applicant's location outside Ontario, including the cost of hiring a third party to perform a compliance review on behalf of the Commission.

8. The Applicant will make its books and records outside Ontario, including electronic records, readily accessible in Ontario, and will produce physical records for the Commission within a reasonable time if requested.

9. If the laws of the jurisdiction in which the Applicant's books and records are located prohibit production of the books and records in Ontario without the consent of the relevant client the Applicant shall, upon a request by the Commission:

   (a) so advise the Commission; and

   (b) use its best efforts to obtain the client's consent to the production of the books and records.

10. The Applicant will, upon the Commission's request, provide a representative to assist the Commission in compliance and enforcement matters.

11. The Applicant and each of its registered individuals will comply, at the Applicant's expense, with requests under the Commission's investigation powers and orders under the Act in relation to the Applicant's dealings with Ontario clients, including producing documents and witnesses in Ontario, submitting to audit or search and seizure process or consenting to an asset freeze, to the extent such powers would be enforceable against the Applicant if the Applicant were resident in Ontario.

12. If the laws of the Applicant's jurisdiction of residence that are otherwise applicable to the giving of evidence or production of documents prohibit the Applicant or the witnesses from giving the evidence without the consent or leave of the relevant client or any third party, including a court of competent jurisdiction, the Applicant shall:

   (a) so advise the Commission; and

   (b) use its best efforts to obtain the client's consent to the giving of the evidence.

13. The Applicant will maintain appropriate registration and regulatory organization membership, in the jurisdiction of its principal operations, and if required, in its jurisdiction of residence.

August 24, 2007.

“Wendell S. Wigle”
Commissioner
Ontario Securities Commission

“Harold P. Hands”
Commissioner
Ontario Securities Commission

2.2.6 AiT Advanced Information Technologies Corporation et al.

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

AND

**IN THE MATTER OF
AiT ADVANCED INFORMATION TECHNOLOGIES CORPORATION, BERNARD JUDE ASHE AND DEBORAH WEINSTEIN**

ORDER

WHEREAS on February 12, 2007, the Ontario Securities Commission issued a Notice of Hearing pursuant to s. 127 of the Ontario *Securities Act*, R.S.O. 1990, c. S.5, as amended, with respect to the respondent Deborah Weinstein ("Weinstein") and others;

AND WHEREAS on June 13, 2007, the Commission heard a motion for directions brought by Staff of the Commission ("Staff") concerning Weinstein's solicitor of record Alistair Crawley ("Crawley") and Crawley Meredith LLP, and the Commission reserved its decision;

AND WHEREAS the respondent and Crawley acknowledge that the undertaking set out herein applies to both direct and indirect communication;

AND WHEREAS the Commission considers it to be in the public interest to make this Order;

IT IS ORDERED THAT:

1. Crawley may continue to act for Weinstein on the following conditions:

   (a) Weinstein must retain independent counsel (the "Independent Counsel") to cross-examine any of former directors of AiT Advanced Information Technologies Corporation who have previously been represented by Crawley (the "Outside Directors") and who testify in this matter;

   (b) Weinstein and Crawley must undertake in writing as follows within 15 days from the date of this Order:

      (i) that there shall be no communication between Mr. Crawley and the Independent Counsel with respect to any matter pertaining to the cross-examination of the Outside Directors;

      (ii) that the Independent Counsel will not be entitled to consult with Crawley as to the nature of the evidence or the defence; and

      (iii) that, in the event that any of the Outside Directors are being called by Weinstein to testify as a witness, the Outside Director called shall provide, after having received independent legal advice, a waiver of the right to object to be examined or re-examined at the hearing by Crawley.

2. If Weinstein and Crawley do not provide the foregoing undertaking in writing within the prescribed time limit, then Crawley and Crawley Meredith LLP shall be removed as counsel of record for Weinstein.

DATED at Toronto this 24th day of August, 2007.

"Wendell S. Wigle"

"Harold P. Hands"

"Carol S. Perry"

2.2.7 San Gold Corporation - s. 1(11)(b)

Headnote

Section 1(11) – order that issuer is a reporting issuer for purposes of Ontario securities law – issuer already a reporting issuer in British Columbia, Alberta and Manitoba – issuer's securities listed for trading on the TSX Venture Exchange – continuous disclosure requirements in British Columbia, Alberta and Manitoba are substantially the same as those in Ontario.

Statutes Cited

Securities Act, R.S.O. 1990, c. S.5, as am., s. 1(11).

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

AND

IN THE MATTER OF
SAN GOLD CORPORATION

ORDER
(Subsection 1(11)(b))

UPON the application of San Gold Corporation (the "Applicant") for an order, pursuant to subsection 1(11)(b) of the Act that, for the purposes of Ontario securities law, the Applicant is a reporting issuer in Ontario;

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

AND UPON the Applicant representing to the Commission as follows:

1. The full name of the Applicant is "San Gold Corporation".

2. The Applicant was formed on June 30, 2005 pursuant to The Corporations Act (Manitoba) through the amalgamation of Gold City Industries Ltd., a corporation incorporated pursuant to the *Business Corporations Act* (British Columbia), and San Gold Resources Corporation, a corporation incorporated pursuant to *The Corporations Act* (Manitoba).

3. The registered and records office of the Applicant is located at 30th Floor, 360 Main Street, Winnipeg, Manitoba, R3C 4G1 and the head office of the Applicant is located at Lot 1, Block 12 Bissett, Manitoba, R0E 0J0.

4. The authorized capital of the Applicant consists of an unlimited number of common shares of which 168,063,833 are issued and outstanding as of the close of business on August 3, 2007.

5. The Applicant has been a reporting issuer in the Provinces of Manitoba, Alberta and British Columbia since the date of its amalgamation, June 30, 2005.

6. The Applicant is not currently a reporting issuer or the equivalent in any jurisdiction in Canada other than Manitoba, Alberta and British Columbia.

7. The Applicant is not on the list of defaulting reporting issuers maintained pursuant to *The Securities Act* (Manitoba) (the "Manitoba Act"), the *Securities Act* (Alberta) (the "Alberta Act") or the *Securities Act* (British Columbia) (the "B.C. Act"), and, to the best of its knowledge, is not in default of any of its obligations under the Manitoba Act, the Alberta Act or the B.C. Act.

8. The continuous disclosure requirements of the Manitoba Act, the Alberta Act and the B.C. Act are substantially the same as the requirements under the Act.

9. The continuous disclosure materials filed by the Applicant under the Manitoba Act, the Alberta Act and the B.C. Act are available on the System for Electronic Document Analysis and Retrieval (SEDAR).

10. The Applicant's securities are traded on the TSX Venture Exchange (the "TSXV") under the symbol "SGR". The Applicant's securities are not traded on any other stock exchange or trading or quotation system.

11. Neither the Applicant nor any of its predecessor entities nor any of their officers, directors or controlling shareholders is, has or have:

    (a) Been the subject of any penalties or sanctions imposed by a court relating to Canadian securities legislation or by a Canadian securities regulatory authority other than:

        (i) a cease trade order dated January 26, 2005 (order revoked February 23, 2005) issued by the British Columbia Securities Commission for the failure of San Gold Resources Corporation to file certain documentation (annual financial statements and management discussion and analysis related thereto) pursuant to s. 164(1) of the B.C. Act;

        (ii) a cease trade order dated January 19, 2005 (order revoked February 23, 2005) issued by the Manitoba Securities Commission for the

failure of San Gold Resources Corporation to file annual financial statements and management discussion and analysis related thereto in accordance with National Instrument 51-102; and

(iii) a cease trade order dated Aug. 20, 1998 (order revoked August 27, 1998) for the failure of Gold City Industries Ltd. (under the name Consolidated Gold City Mining Corporation) to file annual audited financial statements for the period ended Dec. 31, 1997;

(b) Entered into a settlement agreement with a Canadian securities regulatory authority; or

(c) Been subject to any other penalties or sanctions imposed by a court or regulatory body that would be likely to be considered important to a reasonable investor making an investment decision.

12. Neither the Applicant nor any of its predecessor entities nor any of their officers, directors or controlling shareholders is, has or have been subject to:

(a) Any known ongoing or concluded investigation by a Canadian securities regulatory authority, or a court or regulatory body, other than a Canadian securities regulatory authority, that would be likely to be considered important to a reasonable investor making an investment decision; or

(b) Any bankruptcy or insolvency proceedings, or other proceedings, arrangements or compromises with creditors, or the appointment of a receiver, receiver-manager or trustee within the preceding 10 years.

13. None of the Applicant or its officers, directors or any controlling shareholder, is or has been at the time of such event an officer or director of any other issuer which is or has been subject to:

(a) Any cease trade or similar order, except as previously noted, or order that denied access to any exemptions under Ontario securities law, for a period of more than 30 consecutive days, within the preceding 10 years; or

(b) Any bankruptcy or insolvency proceedings, or other proceedings, arrangements or compromises with creditors, or the appointment of a receiver, receiver-manager or trustee, within the preceding 10 years.

14. The Applicant has a significant connection with Ontario as registered shareholders owning a total of, to the knowledge of the Applicant, approximately 23% of the issued and outstanding common shares of the Applicant are resident in Ontario.

15. The Applicant is in compliance with all requirements of the TSXV.

16. 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 of this Order.

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

IT IS ORDERED pursuant to subsection 1(11)(b) of the Act that the Applicant is a reporting issuer for the purposes of Ontario securities law.

DATED August 20th , 2007.

"Iva Vranic"
Manger, Corporate Finance

2.2.8 Lehman Brothers Inc. - OSC Rule 35-502 Non-Resident Advisors

Headnote

Decision pursuant to section 10.1 of Ontario Securities Commission Rule 35-502 (the Rule) exempting applicant from the requirement under section 3.7 of the Rule.

Statutes Cited

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

Rules Cited

Ontario Securities Commission Rule 35-502 (2000) 23 OSCB 7989, ss. 3.7, 10.1.

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

AND

IN THE MATTER OF
LEHMAN BROTHERS INC.

EXEMPTION ORDER
(Ontario Securities Commission Rule 35-502
Non-Resident Advisers)

UPON the application of Lehman Brothers Inc. (**LBI** or the **Applicant**), pursuant to section 10.1 of Ontario Securities Commission Rule 35-502 *Non-Resident Advisers* (the **Rule**) for an exemption from the requirement under subsection 3.7(1)(b)(ii) of the Rule that the Applicant be subject to the agreement announced by the Bank for International Settlements on July 1, 1988 concerning international convergence of capital measurement and capital standards (the BIS Agreement) in order for it to act as custodian for its Ontario clients (the **Application**);

AND UPON considering the Application;

AND UPON the Applicant having represented to the Director that:

1. LBI is a limited liability company formed under the laws of the State of Delaware and is a wholly owned subsidiary of Lehman Brothers Holdings Inc. The head office of LBI is located in New York, New York.

2. LBI is registered under the Act as dealer in the category of international dealer and an adviser in the category of international adviser. The Applicant is also registered as a broker-dealer and an investment adviser with the United States Securities and Exchange Commission (**SEC**) and as a futures commission merchant with the Commodity Futures Trading Commission (**CFTC**).

3 LBI provides investment, financing, and related services to individuals and institutions on a global basis. Services provided to clients include securities brokerage, investment advisory, trading, and underwriting; investment banking, strategic services, including mergers and acquisitions, and other corporate finance advisory activities; origination, brokerage, dealer and related activities; securities clearance and settlement services and related record keeping services.

4 LBI is the wholly owned US broker-dealer subsidiary of Lehman Brothers Holdings Inc. (**LBHI**). As of November 30, 2006 LBHI had shareholders' equity of US$ 19.191 billion. The Applicant, as at April 30, 2007 had regulatory net capital of US$4.5 billion as determined under Rule 15c3-1 under the United States Securities Exchange Act of 1934 and had shareholders' equity of approximately US$4 billion.

5 The Applicant has 3 principal affiliated financial institutions: (i) Lehman Brothers Bank, FSB (shareholders' equity: US$2,080,316,000 as at March 31, 2007), (ii) Lehman Brothers Commercial Bank (shareholders' equity: US$462,838,000 as at March 31, 2007), and (iii) Lehman Brothers Trust Company, N.A (shareholders' equity: US$25,310,000 as at March 31, 2007), (collectively, the **LBI Banks**).

6 As a broker-dealer regulated by the SEC, LBI must comply with the SEC's regulations with respect to protection of customer's cash and securities. LBI has a number of additional safeguards in place to protect client funds and securities over which it has responsibility.

7. The Applicant acts as custodian for its clients in the United States and throughout the world. The Applicant currently has custody of approximately US$225 billion of client assets. The Applicant proposes to act as a custodian for its clients in Ontario.

8. Section 3.7 of the Rule provides that securities and money of an Ontario client of an international adviser must be held by (a) the Ontario client; or (b) a custodian or sub-custodian that meets the requirements for acting as a custodian or sub-custodian of a mutual fund in National Instrument 81-102 – *Mutual Funds* (**NI 81-102**), and that is subject to the BIS Agreement.

9. The Applicant meets the requirements for acting as a custodian or sub-custodian of a mutual fund in NI 81-102.

10. The BIS Agreement is a framework for measuring capital adequacy that was designed to strengthen the soundness and stability of the international banking system. The BIS Agreement provides minimum levels of capital that are intended to be

applied to banks on a consolidated basis, including subsidiaries undertaking banking and financial business.

11. The Applicant is an affiliate of the LBI Banks, but is not a subsidiary of any of the LBI Banks. Accordingly, because of the Applicant's corporate structure and because the Applicant is not a bank, the BIS Agreement does not apply to the Applicant.

12. There are no apparent concerns as to the capital adequacy of the Applicant given its capital resources noted above.

IT IS ORDERED, pursuant to section 10.1 of the Rule, that the Applicant is exempt from the requirement of subsection 3.7(1)(b)(ii) of the Rule that it be subject to the BIS Agreement in order for it to act as custodian for its Ontario clients, provided that there is no material adverse change in the ownership or capitalization of the Applicant.

August 24, 2007

"David M. Gilkes"

2.2.9 FactorCorp. Inc. et al. - ss. 127, 144

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

AND

IN THE MATTER OF
FACTORCORP INC.,
FACTORCORP FINANCIAL INC.,
AND MARK IVAN TWERDUN

TEMPORARY ORDER
(Sections 127 and 144 of the Act)

WHEREAS it appears to the Ontario Securities Commission (the "Commission") that:

1. FactorCorp Inc. ("FactorCorp") is an Ontario corporation registered under Ontario securities law as a Limited Market Dealer.

2. FactorCorp Financial Inc. ("FactorCorp Financial"), is an Ontario corporation that is not a reporting issuer and is not registered with the Commission.

3. Mark Ivan Twerdun ("Twerdun") is the controlling shareholder and sole director and officer of both FactorCorp and FactorCorp Financial.

4. FactorCorp/FactorCorp Financial has/have raised approximately $50 million by issuing non-prospectus qualified debentures to approximately 700 Ontario investors over the last three to four years in a continuous distribution.

5. FactorCorp/FactorCorp Financial pool(s) the funds raised from the issuance of debentures and lends them to various sub-lenders who, in turn, lend them to various small to mid-sized businesses. Such loans are stated by FactorCorp and FactorCorp Financial to be secured.

6. Investors purchased FactorCorp Financial debentures primarily through a registered mutual fund dealer and limited market dealer (the "Dealer"). FactorCorp/FactorCorp Financial debentures were sold pursuant to the accredited investor ("AI") exemption from the prospectus requirement of section 53 of the *Ontario Securities Act* (the "Act").

7. It appears that the FactorCorp/FactorCorp Financial debentures were sold by the Dealer in circumstances where the AI exemption may not have been available, contrary to sections 25 and 53 of the Act.

8. The Dealer has submitted significant repayment requests to FactorCorp/FactorCorp Financial on behalf of clients who may not qualify as AI's under securities law.

9. FactorCorp/FactorCorp Financial is/are not able to meet all outstanding requests for repayments.

10. FactorCorp/FactorCorp Financial is/are considering alternatives for the restructuring of its/their business, operations and affairs (the "Alternative Arrangements").

11. Staff of the Commission ("Staff") believe that it is in the public interest that investor funds be protected and a monitor be put in place to review the business, operations and affairs of FactorCorp and FactorCorp Financial.

AND WHEREAS the Commission issued an order on July 6, 2007 (the "Temporary Order");

AND WHEREAS the respondents applied for a variation of the Temporary Order;

AND WHEREAS the Commission held a hearing on July 20 and 25, 2007 to consider whether to vary and/or extend the Temporary Order;

AND WHEREAS on July 20, 2007, the Commission extended the Temporary Order dated July 6, 2007, until July 25, 2007 at 5:00 p.m., unless further extended by the Panel;

AND WHEREAS on July 25, 2007, the Commission further extended the Temporary Order dated July 6, 2007, until July 27, 2007 at 5:00 p.m. to permit Staff and the respondents to reach agreement on appropriate variations to the Temporary Order;

AND WHEREAS at the hearing held on July 25, 2007, the Panel advised Staff and the respondents that if they were to fail to reach an agreement by 5:00 p.m. on Thursday July 26, 2007, the Panel would issue it own order.

AND WHEREAS Staff and the respondents failed to reach an agreement on the variations to the Temporary Order;

AND WHEREAS on July 27, 2007 the Commission was of the opinion that it was in the public interest to make an Order;

AND WHEREAS ON JULY 27, 2007, THE COMMISSION ORDERED that, pursuant to subsection 127(1) of the Act that:

(a) pursuant to paragraph 127(1)2, all trading in any securities by and of the respondents cease except that Twerdun is permitted to trade, in his name only, in securities that have not been issued by FactorCorp or FactorCorp Financial, for his own account or for the account of a registered retirement savings plan or registered retirement income fund (as defined in the Income Tax Act (Canada)) in which he has legal and beneficial ownership and interest; and

(b) pursuant to paragraph 127(1)3 of the Act, but subject to paragraph (a) above, all exemptions contained in Ontario securities law do not apply to the respondents; and

(c) pursuant to paragraph 127(1)1 of the Act, the following terms and conditions are imposed on the registration of FactorCorp and Twerdun, effective immediately:

(i) Twerdun, FactorCorp and any company controlled, directly or indirectly, by Twerdun, and FactorCorp including but not limited to FactorCorp Financial, are prohibited from making repayments and participating in or acquiescing to any act, directly or indirectly, in furtherance of a redemption of securities of FactorCorp and FactorCorp Financial;

(ii) Twerdun and FactorCorp are prohibited from transferring their controlling interest in any company including but not limited to FactorCorp Financial; and

(iii) Twerdun and FactorCorp shall cause FactorCorp and FactorCorp Financial to retain a monitor (the "Monitor"), selected by Staff, by 5:00 p.m. Eastern Time on August 1, 2007. The Monitor's primary objective will be to review the business, operations and affairs of FactorCorp Financial, FactorCorp and any company controlled, directly or indirectly, by Twerdun, FactorCorp and FactorCorp Financial involved with the issuance of securities and related proceeds. The Monitor shall be retained on terms to be established by Staff.

AND WHEREAS THE COMMISSION FURTHER ORDERED that the above noted terms and conditions supplemented and did not replace any other specific terms and conditions that applied to Twerdun and FactorCorp and Twerdun and FactorCorp continued to be subject to all applicable general terms, conditions and other requirements contained in the Act and any Regulations made thereunder; and

AND WHEREAS THE COMMISSION FURTHER ORDERED that, pursuant to subsection 127(6) and 144 of the Act, the Temporary Order, as varied herein, should take effect immediately and would expire on the thirtieth day after its making unless extended by the Commission;

AND WHEREAS KPMG Inc. was appointed Monitor by FactorCorp and FactorCorp Financial;

AND WHEREAS THE COMMISSION has considered status update memoranda to the Commission from the Monitor dated August 15 and August 24, 2007 and a letter to the Monitor from counsel for the Respondents dated August 24, 2007, filed, and the submissions of the parties;

AND WHEREAS THE COMMISSION is of the opinion that it is in the public interest to continue the Temporary Order, as varied on July 27, 2007;

IT IS ORDERED that, pursuant to subsection 127(6) and 144 of the Act, the Temporary Order, as varied herein, shall continue for an additional thirty days expiring on September 27, 2007, unless further extended by the Commission

DATED at Toronto this 27th day of August, 2007.

"Robert L. Shirriff"

"Suresh Thakrar"

2.2.10 Shane Suman and Monie Rahman

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

AND

IN THE MATTER OF
SHANE SUMAN AND MONIE RAHMAN

ORDER

WHEREAS on July 24, 2007 the Ontario Securities Commission (the "Commission") issued a Notice of Hearing pursuant to section 127 of the Securities Act, R.S.O. 1990, c.S.5, to consider whether it is in the public interest to make the certain orders against Shane Suman and Monie Rahman, (collectively, the "Respondents");

AND WHEREAS on August 28, 2007, counsel for the Commission and counsel for the Respondents attended before the Commission for a first appearance;

AND WHEREAS the Commission and the Respondents (the "Parties") agreed to schedule a pre-hearing conference on October 23, 2007 at 2:00 p.m.;

IT IS HEREBY ORDERED, on consent of the Parties, that the matter be adjourned to a pre-hearing conference on October 23, 2007 at 2:00 p.m.

DATED at Toronto this 28th day of August 2007.

"James E. A. Turner"

2.3 Rulings

2.3.1 Nexus Investment Management Inc. et al. - s. 74(1)

Headnote

Relief from the dealer registration and prospectus requirements of the Act to permit the distribution of pooled fund securities to managed accounts held by non-accredited investors on an exempt basis – Non-accredited investors are specified family members of core managed account clients that are accredited investors – ss. 25, 53 and 74(1) of Securities Act (Ontario).

Applicable Legislative Provisions

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

Rules Cited

National Instrument 45-106 Prospectus and Registration Exemptions.

August 28, 2007

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

AND

IN THE MATTER OF
NEXUS INVESTMENT MANAGEMENT INC.
("Nexus")

AND

NEXUS NORTH AMERICAN BALANCED FUND
NEXUS NORTH AMERICAN EQUITY FUND
NEXUS NORTH AMERICAN INCOME FUND
(the "Nexus Funds")

RULING
(Subsection 74(1) of the Act)

Background

The Ontario Securities Commission (the "Commission") has received an application from Nexus on behalf of itself, the Nexus Funds and any pooled fund established and managed by Nexus after the date hereof (a "Future Fund", and together with the Nexus Funds, the "Funds", or individually a "Fund"), for a ruling, pursuant to subsection 74(1) of the Act, that Nexus will not be subject to the requirement to be registered as a mutual fund dealer under s. 25 of the Act (the "Dealer Registration Requirement") and the requirement to file and obtain a receipt for a prospectus under s. 53 of the Act (the "Prospectus Requirement") in connection with the distribution of units of the Funds to Managed Accounts (as defined below) of Secondary Clients (as defined below).

Representations

This Ruling and Order is based on the following facts represented by Nexus:

1. Nexus is a corporation incorporated on July 5, 1988 under the laws of the Province of Ontario with its principal place of business in Toronto.

2. Nexus is registered as an adviser in the categories of investment counsel and portfolio manager and as a limited market dealer with the Commission. Nexus is also registered as an adviser in British Columbia, Alberta and Quebec.

3. Nexus has established the Nexus Funds as open-end mutual fund trusts offered pursuant to exemptions from the prospectus and, where available, registration requirements. Nexus will be the manager and portfolio manager of the Nexus Funds. RBC Dexia Investor Services Trust is the trustee of the Nexus Funds. The Future Funds will consist of open-end mutual fund trusts for which Nexus will be the manager and portfolio manager.

4. Nexus offers investment management and financial counselling services, primarily to high net worth individuals (each, a "Client").

5. Each Client who wishes to receive the investment management services of Nexus executes a written agreement (the "Investment Counsel Agreement") whereby the Client appoints Nexus to act as portfolio manager in connection with an investment portfolio of the Client with full discretion (a "Managed Account").

6. Nexus's normal minimum aggregate balance for all the accounts of a client is $250,000. This minimum may be waived at the Nexus's discretion. From time to time, Nexus may accept certain Clients for Managed Accounts with less than $250,000 under management.

7. Nexus generally acts as portfolio manager to Clients ("Primary Clients") who are "accredited investors" within the meaning of National Instrument 45-106 *Prospectus and Registration Exemptions* ("NI 45-106"). However, from time to time, Nexus may agree to provide services to Clients who are not accredited investors ("Secondary Clients"). For purposes of this application, the Secondary Clients are Clients who are accepted by Nexus because of a relationship between the Secondary Client and a Primary Client, typically family members, including a spouse, parent, grandparent, child, or sibling of a Primary Client.

8. Primary Clients constitute the main source of business for Nexus and the business of Secondary Clients is incidental to the business of Primary Clients. The business of a Secondary Client is generally accepted by Nexus as a courtesy to the Primary Client.

9. Investments in individual securities may not be appropriate in certain circumstances for Nexus's Clients, especially Secondary Clients, since they may not receive the same asset diversification benefits and may incur disproportionately higher brokerage commissions relative to large Managed Accounts.

10. To improve the diversification and cost benefits to its Clients in Managed Accounts, Nexus wishes to distribute units of the Funds without a minimum investment. These Clients would thereby be able to receive the benefit of Nexus's investment management expertise, regarding both asset allocation and individual stock selection, as well as receive the benefits of lower costs and broader asset diversification associated with pooled investments relative to direct holdings of individual securities.

11. Nexus wishes to be able to offer a Fund to a Secondary Client without requiring the Secondary Client to invest $150,000 in that Fund.

12. Accredited investors will own a significant majority of the Funds. Managed Accounts of Secondary Clients will represent less than 10% of Nexus' total Managed Account assets under management.

13. Under the Investment Counsel Agreements between each Client and Nexus, Clients agree to pay Nexus a management fee based upon a percentage of assets under management in the Managed Account. Terms of the fees are detailed in each Client's Investment Counsel Agreement. None of the Nexus Funds will charge a commission or a management fee directly to investors.

14. Unless the requested relief is granted, Nexus will be prohibited from selling units of the Funds to Managed Accounts where the Client resides in Ontario and is not an accredited investor and does not invest a minimum of $150,000 in each Fund.

Ruling

The Commission being satisfied that the relevant test contained in subsection 74(1) of the Act have been met, the Commission rules, pursuant to subsection 74(1) of the Act, that relief from the Dealer Registration Requirement and the Prospectus Requirement is granted in connection with the distribution of securities of the Funds to Managed Accounts of Secondary Clients provided that,

(a) this ruling will terminate upon the coming into force of any legislation or rule of the Commission exempting a trade by a fully managed account in securities of investment funds from the dealer registration and prospectus requirements in the Act;

(b) this ruling shall only apply where the Secondary Client is, and in the case of clauses (iii) to (v) below remains,

(i) an individual (of the opposite or same sex) who is or has been married to a Primary Client, or is living or has lived with a Primary Client in a conjugal relationship outside marriage;

(ii) a parent, grandparent, child or sibling of either a Primary Client or the individual referred to in clause (i) above;

(iii) a personal holding company controlled by an individual referred to in clause (i) or (ii) above;

(iv) a trust, other than a commercial trust, of which an individual referred to in clause (i) or (ii) above is a beneficiary;

(v) a private foundation controlled by an individual referred to in clause (i) or (ii) above; or

(vi) a close business associate, employee or professional adviser to a Primary Client provided that

(A) in each instance, there are exceptional factors that have persuaded Nexus for business reasons to accept such close associate, employee or professional adviser as a Secondary Client and waive Nexus' minimum aggregate balance, and a record is kept and maintained of the exceptional factors considered; and

(B) the Secondary Clients acquired through such relationships to a Primary Client shall not at any time represent more than five percent of Nexus' total

Managed Account assets under management;

(c) Nexus does not receive any compensation in respect of a sale or redemption of securities of the Funds, and Nexus does not pay a referral fee to any person or company who refers Secondary Clients who invest in securities of the Funds through Managed Accounts managed by Nexus;

(d) Nexus remains registered under the Legislation as an adviser in the categories of "investment counsel" and "portfolio manager" (or the equivalent) and as a dealer in the category of "limited market dealer" (or the equivalent) and will comply with the duties and obligations of such registration in connection with any trade made to Managed Accounts of Secondary Clients.

"James E. A. Turner"
Vice-Chair

"Wendell S. Wigle"
Commissioner

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Chapter 3

Reasons: Decisions, Orders and Rulings

3.1 OSC Decisions, Orders and Rulings

3.1.1 Jack Wall

IN THE MATTER OF
THE REGISTRATION OF JACK WALL

OPPORTUNITY TO BE HEARD BY THE DIRECTOR
SECTION 26(3) OF THE SECURITIES ACT

Date: August 23, 2007

Director: David M. Gilkes
Manager, Registrant Regulation

Appearances: Emily Cole
For the staff of the Commission

David Shiller
For Jack Wall

Background

1. Jack Wall applied to have his company, Cottler Financial Corporation (**Cottler**), registered as a Limited Market Dealer. The Ontario Securities Commission (**OSC**) received the application dated November 22, 2006 on November 29, 2006. On January 16, 2007, the OSC received an application for the registration of Jack Wall (the **Applicant**) in the category of trading officer and also to be the designated compliance officer, a director, and a shareholder of Cottler. A firm cannot be registered as a dealer without a designated compliance officer who must be a registered trading officer of the firm.

2. Upon receipt of the application for registration, staff conducted the standard criminal and intelligence checks on Mr. Wall. The intelligence check revealed there to be two civil legal proceedings naming Mr. Wall, and/or entities that he is connected to, as defendants.

3. Item 15 of Form 33-109F4 – *Registration Information for an Individual* (**Form F4**) requires that an individual seeking registration disclose any current and past civil proceedings. In addition, subsection 8(b) of Form 3 – *Application for Registration as a Dealer, Adviser or Underwriter* (Form 3) requires disclosure of any civil proceedings where fraud was alleged. Mr. Wall made untrue statements in the applications by failing to disclose the civil proceedings as required by Form 3 and Form F4.

4. On February 12, 2007, OSC staff informed Mr. Wall that it would recommend to the Director that the application for registration of Mr. Wall be refused. In accordance with subsection 26(3) of the *Securities Act*, Mr. Wall has exercised his right to an opportunity to be heard by the Director, before the Director makes a decision concerning the application.

5. The opportunity to be heard was conducted in person on June 22, 2007, at the premises of the OSC.

Submissions

6. OSC staff recommended that the Applicant be refused registration on the basis that he filed a false affidavit and the nature of the allegations in the claims.

7. Counsel for staff noted that Mr. Wall filed two false affidavits with the OSC. The first under item 9 of Form 3 and the second under item 15 of Form F4. These two forms ask the same question using slightly different language. The question asks whether you, or any firm in which you were a directing mind, have ever been a defendant in a civil proceeding alleging fraud, theft, deceit, misrepresentation or similar conduct.

8. The Applicant is an officer, director and shareholder of a number of companies including: Cottler, JMS Capital Corporation (**JMS**), 1597318 Ontario Inc. (**1597318**), 1378923 Ontario Inc., and 655947 Ontario Inc. (**655947**).

9. OSC staff found two civil claims when conducting the standard intelligence check on the registration application. In the first claim JMS, Stephen Katmarian and Mary Vorvis (Mr. Wall's partners at JMS) were named as defendants, and in the second claim Jack Wall, Stephen Katmarian, Mary Vorvis, JMS and 655947 were named as defendants. Both claims contained allegations of fraud, misrepresentations, and negligence.

10. The Applicant serves as President of JMS and owns one-third of the company. There are two other owners, Mary Vorvis and Stephen Katmarian. JMS are the first initials of the three owners. JMS provides start-up companies with basic management services such as bookkeeping, corporate reorganizations, reporting services, corporate governance and other financial services. JMS is active in raising funds and serves as a liaison between junior companies and various accounting and legal professions.

11. In one claim the plaintiff's allegations include that JMS did not tell them that Stephen Katmarian was the subject of IDA disciplinary proceedings about his conduct with a company called Rampart Securities. The IDA found Stephen Katmarian had contravened their bylaws and banned him from registration for 15 years.

12. Counsel for staff presented the case law relating to misrepresenting or withholding information from the regulator. It is clear that non-disclosure of information has a serious bearing on the integrity of the individual applicant.

13. Counsel for the Applicant began his submissions by bringing forward two additional civil claims that should have been disclosed under item 15 of Form F4. The third claim named JMS as a defendant and the fourth claim named JMS, 1597318, Jack Wall, Stephen Katmarian and Mary Vorvis as defendants. The third claim had been settled. The fourth is still before the courts but has been amended to remove the allegations of breach of fiduciary duty, breach of trust, conspiracy and fraud.

14. Counsel for the Applicant admitted that all four claims should have been disclosed in the application for registration. However, counsel for the Applicant asserted that the omission was not intentional and that Mr. Wall did not act deliberately to hide information from the OSC.

15. The Applicant essentially put the blame on his solicitor that assisted in completing the Form F4 for not disclosing the claims under item 15. The Applicant said:

> My recollection is that I didn't really focus right on the actual question itself. I think that inadvertently I just ticked it off "no" relying on the -- on my solicitor, having gotten that previous letter that he would be reviewing this and checking it over and assisting me in preparing -- correcting anything I may have answered incorrectly, ticked it off inadvertently. I realize now that that was a mistake, but that's the reason I did it and submitted it in that way to him. And they finalized the documents, it appears, and submitted them to the Exchange, and I was never advised that anything was inappropriately filled out.
>
> (*In the Matter of an Opportunity to be Heard by the Director under Subsection 26(3) of the Securities Act and in the Matter of Jack Wall* (2007) (transcript) p.35)

16. Counsel for the Applicant presented a letter from Mr. Wall's solicitor that enclosed an Form F4 from August 2005 that Mr. Wall had partially completed. In the letter, the solicitor indicated that he would check the form for completeness but noted that Mr. Wall was to "complete it as accurately as possible". (Counsel for Jack Wall, Application Brief, tab 17)

17. The Director asked the Applicant about the August 2005 Form F4 and why it had not been submitted to the OSC at that time. The Applicant noted that the 2005 application for registration was going to be filed on behalf of the three partners. He then became aware of other situations that were going on. One of the "other situations" was the IDA decision relating to Stephen Katmarian and his 15-year ban from registration. Mr. Wall was now filing as the sole owner of Cottler.

18. Counsel for the Applicant also examined in detail the nature of the four claims. He asserted that the claims did not have merit and should not be used as a basis to refuse the registration of Mr. Wall.

19. The Applicant said in his testimony that he was winding down JMS and has had no further dealings with Stephen Katmarian or Mary Vorvis. However, did not provide any evidence of that wind down.

20. In relation to the case law presented by counsel for staff, counsel for the Applicant tried to differentiate them from the situation involving Mr. Wall. In particular, counsel for the Applicant noted that, in each of the cases, there was some

activity in addition to non-disclosure that was being examined by the decision maker. At the very least there was a pattern of non-disclosure in these cases.

Suitability for Registration

21. As noted in numerous decisions by the Ontario Securities Commission, other securities commissions and the courts, registration is a privilege and not a right. As a result, the role of OSC staff in determining whether an individual is suitable for registration is a particularly important component of its mandate to protect investors. This point was made by the Ontario Securities Commission in the *Jan Michalik* decision:

> In pursuing the purposes of the Act, including protecting the investing public, the Commission is required to have regard to certain fundamental principles, such as the requirements to maintain high standards of fitness and business conduct to ensure honest and reputable conduct by registrants. Registrants have a very important function in the capital markets and they are also in a position where they may potentially harm the public. Regulating conduct of registrants is a matter of public interest.
>
> (*Re Jan Michalik*, (2007), 30 OSCB 6659)

22. The high standard referred to in *Jan Michalik* is the fit and proper standard for registration. This standard is based on three well established criteria that have been identified by the OSC:

> The [Registrant Regulation] section administers a registration system which is intended to ensure that all Applicants under the Securities Act and the Commodity Futures Act meet appropriate standards of integrity, competence and financial soundness …
>
> (*Ontario Securities Commission*, Annual Report 1991)

23. OSC staff look at the honesty and the character of the applicant when analyzing integrity. In particular, staff examines the applicant's dealings with clients, compliance with Ontario securities law and other applicable laws, and the use of prudent business practices.

24. OSC staff must base its analysis on the information submitted through the Form 3 and the Form F4 and other information obtained from internal sources. OSC staff naturally base their recommendation on the past activities of the applicant, as recognized by the Ontario Securities Commission in the *Mithras Management Ltd.*:

> … so 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 prescient, after all.
>
> (*Re Mithras Management Ltd.*, (1990) 13 OSCB 1600)

Analysis

25. Counsel for the Applicant argued that the Director should not rely solely on the allegations made in the four claims to refuse registration. It is not the role of the Director to determine the merits of matters before other decision makers and it is noted that at the time of the opportunity to be heard three of the four claims were still proceeding before the courts. However, allegations of fraud and misrepresentation must be taken seriously. That there were four such claims is a cause for concern.

26. According to his Form F4, the Applicant has run his own businesses since 1986. The nature of the businesses would mean that he has had many legal dealings, for example, one business deals primarily in real estate. I find it unusual that a business person would not turn his attention to the details of an application for registration.

27. While the Applicant said he relied on his solicitor for completing the Form F4 properly, the correspondence from his lawyer clearly indicates that Mr. Wall was to fill it out accurately and the lawyer would follow-up on missing information. In the end, it is the Applicant that attests that the content of the document is true.

28. The evidence shows that the four claims have not been dormant and the Applicant did not assert that he was not aware of the claims.

29. Counsel for the Applicant argued that the non-disclosure was not intentional and there was no pattern of not disclosing information. Reviewing the Form F4 that was completed in August 2005, there were no civil proceedings disclosed under item 15, although there were two civil claims alleging fraud at that time. The Form 3 filed with the OSC to register Cottler in November 2006, did not disclose any civil proceedings although there were four civil claims at this

time. In January 2007, the Applicant filed an Form F4 that did not disclose any of the four claims. After OSC staff notified the Applicant that two claims had been found, he did not reveal the other two claims until the time of the opportunity to be heard. A copy of the August 2005 Form 3 for the proposed dealer was not submitted in evidence but I believe it can be assumed that it did not disclose any civil proceedings.

Decision

30. It does not matter whether the Applicant intended to deceive the OSC, he did not disclose required information on three and possibly four forms.

31. Mr. Wall's past activities have a bearing on whether he is suitable for registration. While there has been no finding in three of the claims, the fact that there were four claims that all dealt with his business dealings with clients causes some concern.

32. Combined with the fact that the Applicant did not disclose this information has clearly demonstrated a lack of integrity on his part. The fact that he does not accept the responsibility for the accuracy of the information provided and assertion that he did not really focus on the question brings his business judgement into question.

33. I find that the Applicant has not demonstrated the high standards of integrity required of a professional in the securities industry. Therefore, I refuse to grant the registration of Jack Wall.

August 23, 2007

"David M. Gilkes"

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
Phoenix Capital Inc.	23 Aug 07	05 Sep 07		

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
T S Telecom Ltd.	10 Aug 07	23 Aug 07		27 Aug 07	

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
AldeaVision Solutions Inc.	03 May 07	16 May 07	16 May 07		
Argus Corporation Limited	25 May 04	03 Jun 04	03 Jun 04		
CoolBrands International Inc.	30 Nov 06	13 Dec 06	13 Dec 06		
Fareport Capital Inc.	13 Jul 07	26 Jul 07	26 Jul 07		
Hip Interactive Corp.	04 Jul 05	15 Jul 05	15 Jul 05		
HMZ Metals Inc.	03 Apr 06	14 Apr 06	17 Apr 06		
IMAX Corporation	03 Apr 07	16 Apr 07	16 Apr 07		
T S Telecom Ltd.	10 Aug 07	23 Aug 07		27 Aug 07	
TVI Pacific Inc.	17 Aug 07	30 Aug 07			
VVC Exploration Corporation	04 Jun 07	15 Jun 07	15 Jun 07		
WEX Pharmaceuticals Inc.	21 Aug 07	31 Aug 07			

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Chapter 6

Request for Comments

6.1.1 CSA Notice and Request for Comment - Proposed NP 11-202 Process for Prospectus Reviews in Multiple Jurisdictions and National Policy 11-203 Process for Exemptive Relief Applications in Multiple Jurisdictions and Related Repeals

NOTICE AND REQUEST FOR COMMENT

PROPOSED
NATIONAL POLICY 11-202
PROCESS FOR PROSPECTUS REVIEWS IN MULTIPLE JURISDICTIONS
AND
NATIONAL POLICY 11-203
PROCESS FOR EXEMPTIVE RELIEF APPLICATIONS IN MULTIPLE JURISDICTIONS
AND
RELATED REPEALS

This notice describes the proposed policies of the Canadian Securities Administrators (CSA) that would replace the existing mutual reliance review system policies for prospectuses and exemptive relief applications. The proposed policies describe new processes for making national regulatory decisions based on the operation of the proposed passport system and proposed interfaces between the passport jurisdictions and Ontario.

We are publishing the following:

- National Policy 11-202 *Process for prospectus reviews in multiple jurisdictions* (NP 11-202)
- National Policy 11-203 *Process for exemptive relief applications in multiple jurisdictions* (NP 11-203)

(collectively, the proposed policies)

We plan to publish a similar policy for registration in a few months.

We propose to repeal National Policy 12-201 *Mutual Reliance Review System for Exemptive Relief Applications* and National Policy 43-201 *Mutual Reliance Review System for Prospectuses*.

Overview of passport and comments received

CSA, except the Ontario Securities Commission (OSC), (the passport jurisdiction regulators) published proposed National Instrument 11-102 *Passport System* and its related form (passport rule) and companion policy (together, 11-102) for comment on March 28, 2007. The passport jurisdiction regulators designed 11-102 for adoption by all Canadian securities regulatory authorities to allow market participants to focus on how passport could operate to streamline Canadian securities regulation.

On that basis, the passport jurisdiction regulators also proposed repealing the current mutual reliance review systems[1] (except to deal with a few types of exemptive relief applications) because 11-102 would replace them. The publication notice for 11-102 did not address what would happen if a jurisdiction did not adopt it.

CSA received many comments on the impact of Ontario not adopting 11-102 and on the proposal to repeal the current mutual reliance review systems. The following brief summary highlights the main themes of these comments[2]:

- Some commenters were disappointed that the Ontario government and the OSC would not participate in passport and urged them to reconsider their position.

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1 National Policy (Notice, in Québec) 12-201 *Mutual Reliance Review System for Exemptive Relief Applications* (NP 12-201), National Policy (Notice, in Québec) 43-201 *Mutual Reliance Review System for Prospectuses* (NP 43-201), National Instrument 31-101 *National Registration System* (NI 31-101) and NP 31-201 *National Registration System* (NP 31-201).

2 The passport jurisdiction regulators received 17 comment letters, which are available on the ASC website. A detailed summary of all the comments and responses will be published early in 2008. Eight of the comment letters were also sent to the OSC and are posted on its website.

- The majority of commenters thought that, without Ontario, the passport system would not work, it should not proceed, or its benefits would be substantially reduced. The commenters said that these problems would arise because market participants would have to contend with two systems, the regulatory system would be more complicated than it is now, or market participants in the passport jurisdictions would have an unfair advantage. Some said that Ontario market participants should benefit from passport.

- Many commenters encouraged the regulators to work together to develop a system that all jurisdictions could adopt. One recommended CSA delay implementing 11-102 until that happens. However, another thought that, if there is substantive cooperation between Ontario and the passport jurisdictions, the proposed system will be an improvement.

- Many commenters disagreed with the passport jurisdictions' proposal to repeal the existing mutual reliance review systems. They thought the regulators should maintain these systems to provide an appropriate interface with Ontario, to ensure that market participants do not lose the benefits they provide, or to ensure no one, whether inside or outside Ontario, is disadvantaged.

- Two commenters recommended that CSA republish 11-102 for comment with the proposed interfaces and the national instruments on which passport depends because, otherwise, market participants would be commenting on an incomplete proposal. Another commenter also assumed that CSA would publish the proposed interfaces with Ontario for comment before implementing 11-102.

Ontario participation and proposed interfaces

The OSC will not be adopting 11-102. Nevertheless, CSA members in passport jurisdictions and the Council of Ministers established under the Memorandum of Understanding Regarding Securities Regulation have expressed their commitment to implementing passport, even without Ontario's participation. The Council of Ministers and Ontario's minister responsible for securities regulation have expressed their preference that we develop interfaces to make the securities regulatory system as efficient and effective as possible in the circumstances for all market participants who want to gain access to the capital markets in both passport jurisdictions and Ontario. The OSC has participated in developing the proposed interfaces between the passport jurisdictions and Ontario.

Plan to implement the passport system

A key foundation for the passport system is a set of nationally harmonized regulatory requirements. The implementation of 11-102 depends on the adoption of two new proposed national instruments that we have published for comment. They are National Instrument 31-103 *Registration Requirements* (NI 31-103) and National Instrument 41-101 *General Prospectus Requirements* (NI 41-101).

The passport jurisdiction regulators expect to implement 11-102 and the proposed interfaces in stages as we implement the related proposed national instruments.

The passport jurisdiction regulators plan to adopt the portion of 11-102 related to continuous disclosure, prospectuses and exemptive relief applications in time to implement passport in those areas concurrently with NI 41-101. CSA is targeting March 2008 for implementation of NI 41-101.

The passport jurisdiction regulators plan to adopt passport for registration later, at the same time as NI 31-103. CSA plans to republish NI 31-103 for a 90-day comment period in the fall, and to implement it in July 2008.

Provided the passport jurisdiction regulators do not need to make material changes to 11-102, we plan to publish the final version of 11-102 and a detailed summary of comments and responses, early in 2008. CSA plans to publish, at the same time, the final versions of NP 11-202 and NP 11-203 together with a summary of the comments we receive on the proposed policies and our responses.

Overview of interfaces and how we would implement them

We propose to implement the new processes for making national regulatory decisions through NP 11-202 and NP 11-203, which all jurisdictions would adopt. The proposed policies would work in tandem with the passport rule, which the passport jurisdictions would adopt. The processes will provide interfaces:

- for market participants from passport jurisdictions that wish to gain access to the Ontario market; and

- for Ontario market participants that wish to gain access to the markets in one or more passport jurisdictions.

The interfaces for passport jurisdiction market participants would be similar to the existing mutual reliance review systems. They would ensure that a passport jurisdiction market participant generally deals only with its principal regulator (PR) to gain access to Ontario.

The interfaces for Ontario market participants would provide direct access to passport jurisdictions under 11-102. An Ontario market participant would therefore be able to deal with the OSC as its PR to obtain a regulatory decision that automatically applies in passport jurisdictions.

A foreign market participant would be able to gain access to the Canadian capital markets through a principal regulator on the same basis as a market participant in that regulator's jurisdiction.

The processes would be set out in:

- 11-102, amended as necessary from the version published on March 28, 2007, and adopted as a multilateral instrument by the passport jurisdiction regulators,
- the proposed policies, adopted by all CSA members, which would set out the processes for multi-jurisdictional prospectus reviews and exemptive relief applications and would replace NP 12-201 and NP 43-201, and
- a similar policy for registration which we plan to publish in a few months.

CSA recognizes that market participants from passport jurisdictions would be disadvantaged in accessing the Ontario market in comparison with Ontario market participants accessing the markets of passport jurisdictions. The Council of Ministers and the passport jurisdiction regulators plan to review the direct access provided to Ontario market participants two years after the full implementation of passport if the OSC has not committed to adopt 11-102 by that time.

Summary of Passport System and Proposed Interfaces

Process for prospectus reviews in multiple jurisdictions

The process for national prospectus reviews is set out in NP 11-202. As under the existing MRRS policy, the filer would deal only with the PR for its prospectus filing and the PR would provide the receipt to the filer. The PR for an issuer under the policy would be the same as under the passport rule.

Even though the OSC will not adopt the passport rule, the rule would include Ontario in the list of principal jurisdictions for prospectus filings. That would give an Ontario prospectus-filer direct access to passport so it can get a deemed receipt in passport jurisdictions by dealing only with the OSC.

NP 11-202 would retain the elements of NP 43-201 that are necessary to ensure that a passport jurisdiction prospectus-filer has to deal only with its PR to obtain a receipt in Ontario.

The process for prospectus filings in multiple jurisdictions would work as follows:

- The market participant files its prospectus with the PR and with the non-principal regulator (NPR) in each other jurisdiction where it wishes to offer the securities.
- Filing the prospectus triggers, under the national prospectus requirements, the obligation to file all related documents and pay fees in each jurisdiction.
- The PR reviews the prospectus.
- If the OSC is an NPR, it coordinates its review with the PR, provides any comments to the PR, and advises when it is clear for final.
- Other NPRs do not review the prospectus, although the PR might consult them if there is a novel issue.
- The PR issues a receipt for the prospectus, which causes the issuance of a deemed receipt in each non-principal passport jurisdiction and, if the OSC is an NPR and has made the same decision, also evidences the OSC's receipt.

Process for exemptive relief applications in multiple jurisdictions

The process for national exemptive relief applications is set out in NP 11-203. As under the existing MRRS policy, the filer would deal only with the PR for its application and the PR would provide the exemption order to the filer. The PR for an application under the policy would be the same as under the passport rule.

Section 5.4 of the passport rule exempts a market participant from a provision of securities legislation in a non-principal jurisdiction if the PR exempts the market participant from the equivalent provision in the principal jurisdiction, the filer gives a notice of intention to rely on the exemption, and the persons relying on the exemption comply with the principal regulator's terms and conditions. Appendix E to the passport rule contains the list of equivalent provisions in each jurisdiction (if they exist). This eliminates the need to file an application in non-principal passport jurisdictions and pay fees in those jurisdictions.

NP 11-203 would retain the elements of NP 12-201 necessary to provide an interface for a passport jurisdiction filer to deal with its PR to obtain exemptive relief in Ontario from a provision listed in Appendix E to the passport rule. It refers to these as "dual applications". NP 11-203 would also retain the elements of NP 12-201 necessary to deal with exemptive relief applications that are outside the scope of 11-102 (e.g., an application to designate an issuer to be a reporting issuer). It refers to these as "coordinated review applications".

Even though the OSC will not adopt the passport rule, the rule would include Ontario in the list of principal jurisdictions for exemption applications. That would give an Ontario filer direct access to passport so it can get an automatic exemption in passport jurisdictions by dealing only with the OSC. NP 11-203 refers to these applications, and applications not made in Ontario where the securities regulatory authority or regulator in a passport jurisdiction is the PR, as passport applications.

The process for exemptive relief applications in multiple jurisdictions would vary depending on the type of application. For a passport application, the process would work as follows:

- The market participant files its application only with, and pays fees only to, the PR.
- The PR reviews the application.
- NPRs do not review the application, although the PR might consult them if there is a novel issue.
- The PR's exemptive relief decision results in an automatic exemption in each non-principal jurisdiction.

For a dual application, the process would work as follows:

- The market participant files its application with, and pays fees to, the PR and the OSC.
- The PR reviews the application.
- The OSC, as an NPR, coordinates its review with the PR, provides any comments to the PR and, if it agrees with the decision of the PR, makes the same decision.
- Other NPRs do not review the application, although the PR might consult them if there is a novel issue.
- The PR's exemptive relief decision results in an automatic exemption in each non-principal passport jurisdiction and, if the OSC has made the same decision, evidences the OSC's decision.

For applications that are outside the scope of the passport rule, the coordinated review process under NP 11-203 would work the same way as the existing mutual reliance review system for exemptive relief applications.

Process for registration in multiple jurisdictions

The interfaces for registration would be similar to those for prospectuses and exemptive relief applications. We would retain the elements of the national registration system (NRS) to ensure that a firm or individual in a passport jurisdiction deals only with its PR to register in Ontario. Similarly, we would give Ontario firms and individuals direct access to passport so that they have to deal only with the OSC to register in passport jurisdictions.

We will describe the interfaces in more detail when we publish the proposed national policy setting out the process for registration in multiple jurisdictions.

Request for Comment

We request comments on the proposed policies and generally on the proposed interfaces. We also ask for your comments on the table of equivalent provisions in Appendix E to the passport rule and whether other provisions could be added to that table or to the following other appendices to the rule:

- Appendix A *Non-harmonized continuous disclosure requirements*, and

- Appendix C *Non-harmonized prospectus requirements*.

The passport rule and the appendices to the passport rule are available at www.bcsc.bc.ca and the websites of several other passport jurisdictions' regulators.

How to provide your comments

Please provide your comments by **October 30, 2007** by addressing your submission to the regulators listed below:

British Columbia Securities Commission
Alberta Securities Commission
Saskatchewan Financial Services Commission
Manitoba Securities Commission
Ontario Securities Commission
Autorité des marchés financiers
New Brunswick Securities Commission
Nova Scotia Securities Commission
Office of the Attorney General, Prince Edward Island
Financial Services Regulation Division, Consumer and Commercial Affairs Branch, Department of Government Services, Newfoundland and Labrador
Registrar of Securities, Government of Yukon
Registrar of Securities, Department of Justice, Government of the Northwest Territories
Registrar of Securities, Legal Registries Division, Department of Justice, Government of Nunavut

You do not need to deliver your comments to each of these regulators. Please deliver your comments to the two addresses that follow, and they will be distributed to the other jurisdictions:

Leigh-Anne Mercier
Senior Legal Counsel
British Columbia Securities Commission
PO Box 10142, Pacific Centre
701 West Georgia Street
Vancouver, BC V7Y 1L2
Fax: 604-899-6506
e-mail: lmercier@bcsc.bc.ca

Anne-Marie Beaudoin
Secrétaire
Autorité des marchés financiers
800, square Victoria, 22e étage
C.P. 246, Tour de la Bourse
Montréal, Québec H4Z 1G3
Fax: (514) 864-6381
e-mail: consultation-en-cours@lautorite.qc.ca

If you are not sending your comments by e-mail, please send a diskette or CD containing your comments in Word.

We cannot keep submissions confidential because securities legislation in certain provinces requires that a summary of the written comments received during the comment period be published.

Questions

Please refer your questions to any of:

Leigh-Anne Mercier
Senior Legal Counsel
British Columbia Securities Commission
(604) 899-6643
lmercier@bcsc.bc.ca

Gary Crowe
Senior Legal Counsel
Alberta Securities Commission
(403) 297-2067
gary.crowe@seccom.ab.ca

Barbara Shourounis
Director, Securities Division
Saskatchewan Financial Services Commission
(306) 787-5842
bshourounis@sfsc.gov.sk.ca

Patty Pacholek
Legal Counsel
Saskatchewan Financial Services Commission
(306) 787-5871
ppacholek@sfsc.gov.sk.ca

Doug R. Brown
Director, Legal, Enforcement and Registration
Manitoba Securities Commission
(204) 945-0605
doug.brown@gov.mb.ca

Michael Balter
Senior Legal Counsel
Ontario Securities Commission
(416) 593-3739
mbalter@osc.gov.on.ca

Sylvia Pateras
Legal Counsel
Autorité des marchés financiers
(514) 395-0558, extension 2536
sylvia.pateras@lautorite.qc.ca

Susan W. Powell
Legal Counsel
New Brunswick Securities Commission
(506) 643-7697
Susan.Powell@nbsc-cvmnb.ca

Nicholas A. Pittas
Director of Securities
Nova Scotia Securities Commission
(902) 424-6859
pittasna@gov.ns.ca

Doug Connolly
Deputy Superintendent of Securities
Financial Services Regulation Division,
Consumer and Commercial Affairs Branch,
Department of Government Services, Newfoundland and Labrador
(709) 729-4909
connolly@gov.nl.ca

August 31, 2007

NATIONAL POLICY 11-202
PROCESS FOR PROSPECTUS REVIEWS IN MULTIPLE JURISDICTIONS

PART 1 APPLICATION

1.1 Scope and application – This policy describes procedures for the filing and review of a preliminary prospectus, prospectus and related materials in more than one Canadian jurisdiction.

PART 2 DEFINITIONS

2.1 Definitions – In this policy,

"amendment" means an amendment to a preliminary prospectus or prospectus;

"CP 11-102" means Companion Policy 11-102 *Passport System* to MI 11-102;

"dual prospectus" means a prospectus described in section 3.3 of this policy;

"dual review" means the review under this policy of a dual prospectus;

"filer" means

(a) a person or company filing a prospectus, or

(b) an agent of a person or company referred to in paragraph (a);

"long form prospectus" includes a simplified prospectus and annual information form for a mutual fund;

"materials" mean the documents required under a national prospectus requirement and the related fees;

"MI 11-102" means Multilateral Instrument 11-102 *Passport System*;

"NI 13-101" means National Instrument 13-101 *System for Electronic Document Analysis and Retrieval* (SEDAR);

"OSC" means the Ontario Securities Commission;

"passport jurisdiction" means the jurisdiction of a passport regulator;

"passport prospectus" means a prospectus described in section 3.2 of this policy;

"passport regulator" means a securities regulatory authority or regulator that has adopted MI 11-102;

"pre-filing" means a consultation with the principal regulator for a prospectus filing, initiated before the filing of materials, regarding the interpretation of securities legislation or securities directions or their application to a particular offering or proposed offering;

"preliminary prospectus amendment" means an amendment to a preliminary prospectus;

"prospectus amendment" means an amendment to a prospectus;

"seasoned prospectus" means a pro forma or preliminary prospectus, if it is filed within two years of the date that a final receipt was issued for a prospectus of the same issuer;

"shelf prospectus" means a prospectus filed under National Instrument 44-102 *Shelf Distributions*;

"short form prospectus" means a prospectus filed under National Instrument 44-101 *Short Form Prospectus Distributions*; and

"waiver application" means a request for an exemption from securities legislation, if the exemption would be evidenced by the issuance of a receipt under this policy.

2.2 Further definitions – Terms used in this policy and that are defined in MI 11-102, NI 13-101, or National Instrument 14-101 *Definitions* have the same meanings as in those instruments.

PART 3 OVERVIEW AND PRINCIPAL REGULATOR

3.1 Overview – This policy deals with prospectuses filed in multiple jurisdictions in the following circumstances:

(a) The principal regulator is a passport regulator and the prospectus is not filed in Ontario. This is a "passport prospectus."

(b) The principal regulator is the OSC and the prospectus is filed in a passport jurisdiction. This is also a "passport prospectus."

(c) The principal regulator is a passport regulator and the prospectus is filed in Ontario. This is a "dual prospectus."

3.2 Passport Prospectus

(1) If the principal regulator is a passport regulator and the prospectus is not filed in Ontario, only the principal regulator will review the prospectus. Under MI 11-102, the issuance of a receipt by the principal regulator will trigger a deemed receipt in each other passport jurisdiction where the prospectus is filed.

(2) If the principal regulator is the OSC and the prospectus is filed in a passport jurisdiction, only the OSC will review the prospectus. Under MI 11-102, the issuance of the OSC receipt will trigger a deemed receipt in each passport jurisdiction where the prospectus is filed.

3.3 Dual Prospectus – If the principal regulator is a passport regulator and the prospectus is filed in Ontario, the principal regulator will review the prospectus, and the OSC, as a non-principal regulator, will coordinate its review with the principal regulator. The receipt of the principal regulator will trigger a deemed receipt in each other passport jurisdiction where the prospectus is filed and will evidence the receipt of the OSC, if the OSC has made the same decision as the principal regulator.

3.4 Principal Regulator

(1) For purposes of a prospectus filing under this policy, the principal regulator is the principal regulator identified in Part 3 of MI 11-102. This section summarizes and provides guidance on the provisions in Part 3 of MI 11-102.

(2) For purposes of subsection (3), the determination date is the earlier of

(a) the date a filer submits a pre-filing in any jurisdiction of Canada in connection with a prospectus, and

(b) the date a filer files a preliminary or pro forma prospectus in any jurisdiction of Canada;

(3) The principal regulator is the securities regulatory authority or regulator of the jurisdiction in which

(a) the issuer's head office is located as of the determination date, if the issuer is not an investment fund, or

(b) the investment fund manager's head office is located as of the determination date, if the issuer is an investment fund.

(4) For purposes of subsection (5), participating principal jurisdiction means any of British Columbia, Alberta, Saskatchewan, Manitoba, Ontario, Québec, New Brunswick or Nova Scotia. The securities regulatory authority or regulator in Prince Edward Island, Newfoundland and Labrador, Yukon, Northwest Territories and Nunavut does not act as a principal regulator for reviewing prospectuses.

(5) If the securities regulatory authority or regulator identified under subsection (3) is not located in a participating principal jurisdiction, the principal regulator is the securities regulatory authority or regulator in the participating principal jurisdiction with which the issuer has the most significant connection as of the determination date.

(6) The factors an issuer should consider in identifying its principal regulator based on its most significant connection are, in order of influential weight:

(a) location of management;

(b) location of assets and operations;

(c) location of trading market or quotation system in Canada;

(d) location of securities holders, if the securities are not traded or quoted on a trading market or quotation system in Canada;

(e) location of the underwriter;

(f) location of legal counsel; and

(g) location of transfer agent.

The connecting factors in (e) to (g) are not relevant for a Canadian issuer because it will have a significant connection to a participating principal jurisdiction based on the connecting factors in (a) to (d). Securities regulatory authorities or regulators will generally object to a Canadian issuer identifying a principal regulator based on the factors in (e) to (g).

3.5 Administrative change in principal regulator

(1) If the principal regulator identified under section 3.4 of this policy thinks that it is not the appropriate principal regulator, it will consult with the filer and the appropriate securities regulatory authority or regulator before giving the filer a written notice of the new principal regulator and the reasons for the change. The securities regulatory authority or regulator specified in the notice will be the principal regulator as of the later of the date the filer receives the notice and the effective date specified in the notice, if any.

(2) A filer may request a discretionary change of principal regulator for a prospectus filing if it believes that the principal regulator identified under section 3.4 of this policy is not the appropriate principal regulator.

(3) Securities regulatory authorities or regulators do not anticipate changing a principal regulator except in exceptional circumstances and will give a written notice when approving a request.

(4) Securities regulatory authorities or regulators will not change the principal regulator for a prospectus under subsection (1) or (2) after a filer has filed the materials.

(5) A filer that requests a discretionary change of principal regulator before filing materials must do so at least 30 days in advance of filing the materials. If the request is not resolved when the filer files the materials, the principal regulator determined under section 3.4 of this policy will be the principal regulator for the prospectus filing. If the securities regulatory authorities or regulators subsequently agree to the change, they will give notice and the change of principal regulator will apply to the filer's future prospectus filings.

(6) A filer should submit a written request for a change in principal regulator to its current principal regulator and include the reasons for requesting the change. The current principal regulator will advise the potential principal regulator of the request.

PART 4 FILING MATERIALS

4.1 Election to file under this policy and identification of principal regulator – The filer should indicate in its electronic filing on SEDAR the principal regulator for the prospectus offering and that it is filing materials under this policy. If the principal regulator is not in the jurisdiction of the issuer's head office (or, in the case of an investment fund, the jurisdiction of the investment fund manager's head office), the filer should also identify the connecting factor used to identify the principal regulator. If the filer files a prospectus in paper format under NI 13-101, the filer should provide this information in the cover letter for the prospectus.

4.2 Filing for distribution only outside principal jurisdiction – A filer should file the materials, including any required fees, with the principal regulator, even if it does not plan to distribute its securities by prospectus in the principal jurisdiction. The principal regulator will review the materials of the filer.

4.3 Blacklined document – A filer should file on SEDAR, as much in advance of filing final materials as possible, a draft final prospectus (the French language version in Québec), blacklined against the preliminary prospectus to show all proposed changes. A filer should also file with the final materials a copy of the final prospectus blacklined against the preliminary prospectus to show all changes made.

4.4 Seasoned Prospectuses – If appropriate, a filer (other than a filer that files under National Instrument 81-101 *Mutual Fund Prospectus Disclosure*) may identify a prospectus as a seasoned prospectus. When filing a seasoned prospectus, the filer should also file

(a) a copy of the seasoned prospectus blacklined against the preceding prospectus of the filer to show all changes made, and

(b) a certificate certifying that the blacklined prospectus indicates all differences between the content of the seasoned prospectus and that of the filer's previous prospectus.

PART 5 REVIEW OF MATERIALS

5.1 General – The principal regulator is responsible for reviewing the materials in accordance with its securities legislation and securities directions and based on its review procedures, analysis and precedents.

5.2 Passport prospectus – The filer will deal only with the principal regulator, who will provide comments to, and receive responses from, the filer on the materials.

5.3 Dual prospectus

(1) The OSC will also review the materials and will advise the principal regulator of any significant concerns relating to the materials that, if left unresolved, would cause the OSC to opt out of the dual review.

(2) The filer will deal only with the principal regulator, who will provide comments to, and receive responses from, the filer and will issue the prospectus receipt if the relevant conditions are satisfied. However, in exceptional circumstances, the principal regulator may refer the filer to the OSC.

5.4 Review period for preliminary long form prospectuses and pro forma prospectuses

(1) The principal regulator will use its best efforts to review the materials relating to a preliminary long form prospectus or pro forma prospectus and provide a first comment letter within 10 working days of the date of the preliminary receipt or of receiving the pro forma prospectus. The principal regulator may provide further comments as a result of the filer's responses or the continuing review of the materials.

(2) In the case of a dual prospectus, the OSC will, within five working days of the date of the preliminary receipt or of receiving the pro forma prospectus, use its best efforts to:

(a) advise the principal regulator of any significant concerns with the materials that, if left unresolved, would cause the OSC to opt out of the dual review; or

(b) indicate on SEDAR that it is clear to receive final materials.

5.5 Review period for preliminary short form prospectuses and preliminary shelf prospectuses

(1) The principal regulator will use its best efforts to review the materials relating to a preliminary short form prospectus or preliminary shelf prospectus and provide a first comment letter within three working days of the date of the preliminary receipt. The principal regulator may provide further comments as a result of the filer's responses or the continuing review of the materials.

(2) In the case of a dual prospectus, the OSC will, within two working days of the date of the preliminary receipt, use its best efforts to:

(a) advise the principal regulator of any significant concerns with the materials that, if left unresolved, would cause the OSC to opt out of the dual review; or

(b) indicate on SEDAR that it is clear to receive final materials.

(3) If the principal regulator does not think it can review a preliminary short form prospectus or preliminary shelf prospectus adequately within the time-period contemplated in subsection (1) because it is too complex, the principal regulator may decide to apply the time-period for long form prospectuses. In that case, the principal regulator will notify the filer and, in the case of a dual prospectus, the OSC, within one working day of the filing of the preliminary short form prospectus or preliminary shelf prospectus. Filers should submit a pre-filing to resolve any issues that may cause a delay in the review of a preliminary short form prospectus or preliminary shelf prospectus.

5.6 Novel and substantive issue – If a prospectus is filed for an offering that involves a novel and substantive issue or raises a novel policy concern and the issues were not resolved in a pre-filing, the complexity of the issue or concern may delay the review of the prospectus.

5.7 Form of response – The filer should provide written responses to the principal regulator's comment letter.

PART 6 OPTING OUT OF A DUAL REVIEW

6.1 Opting Out

(1) The OSC can opt out of a dual review at any time before the principal regulator issues a final receipt for the materials. The OSC will provide notice of its decision to opt out to the filer and the principal regulator by indicating that it has opted out on SEDAR.

(2) The OSC will provide to the principal regulator written reasons for its decision to opt out of the dual review. The principal regulator will forward the reasons to the filer and will use its best efforts to resolve opt-out issues with the filer and the OSC.

(3) If the principal regulator is able to resolve the OSC's opt-out issues with the filer and the OSC, the OSC may opt back in. If the principal regulator is unable to resolve the OSC's opt-out issues, the principal regulator's final receipt will not evidence that the OSC has issued a receipt and the filer will have to deal with the OSC outside the dual review to resolve any outstanding issues.

PART 7 RECEIPTS

7.1 Effect of prospectus receipt

(1) Under MI 11-102, a filer that receives a receipt for a preliminary prospectus or prospectus from the principal regulator will be deemed to have a receipt for the preliminary prospectus or prospectus in a passport jurisdiction, if

(a) the filer filed the preliminary prospectus or prospectus in the passport jurisdiction, and

(b) the securities regulatory authority or regulator of the passport jurisdiction is not the principal regulator for the prospectus filing.

To assist filers, the principal regulator will list in its receipt the passport jurisdictions in which it understands the filer has a deemed receipt.

(2) In the case of a dual prospectus, the principal regulator's receipt for a preliminary prospectus will also evidence that the OSC has issued a receipt. The principal regulator's receipt for a final prospectus will evidence that the OSC has issued a receipt, if the OSC has indicated on SEDAR that is it "clear for final".

7.2 Conditions to issuance of preliminary receipt – The principal regulator will issue a preliminary receipt if:

(1) the principal regulator determines that the filer filed acceptable materials; and

(2) the filer provides a letter to the principal regulator with the materials confirming the following, to the best of its knowledge and belief:

(a) The filer filed the materials, including all required translations, with all non-principal regulators.

(b) The filer filed or delivered all documents required to be filed or delivered under the securities legislation of each jurisdiction in which the filer filed the materials.

(c) The filer is not subject to a cease trade order issued by the securities regulatory authority or regulator of any jurisdiction in which the filer filed the materials.

(d) At least one underwriter that signed the certificate is registered, or has filed an application for registration or for exemption from registration, in each jurisdiction in which the filer will offer securities to purchasers. If none of the underwriters that signed the certificate is registered in a jurisdiction in which the filer is making the distribution, but one of them has filed an application for registration or for exemption from registration, that underwriter will file an undertaking with the principal regulator not to solicit in that jurisdiction until it is registered or exempt from registration.

(e) If the filer plans to distribute the securities itself, the filer is registered in each jurisdiction in which the filer will offer securities to purchasers, has filed an application for registration or for exemption from registration, or is not required to be registered. If the filer has filed an application for registration or exemption from registration in a jurisdiction, the filer will file an undertaking with the principal regulator not to solicit in that jurisdiction until the filer is registered or exempted from registration.

7.3 Conditions to issuance of final receipt for a prospectus – The principal regulator will issue a final receipt for a prospectus if:

(1) the principal regulator is satisfied that all of its comments have been resolved;

(2) in the case of a dual prospectus, the OSC indicates on SEDAR that it is clear to receive final materials or opts out of the dual review;

(3) the principal regulator determines that the filer filed acceptable materials; and

(4) the filer provides a letter to the principal regulator with the materials confirming the following, to the best of its knowledge and belief:

(a) The filer filed the materials, including all required translations, with all non-principal regulators, except the OSC if the OSC has opted out of the dual review.

(b) The filer filed or delivered all documents required to be filed or delivered under the securities legislation in each jurisdiction in which the filer filed the materials.

(c) The filer is not subject to a cease trade order issued by the securities regulatory authority or regulator of any jurisdiction in which the filer filed the materials.

(d) At least one underwriter that signed the certificate is registered or is exempt from registration in each jurisdiction in which the filer will offer securities to purchasers.

(e) If the filer plans to distribute the securities itself, the filer is registered in each jurisdiction in which the filer will offer securities to purchasers, has an exemption from registration, or is not required to be registered.

(f) The filer has applied for and received all necessary exemptions from applicable securities legislation from the principal regulator, and also from the OSC in the case of a dual prospectus for which the OSC has not opted out of the dual review.

7.4 Translations – The filer is responsible for ensuring the accuracy of any required translations.

7.5 Holidays – A receipt is deemed to be issued in a non-principal passport jurisdiction on the date of the receipt issued by the principal regulator even if the non-principal passport regulator is closed on that date. For a dual prospectus, the receipt from the principal regulator will also evidence that the OSC has issued a receipt if the OSC is open on the date of the principal regulator's receipt. If the OSC is not open on the date of the principal regulator's receipt, the principal regulator will issue a second receipt that evidences that the OSC has issued a receipt on the next day that the OSC is open.

PART 8 APPLICATIONS

8.1 Applications in multiple jurisdictions – In many instances, filers require exemptions not contemplated under Part 9 to file materials or to facilitate a distribution of securities. National Policy 11-203 *Process for Exemptive Relief Applications in Multiple Jurisdictions* is available for these types of exemption applications. Filers should refer to that policy for more details on where to file their application and other procedural matters relating to the application.

8.2 Timing of application – A filer requiring an exemption before the issuance of a receipt should file its application sufficiently in advance of the filing of the related materials to avoid delays in the issuance of the receipt.

8.3 Additional information to be provided – When filing an application, the filer should indicate in a cover letter for the application that it has filed or will file related materials. When filing the related materials for a dual prospectus, the filer should indicate on SEDAR it has made or is making the application in Ontario.

PART 9 PRE-FILINGS AND WAIVER APPLICATIONS

9.1 General

(1) A filer requiring the resolution of a pre-filing or waiver application before the issuance of a receipt should submit the pre-filing or waiver application sufficiently in advance of the filing of the related materials to avoid delays in the issuance of the receipt.

(2) The time required to review a pre-filing or waiver application will depend on whether it is routine or raises a novel and substantive issue or raises a novel policy concern.

(3) Appendix A to the policy lists examples of pre-filings and waiver applications.

(4) If the filer does not require an interpretation or waiver from the principal regulator for a prospectus filing, the filer will identify another securities regulatory authority or regulator to act as principal regulator only for the pre-filing or waiver application based on the most significant connection test set out section 3.4(5) and the factors set out in section 3.4(6) of this policy.

9.2 Procedure

(1) A filer should submit a pre-filing or waiver application by letter to the principal regulator. The pre-filing or waiver application should:

(a) identify the principal regulator for the pre-filing or waiver application and the basis for that determination;

(b) describe the subject matter of the pre-filing or waiver application, set out the interpretation or relief being sought, and provide supporting materials; and

(c) in the case of a pre-filing or waiver application relating to a dual prospectus, provide the information set out in paragraph (b) that is relevant for Ontario.

(2) The securities regulatory authorities or regulators will consider that the pre-filing or waiver application together with the filing of the related prospectus provide the notice referred to in section 5.4(1)(c) of MI 11-102 for each passport jurisdiction.

(3) Except for a pre-filing or waiver application described in subsection (5), the principal regulator is solely responsible for reviewing the materials in accordance with its securities legislation and securities directions and based on its review procedures, analysis and precedents.

(4) The principal regulator will advise the filer of the disposition of the pre-filing or waiver application. If the pre-filing or waiver application is routine, the principal regulator will use its best efforts to advise the filer of the disposition of the pre-filing or waiver application within four working days from receiving it.

(5) If the principal regulator determines that a pre-filing or waiver application for a dual prospectus involves a novel and substantive issue or raises a novel policy concern,

(a) The principal regulator will direct the filer to submit the pre-filing or waiver application in writing to the OSC if it has not already been submitted.

(b) The principal regulator will use its best efforts to review the materials and send its proposed disposition to the OSC within four working days from the date the principal regulator receives the pre-filing or waiver application.

(c) The OSC will use its best efforts to advise the principal regulator whether it agrees or disagrees with the principal regulator's proposed disposition within two working days from the date the OSC receives the principal regulator's proposed disposition.

(d) The principal regulator will advise the filer of the disposition of the pre-filing or waiver application if the OSC agrees with the proposed disposition.

(e) The principal regulator will use its best efforts to resolve the outstanding issues with the filer and the OSC if the OSC disagrees with the proposed disposition.

(6) If it is apparent to the filer that a pre-filing or waiver application for a dual prospectus involves a novel and substantive issue or raises a novel policy concern, the filer may accelerate the process by submitting the pre-filing or waiver application to both the principal regulator and the OSC.

9.3 Information to be provided with related materials

(1) When filing a prospectus after submitting a pre-filing or waiver application, the filer should indicate on SEDAR that it submitted the pre-filing or waiver application in the principal jurisdiction and, if applicable, in Ontario.

(2) When filing a prospectus after receiving the disposition for a pre-filing or waiver application, the filer should include in the cover letter for the prospectus:

(a) a description of the subject matter of the pre-filing or waiver application;

(b) the relevant provisions of the securities legislation in the principal jurisdiction;

(c) how the principal regulator disposed of the pre-filing or waiver application;

(d) in the case of a pre-filing or waiver application relating to a dual prospectus, the information set out in paragraph (b) that is relevant for Ontario; and

(e) in the case of a pre-filing or waiver application related to a dual prospectus where the OSC disagrees with the principal regulator's proposed disposition, how the OSC disposed of the matter.

(3) In the case of a pre-filing or waiver application relating to a dual prospectus for which the exemption was not required in any passport jurisdiction, the filer should describe in the cover letter for the prospectus the subject matter of the pre-filing or waiver applications and the disposition by the OSC.

9.4 Effect of prospectus receipt for waiver application

(1) Under MI 11-102, the principal regulator's final receipt will result in an automatic exemption from the equivalent provision of securities legislation in each passport jurisdiction for which the filer provided notice under section 5.4(1)(c) of MI 11-102 and in which the filer filed the prospectus.

(2) In the case of a pre-filing or waiver application relating to a dual prospectus, the principal regulator's final receipt will also evidence that the OSC has granted the exemption if the OSC has indicated on SEDAR that it is "clear for final".

PART 10 AMENDMENTS

10.1 Conditions to issuance of receipt for preliminary prospectus amendments – The principal regulator will issue a preliminary prospectus amendment receipt if:

(1) the principal regulator determines that the filer has filed acceptable materials; and

(2) the filer provides a letter to the principal regulator with the materials confirming the following, to the best of its knowledge and belief:

(a) The filer filed the materials, including all required translations, with all non-principal regulators.

(b) The filer filed or delivered all documents required to be filed or delivered under the securities legislation in each jurisdiction in which the filer filed the materials.

(c) The filer is not subject to a cease trade order issued by the securities regulatory authority or regulator of any jurisdiction in which the filer filed the materials; and

(d) At least one underwriter that signed the certificate is registered, or has filed an application for registration or for exemption from registration, in each jurisdiction in which the filer will offer securities to purchasers. If none of the underwriters that signed the certificate is registered in a jurisdiction in which the filer is making the distribution, but one of them has filed an application for registration or for exemption from registration, that underwriter will file an undertaking with the principal regulator not to solicit in that jurisdiction until it is registered or exempt from registration.

10.2 Receipt for preliminary prospectus amendments

(1) Under MI 11-102, a filer that receives a receipt for a preliminary prospectus amendment from the principal regulator will be deemed to have a receipt for the preliminary prospectus amendment in a passport jurisdiction, if

(a) the filer filed the preliminary prospectus amendment in the passport jurisdiction, and

(b) the securities regulatory authority or regulator in the passport jurisdiction is not the principal regulator for the prospectus filing.

To assist filers, the principal regulator will list in its receipt the passport jurisdictions in which it understands the filer has a deemed receipt.

(2) In the case of a dual prospectus, the principal regulator's receipt for a preliminary prospectus amendment will also evidence that the OSC has issued a receipt.

10.3 Review period for preliminary prospectus amendments

(1) If a filer files a preliminary prospectus amendment before the principal regulator issues its comment letter relating to the preliminary prospectus materials, the principal regulator may be unable to complete its review of the preliminary prospectus materials and issue its comment letter within the time-period indicated in section 5.4(1) or 5.5(1), as applicable. In the case of a long form prospectus, the principal regulator will use its best efforts to issue its comment letter on the later of the date that is five working days after the date of the receipt for the preliminary prospectus amendment and the original due date for the comment letter. In the case of a short form prospectus or a shelf prospectus, the principal regulator will use its best efforts to issue its comment letter on the later of the date that is three working days after the date of the receipt for the preliminary prospectus amendment and the original due date for the comment letter.

Similarly, in the case of a dual prospectus, if a filer files a preliminary prospectus amendment before the OSC completes its review under section 5.4(2) or 5.5(2), the OSC may be unable to complete its review within the relevant time-periods. In this case, the OSC will use its best efforts to complete its review on the later of the date that is three working days after the date of the receipt for the preliminary prospectus amendment and the original due date for completing the review.

(2) If a filer files a preliminary long form prospectus amendment after the principal regulator has issued its comment letter:

(a) The principal regulator will use its best efforts to review the materials and issue a comment letter within three working days of the date of the receipt for the preliminary long form prospectus amendment.

(b) In the case of a dual prospectus, the OSC will use its best efforts to advise the principal regulator, within three working days of the date of the receipt for the preliminary long form prospectus amendment, of any significant concerns with the materials that, if left unresolved, would cause it to opt out of the dual review.

(3) If a filer files a preliminary short form prospectus amendment or preliminary shelf prospectus amendment after the principal regulator has issued its comment letter:

(a) The principal regulator will use its best efforts to review the materials and issue a comment letter within two working days of the date of the receipt for the preliminary short form prospectus amendment or preliminary shelf prospectus amendment.

(b) In the case of a dual prospectus, the OSC will use its best efforts to advise the principal regulator, within two working days of the date of the receipt for the preliminary short form prospectus amendment or preliminary shelf prospectus amendment, of any significant concerns with the materials that, if left unresolved, would cause it to opt out of the dual review.

(4) The time periods in subsections (2) and (3) may not apply in circumstances where it would be more appropriate for the principal regulator and, in the case of a dual prospectus, the OSC, to review the amendment materials at a different stage of the review process. For example, the principal regulator and the OSC may wish to defer reviewing the amendment materials until after receiving and reviewing the filer's responses to comments already issued on the preliminary prospectus materials.

10.4 Review period for prospectus amendments

(1) If a filer files a long form prospectus amendment, the principal regulator will use its best efforts to review the materials and to issue a comment letter within three working days of the date of receiving the long form prospectus amendment. In the case of a dual prospectus, the OSC will use its best efforts to advise the principal regulator within three working days of the date of receiving the long form prospectus amendment of any significant concerns with the materials that, if left unresolved, would cause it to opt out of the dual review.

(2) If a filer files a short form prospectus amendment or shelf prospectus amendment, the principal regulator will use its best efforts to review the materials and to issue a comment letter within two working days of the date of receiving the short form prospectus amendment or shelf prospectus amendment. In the case of a dual prospectus, the OSC will use its best efforts to advise the principal regulator within two working days of the date of receiving the short form prospectus amendment or shelf prospectus amendment of any significant concerns with the materials that, if left unresolved, would cause it to opt out of the dual review.

10.5 Conditions to issuance of prospectus amendment receipt – The principal regulator will issue a prospectus amendment receipt if:

(1) the principal regulator is satisfied that all of its comments have been resolved;

(2) in the case of a dual prospectus, the OSC indicates on SEDAR that it is clear to receive final materials or opts out of the dual review;

(3) the principal regulator determines that the filer filed acceptable materials; and

(4) the filer provides a letter to the principal regulator with the materials confirming the following, to the best of its knowledge and belief:

(5) The filer filed the materials, including all required translations, with all non-principal regulators, except the OSC if the OSC has opted out of the dual review.

(a) The filer filed or delivered all documents required to be filed or delivered under the securities legislation in each jurisdiction in which the filer filed the materials.

(b) The filer is not subject to a cease trade order issued by the securities regulatory authority or regulator of any jurisdiction in which the filer filed the materials;

(c) If the amendment relates to the removal of an underwriter, at least one underwriter that signed the certificate is registered or is exempt from registration in each jurisdiction in which the filer will offer securities to purchasers.

(d) The filer has applied for and received all necessary exemptions from applicable securities legislation from the principal regulator, and also from the OSC in the case of a dual prospectus for which the OSC has not opted out of the dual review.

10.6 Prospectus amendment receipt

(1) Under MI 11-102, a filer that receives a receipt for a prospectus amendment from the principal regulator will be deemed to have a receipt for the prospectus amendment in a passport jurisdiction, if

(a) the filer filed the prospectus amendment in the passport jurisdiction, and

(b) the securities regulatory authority or regulator in the passport jurisdiction is not the principal regulator for the prospectus filing.

To assist filers, the principal regulator will list in its receipt the passport jurisdictions in which it understands the filer has a deemed receipt.

(2) In the case of a dual prospectus, the principal regulator's receipt for a prospectus amendment will also evidence that the OSC has issued a receipt, if the OSC has indicated on SEDAR that it is "clear" for the amendment.

Appendix A

Examples of Pre-Filings and Waiver Applications Dealt With under Part 9 of National Policy 11-202

1. Exemptions from financial statement and other requirements in a prospectus
2. Exemptions from escrow requirements for a prospectus filing
3. Requests for confidentiality of material contracts
4. NI 81-101 waiver applications
5. Requests for confidential pre-filing of a prospectus for review purposes

NATIONAL POLICY 11-203
PROCESS FOR EXEMPTIVE RELIEF APPLICATIONS IN MULTIPLE JURISDICTIONS

PART 1 APPLICATION

1.1 Application – This policy describes the process for the filing and review of an application for exemptive relief in more than one Canadian jurisdiction.

PART 2 DEFINITIONS

2.1 Definitions – In this policy

"AMF" means the Autorité des marchés financiers;

"application" means a request for exemptive relief other than a pre-filing or waiver application as defined in National Policy 11-202 *Process for Prospectus Reviews in Multiple Jurisdictions*;

"coordinated review application" means an application described in section 3.4 of this policy;

"coordinated review" means the review under this policy of a coordinated review application;

"CP 11-102" means Companion Policy 11-102 *Passport System* to MI 11-102;

"dual application" means an application described in section 3.3 of this policy;

"dual review" means the review under this policy of a dual application;

"exemptive relief" means any approval, decision, declaration, designation, determination, exemption, extension, order, ruling, permission, recognition, revocation, waiver or other relief sought under securities legislation or securities directions;

"filer" means

(a) a person or company filing an application, or

(b) an agent of a person or company referred to in paragraph (a);

"hybrid application" means an application comprised of both

(a) a passport application or dual application, and

(b) a coordinated review application;

"MI 11-102" means Multilateral Instrument 11-102 *Passport System*;

"notified passport jurisdiction" means a passport jurisdiction for which a filer gave the notice referred to in section 5.4(1)(c) of MI 11-102

"OSC" means the securities regulatory authority or regulator in Ontario;

"passport application" means an application described in section 3.2 of this policy;

"passport jurisdiction" means the jurisdiction of a passport regulator;

"passport regulator" means a securities regulatory authority or regulator that has adopted MI 11-102;

"pre-filing" means a consultation with the principal regulator for an application, initiated before the filing of the application, regarding the interpretation of securities legislation or securities directions or their application to a particular transaction or matter or proposed transaction or matter.

2.2 Further definitions – Terms used in this policy that are defined in MI 11-102 or National Instrument 14-101 *Definitions* have the same meanings as in those instruments.

PART 3 OVERVIEW AND PRINCIPAL REGULATOR

3.1 Overview – This policy deals with applications filed in multiple jurisdictions in the following circumstances:

(a) The principal regulator is a passport regulator and the application is not filed in Ontario. This is a "passport application."

(b) The principal regulator is the OSC and the filer seeks automatic relief from equivalent provisions in a passport jurisdiction. This is also a "passport application."

(c) The principal regulator is a passport regulator and the application is filed in Ontario. This is a "dual application."

(d) The application is outside the scope of MI 11-102. This is a "coordinated review application."

3.2 Passport Application

(1) If the principal regulator is a passport regulator and the application is not filed in Ontario, the filer files the application only with, and pays fees only to, the principal regulator. Only the principal regulator reviews the application. The principal regulator's decision to grant exemptive relief automatically results in exemptive relief from the equivalent provisions of the notified passport jurisdictions.

(2) If the principal regulator is the OSC and the filer seeks automatic relief from equivalent requirements in a passport jurisdiction, the filer files the application only with, and pays fees only to, the OSC. Only the OSC reviews the application. The OSC's decision to grant exemptive relief automatically results in exemptive relief from the equivalent provisions of the notified passport jurisdictions.

3.3 Dual Application – If the principal regulator is a passport regulator and the filer seeks exemptive relief in Ontario, the filer files the application with, and pays fees to, both the principal regulator and the OSC. The principal regulator reviews the application and the OSC, as a non-principal regulator, coordinates its review with the principal regulator. The principal regulator's decision to grant exemptive relief automatically results in exemptive relief from the equivalent provisions of any notified passport jurisdictions and evidences the decision of the OSC, if the OSC has made the same decision as the principal regulator.

3.4 Coordinated Review Application – If the application is outside the scope of MI 11-102, the filer files the application and pays fees in each jurisdiction where the exemptive relief is required. The principal regulator reviews the application, and each non-principal regulator coordinates its review with the principal regulator. The decision of the principal regulator to grant exemptive relief evidences the decision of each non-principal regulator that has made the same decision as the principal regulator.

3.5 Hybrid Applications – The processes and outcomes applicable to a passport application, dual application or a coordinated review application under this policy also apply to a hybrid application. For a hybrid application, the filer should follow the processes for both a coordinated review application and either a passport application or dual application, as appropriate.

3.6 Principal regulator

(1) For purposes of an application under this policy, the principal regulator is the principal regulator identified in Part 5 of MI 11-102. This section summarizes and provides guidance on the provisions in Part 5 of MI 11-102.

(2) The principal regulator is

(a) for an application made for an investment fund, the securities regulatory authority or regulator of the jurisdiction in which the investment fund manager's head office is located; or

(b) for an application made for a person or company other than an investment fund, the securities regulatory authority or regulator of the jurisdiction in which the person or company's head office is located.

(3) For applications for exemptive relief from insider reporting requirements, it is the head office of the reporting issuer, not the insider, which determines the principal regulator for the application.

(4) For applications for exemptive relief from take-over bid requirements, it is the head office of the offeree issuer, not the offeror, which determines the principal regulator for the application.

(5) For the purpose of subsection (6), participating principal jurisdiction means any of British Columbia, Alberta, Saskatchewan, Manitoba, Ontario, Québec, New Brunswick or Nova Scotia. The securities regulatory authority or regulator in Prince Edward Island, Newfoundland and Labrador, Yukon, Northwest Territories and Nunavut does not act as a principal regulator for reviewing applications.

(6) If the securities regulatory authority or regulator identified under subsection (2), (3) or (4) is not located in a participating principal jurisdiction, the principal regulator is the securities regulatory authority or regulator in the participating principal jurisdiction with which the person or company has the most significant connection.

(7) The factors a filer should consider in identifying its principal regulator based on its most significant connection are, in order of influential weight:

(a) location of reporting issuer or registration status,

(b) location of management,

(c) location of assets and operations,

(d) ocation of majority of shareholders or clients, and

(e) location of trading market or quotation system in Canada.

3.7 Administrative change in principal regulator

(1) If the principal regulator identified under section 3.6 of this policy thinks it is not the appropriate principal regulator, it will consult with the filer and the appropriate securities regulatory authority or regulator before giving the filer a written notice of the new principal regulator and the reasons for the change.

(2) A filer may request a discretionary change of principal regulator for an application if

(a) the filer believes the principal regulator identified under section 3.6 of this policy is not the appropriate principal regulator,

(b) the location of the filer's head office changes over the course of the application,

(c) the principal regulator originally identified for an application based on the most significant connection to a participating principal jurisdiction changes over the course of the application,

(d) the filer withdraws its application in the principal jurisdiction because no exemptive relief is required, or

(e) the filer does not require all of the exemptive relief in the principal jurisdiction.

(3) A filer who applies for multiple exemptive relief, but does not require all of the exemptive relief from its principal regulator, may, instead of requesting a change in principal regulator, make two applications identifying a different principal regulator for each application.

(4) Securities regulatory authorities or regulators do not anticipate changing a principal regulator except in exceptional circumstances.

(5) A filer should submit a written request for a change in principal regulator to its current principal regulator and include the reasons for requesting the change.

3.8 General Guidelines

(1) A filer should ensure that the exemptive relief it seeks is both appropriate and necessary in the principal jurisdiction and each non-principal jurisdiction to which the filer applies or for which it gives notice under section 5.4(1)(c) of MI 11-102.

(2) The terms, conditions, restrictions and requirements of a decision will reflect the securities legislation and securities directions of the principal jurisdiction.

(3) A decision will generally provide exemptive relief for the entire transaction or matter that is the subject of the application to ensure the transaction or matter gets uniform treatment in all jurisdictions. This means that, if the transaction or matter is

comprised of a series of trades, the decision will generally exempt all the trades in the series and the filer will not rely on statutory exemptions for some trades and on the decision for others.

3.9 Communications – Regulators will generally send communications to filers by e-mail or facsimile.

PART 4 PRE-FILINGS

4.1 General

(1) A filer should submit a pre-filing sufficiently in advance of an application to avoid any delays in the issuance of a decision on the application.

(2) The principal regulator will treat the pre-filing as confidential except that it:

(a) may provide copies or a description of the pre-filing to other regulators for discussion purposes if the pre-filing involves a novel and substantive issue or raises a novel policy concern, and

(b) may have to release the pre-filing under freedom of information and protection of privacy legislation.

4.2 Procedure for passport application pre-filing – A filer should submit a pre-filing for a passport application by letter to the principal regulator and should

(a) identify in the pre-filing the principal regulator for the application and each passport jurisdiction for which the filer intends to give the notice referred to in section 5.4(1)(c) of MI 11-102, and

(b) submit the pre-filing to the principal regulator only.

4.3 Procedure for dual application pre-filing

(1) A filer submitting a pre-filing for a dual application should identify in the pre-filing the principal regulator, each passport jurisdiction for which the filer intends to give the notice referred to in section 5.4(1)(c) of MI 11-102, and Ontario.

(2) The filer should submit the pre-filing only to the principal regulator. If the pre-filing is routine, the filer will deal only with the principal regulator to resolve the pre-filing.

(3) If the principal regulator determines that a pre-filing submitted as a routine pre-filing involves a novel and substantive issue or raises a novel policy concern, it will advise the filer and direct the filer to also submit the pre-filing to the OSC.

(4) If it is apparent to the filer that a pre-filing involves a novel and substantive issue or raises a novel policy concern, the filer may accelerate this process by submitting the pre-filing to both the principal regulator and the OSC.

(5) If a pre-filing involves a novel and substantive issue or raises a novel policy concern, the principal regulator will arrange with the OSC to discuss it within seven business days, or as soon as practicable after the OSC receives the pre-filing.

4.4 Procedure for coordinated review application pre-filing

(1) A filer submitting a pre-filing for a coordinated review application should identify in the pre-filing the principal regulator and all non-principal jurisdictions where the filer intends to file the application.

(2) The filer should submit the pre-filing only to the principal regulator. If the pre-filing is routine, the filer will deal only with the principal regulator to resolve the pre-filing.

(3) If the principal regulator determines that a pre-filing submitted as a routine pre-filing involves a novel and substantive issue or raises a novel policy concern, it will advise the filer and direct the filer to also submit the pre-filing to each non-principal regulator.

(4) If it is apparent to the filer that a pre-filing involves a novel and substantive issue or raises a novel policy concern, the filer may accelerate this process by submitting the pre-filing to the principal regulator and each non-principal regulator with whom the filer intends to file the application.

(5) If a pre-filing involves a novel and substantive issue or raises a novel policy concern, the principal regulator will arrange with the non-principal regulators to discuss the pre-filing within seven business days, or as soon as practicable after all non-principal regulators receive the pre-filing.

4.5 Disclosure in related application – The filer should include in the application that follows a pre-filing,

(a) a description of the subject matter of the pre-filing and the approach taken by the principal regulator, and

(b) any alternative approach proposed by a non-principal regulator that was involved in discussions and that disagreed with the principal regulator.

PART 5 FILING MATERIALS

5.1 Election to file under this policy and identification of principal regulator – In its application, the filer should identify the principal regulator for the application and that it is filing the application under this policy.

5.2 Materials to be filed

(1) For a passport application, the filer should remit the fees payable in the principal jurisdiction under securities legislation to the principal regulator, and file the following materials with, the principal regulator only:

(a) a written application drafted in accordance with the procedures of the principal regulator as to format and content in which the filer:

(b) states the basis for identifying the principal regulator under Part 3 of this policy,

(i) identifies whether another application in connection with the same transaction or matter has been filed in one or more jurisdictions, the reasons for that application, and the principal regulator for that application,

(ii) sets out, for any related pre-filing, the information referred to in section 4.5 of this policy,

(iii) sets out, under separate headings, each provision in the principal jurisdiction from which the filer seeks exemptive relief,

(iv) provides notice of the non-principal passport jurisdictions where the filer seeks automatic exemptive relief from the equivalent provisions listed in Appendix E to MI 11-102,

(v) sets out any request for confidentiality,

(vi) sets out references to previous decisions of the principal regulator or other securities regulatory authorities or regulators that would support granting the exemptive relief, or indicates that the exemptive relief requested is novel and has not been previously granted;

(vii) includes a verification statement in which the filer authorizes the filing of the application and confirms the truth of the facts in the application; and

(viii) states that the filer is not in default of securities legislation in any jurisdiction or, if the filer is in default, the nature of the default;

(c) supporting materials; and

(d) a draft form of decision with terms, conditions, restrictions or requirements, including

(i) a representation stating that the filer is not in default of securities legislation in any jurisdiction or, if the filer is in default, the nature of the default; and

(ii) resale restrictions, if applicable, based on the securities legislation and securities directions of the principal jurisdiction.

(2) For a dual application, the filer should remit the fees payable under securities legislation of the principal jurisdiction and the OSC to each of them, as appropriate, and file the following materials with both the principal regulator and the OSC:

(a) a written application drafted in accordance with the procedures of the principal regulator as to format and content in which the filer:

(i) states the basis for identifying the principal regulator under Part 3 of this policy,

(ii) identifies whether another application in connection with the same transaction or matter has been filed in one or more jurisdictions, the reasons for the application, and the principal regulator for that application,

(iii) sets out, for any related pre-filing, the information referred to in section 4.5 of this policy,

(iv) sets out, under separate headings, each provision in the principal jurisdiction from which the filer seeks exemptive relief, the relevant provisions of securities legislation in Ontario and an analysis of any differences between the applicable provisions in the principal jurisdiction and Ontario,

(v) provides notice of the non-principal passport jurisdictions where the filer seeks automatic exemptive relief from the equivalent provisions listed in Appendix E to MI 11-102,

(vi) sets out any request for confidentiality,

(vii) sets out any request to shorten the review period (see section 6.2(3)) or the opt-out period (see section 7.2(2)) and provides supporting reasons,

(viii) sets out references to previous decisions of the principal regulator or other securities regulatory authorities or regulators that would support granting the exemptive relief, or indicates that the exemptive relief requested is novel and has not been previously granted;

(ix) includes a verification statement in which the filer authorizes the filing of the application and confirms the truth of the facts in the application; and

(x) states that the filer is not in default of securities legislation in any jurisdiction or, if the filer is in default, the nature of the default;

(b) supporting materials; and

(c) a draft form of decision with terms, conditions, restrictions or requirements, including

(i) a representation stating that the filer is not in default of securities legislation in any jurisdiction or if the filer is in default, the nature of the default; and

(ii) resale restrictions, if applicable, based on the securities legislation and securities directions of the principal jurisdiction.

(3) For a coordinated review application, the filer should remit the fees payable under securities legislation of the principal regulator and each non-principal regulator from whom the filer seeks exemptive relief to each of them, as appropriate, and file the following materials with the principal regulator and each of the non-principal regulators:

(a) a written application drafted in accordance with the procedures of the principal regulator as to format and content in which the filer:

(i) states the basis for identifying the principal regulator under Part 3 of this policy,

(ii) identifies whether another application in connection with the same transaction or matter has been filed in one or more jurisdictions, the reasons for the application, and the principal regulator for that application,

(iii) sets out, for any related pre-filing, the information referred to in section 4.5 of this policy,

(iv) sets out, under separate headings, each provision in the principal jurisdiction from which the filer or other relevant parties is seeking exemptive relief, the relevant provisions of securities legislation and securities directions in each non-principal jurisdiction, and an analysis of any differences between the applicable provisions in the principal jurisdiction and each non-principal jurisdiction,

(v) sets out any request for confidentiality,

(vi) sets out any request to shorten the review period (see section 6.2(3)) or the opt-out period (see section 7.2(2)) and provides supporting reasons,

(vii) sets out references to previous decisions of the principal regulator or other securities regulatory authorities or regulators that would support granting the exemptive relief, or indicates that the exemptive relief requested is novel and has not been previously granted;

(viii) includes a verification statement in which the filer authorizes the filing of the application and confirms the truth of the facts in the application; and

(ix) states that the filer is not in default of securities legislation in any jurisdiction or if the filer is in default, the nature of the default;

(b) supporting materials; and

(c) a draft form of decision with terms, conditions, restrictions or requirements, including

(i) a representation stating that the filer is not in default of securities legislation in any jurisdiction or if the filer is in default, the nature of the default; and

(ii) resale restrictions, if applicable, based on the securities legislation and securities directions of the principal jurisdiction.

(4) For a hybrid application, the filer should file the application with each securities regulatory authority or regulator and set out the exemptive relief requested under each type of application including the information and materials described in this section.

(5) A filer should file an application sufficiently in advance of any deadline to ensure that staff have a reasonable opportunity to complete the review and make recommendations for a decision.

(6) A filer requesting exemptive relief in Québec should file a French language version of the draft decision when the AMF is acting as principal regulator.

5.3 Request for confidentiality

(1) A filer requesting that an application and supporting materials be held in confidence during the application review process must provide a substantive reason for the request in its application.

(2) If a filer is seeking to have the application, supporting materials, or decision held in confidence after the effective date of the decision, the filer should describe the request for confidentiality separately in its application, and pay any required fee

(a) in the principal jurisdiction, if the filer is making a passport application,

(b) in the principal jurisdiction and in Ontario, if the filer is making a dual application, or

(c) in each jurisdiction, if the filer is making a coordinated review application.

(3) Any request for confidentiality should explain why the request is reasonable in the circumstances and not prejudicial to the public interest and when any decision granting confidentiality could expire.

(4) Communications on requests for confidentiality will normally take place by e-mail. If a filer is concerned with this practice, the filer may request in the application that all communications take place by facsimile or telephone.

5.4 Filing – A filer should send the application materials in paper together with the fees to

(a) the principal regulator, in the case of a passport application,

(b) the principal regulator and the OSC, if the filer is making a dual application, or

(c) each securities regulatory authority or regulator from which the filer seeks exemptive relief, if the filer is making a coordinated review application.

The filer should also provide an electronic copy of the application materials, including the draft decision document, by e-mail or on CD ROM. Filing the application concurrently in all required jurisdictions will make it easier for the principal regulator and non-principal regulators, if applicable, to process the application expeditiously. In British Columbia, an electronic filing system is available for filing and tracking exemptive relief applications. Filers may file an application in British Columbia using that system instead of e-mail. Filers should file applications related to National Instrument 81-102 *Mutual Funds* on SEDAR.

5.5 Incomplete or deficient material – If the filer's materials are deficient or incomplete, the principal regulator may ask the filer to file an amended application. This will likely delay the review of the application.

5.6 Acknowledgment of receipt of filing

(1) After the principal regulator receives a complete and adequate application, the principal regulator will send the filer an acknowledgment of receipt of the application. The principal regulator will send a copy of the acknowledgement to any other securities regulatory authority or regulator with whom the filer has filed the application. The acknowledgement will identify the name, phone number, fax number and e-mail address of the individual reviewing the application.

(2) For a dual application, coordinated review application or hybrid application, the principal regulator will tell the filer, in the acknowledgement, the end date of the review period identified in section 6.2(3) of this policy.

5.7 Withdrawal or abandonment of application

(1) If a filer withdraws an application at any time during the process, the filer is responsible for notifying the principal regulator and any non-principal regulator with whom the filer filed the application and providing an explanation for the withdrawal.

(2) If at any time during the review process, the principal regulator determines that a filer has abandoned an application, the principal regulator will notify the filer that it will mark the application as "abandoned". In that case, the principal regulator will close the file without further notice to the filer unless the filer provides acceptable reasons not to close the file in writing within 10 business days. If the filer does not, the principal regulator will notify the filer and any non-principal regulator with whom the filer filed the application that the principal regulator has closed the file.

PART 6 REVIEW OF MATERIALS

6.1 Review of passport application

(1) The principal regulator is responsible for reviewing any passport application in accordance with its securities legislation and securities directions and based on its review procedures, analysis and considering previous decisions.

(2) The filer will deal only with the principal regulator, who will provide comments to and receive responses from the filer.

6.2 Review and processing of dual application or coordinated review application

(1) The principal regulator is responsible for reviewing any dual application or coordinated review application in accordance with its securities legislation and securities directions, based on its review procedures, analysis and considering previous decisions. The principal regulator will consider any comments from a non-principal regulator with which the filer filed the application.

(2) The filer will generally deal only with the principal regulator, who will be responsible for providing comments to the filer once it has considered the comments from the non-principal regulators and completed its own review. However, in exceptional circumstances, the principal regulator may refer the filer to a non-principal regulator with whom the filer has filed the application.

(3) A non-principal regulator with whom the filer has filed the application will have seven business days from receiving the acknowledgement referred to in section 5.6(1) to review the application. In exceptional circumstances, if the filer filed the dual application or coordinated review application concurrently in the non-principal jurisdictions and shows that it is necessary and reasonable in the circumstances for the application to receive immediate attention, the principal regulator may abridge the review period. A non-principal regulator that disagrees with abridging the review period may notify the filer and the principal regulator and request the filer to withdraw the application in that jurisdiction. In that case, the application will proceed as a local application without the need to file a new application and pay related fees.

(4) Exceptional circumstances when the principal regulator may abridge the review period include:

(a) where exemptive relief is requested for a contested take-over bid and delay in granting the exemptive relief would prejudice the filer's position, and

(b) other situations in which the filer is responding to a critical event beyond its control and could not have applied for the exemptive relief earlier.

(5) Unless the filer provides compelling reasons as to why the application process was not commenced sooner, the principal regulator will not consider the circumstances in which the following requests for relief are made as exceptional:

(a) in connection with the mailing of a management information circular for a scheduled meeting of security holders to consider a transaction,

(b) for the filing of a prospectus where the exemptive relief cannot be evidenced by the receipt for the prospectus,

(c) in connection with the closing of a transaction,

(d) for a continuous disclosure document shortly before the date on which it is required to be filed, or

(e) in other situations in which the filer knew of a deadline before the application was filed and could have applied earlier.

While staff are committed to fostering efficient capital markets and will attempt to accommodate transaction timing where possible, filers planning time-sensitive transactions should build sufficient regulatory approval time into their transaction schedules.

The fact that an application may be considered routine is not a compelling argument for requesting an abridgement.

(6) Filers should provide sufficient information in an application to enable staff to assess how quickly the application needs to be handled. For example, if the filer has committed to take certain steps by a specific date and needs to have staff's view or a decision by that date, the filer should explain why staff's view or the exemptive relief is required by the specific date and identify these time constraints in its application.

(7) A non-principal regulator with whom the filer has filed the dual application or coordinated review application will advise the principal regulator, before the expiration of the review period, of any substantive issues that, if left unresolved, would cause staff to recommend that the non-principal regulator opt out of the review. The principal regulator may assume that a non-principal regulator does not have comments on the application if the principal regulator does not receive them within the review period.

(8) A non-principal regulator with whom the filer has filed the dual application or coordinated review application will notify the filer and the principal regulator and request that the filer withdraw the application if staff of the non-principal regulator thinks that no exemptive relief is required under its securities legislation.

PART 7 DECISION-MAKING PROCESS

7.1 Passport application

(1) After completing the review process and after considering the recommendation of its staff, the principal regulator will determine whether to grant or deny the exemptive relief a filer requested in a passport application.

(2) If the principal regulator is not prepared to grant the exemptive relief a filer requested in its passport application based on the information before it, it will notify the filer accordingly.

(3) If a filer receives a notice under subsection (2) and this process is available in the principal jurisdiction, the filer may request the opportunity to appear before, and make submissions to, the principal regulator.

7.2 Dual application or coordinated review application

(1) After completing the review process and after considering the recommendation of its staff, the principal regulator will determine whether to grant or deny the exemptive relief a filer requested in a dual application or coordinated review application and immediately circulate its decision to the non-principal regulators with whom the filer filed the application.

(2) Each non-principal regulator with whom the filer filed the dual application or coordinated review application will have five business days from receipt of the principal regulator's decision to confirm whether it has made the same decision and is opting in or is opting out of the dual review or coordinated review.

(3) If the non-principal regulator is silent, the principal regulator will consider that the non-principal regulator has opted out.

(4) If the filer shows that it is necessary and reasonable in the circumstances, the principal regulator may request, but cannot require, the non-principal regulators to abridge the opt-out period. In some circumstances, abridging the opt-out period may not be feasible. For example, in many jurisdictions, only a panel of the securities regulatory authority that convenes according to a schedule can make some types of decisions.

(5) The principal regulator will not send the filer a decision for a dual application or coordinated review application before the earlier of

(a) the expiry of the opt-out period, or

(b) receipt from a non-principal regulator with whom the filer filed the application of the confirmation referred to in subsection (2).

(6) If the principal regulator is not prepared to grant the exemptive relief a filer requested in its dual application or coordinated review application based on the information before it, it will notify the filer and all non-principal regulators.

(7) If a filer receives a notice under subsection (6) and this process is available in the principal jurisdiction, the filer may request the opportunity to appear before, and make submissions to, the principal regulator. The principal regulator may hold a hearing on its own, or jointly or concurrently with the non-principal regulators with whom the filer filed the application. After the hearing, the principal regulator will send a copy of the decision to the filer and all non-principal regulators with whom the filer filed the application.

(8) A non-principal regulator electing to opt out will notify the filer, the principal regulator and any other non-principal regulator with whom the filer filed the application and give its reasons for opting out. The filer may deal directly with the non-principal regulator to resolve outstanding issues and obtain a decision without having to file a new application or pay related fees. If the filer and non-principal regulator resolve all outstanding issues, the non-principal regulator may opt back into the dual review or coordinated review by notifying the principal regulator and the other non-principal regulators with whom the filer filed the application within the opt-out period referred to in subsection (2).

PART 8 DECISION

8.1 Effect of decision made under passport application – The decision of the principal regulator under a passport application to grant exemptive relief from a provision of securities legislation in the principal jurisdiction automatically results in exemptive relief from the equivalent provision of securities legislation in each notified passport jurisdiction. The relief is effective as of the date of the principal regulator's decision (even if the non-principal regulator is closed on that date).

8.2 Effect of decision made under dual application

(1) The decision of the principal regulator under a dual application to grant exemptive relief from a provision of securities legislation in the principal jurisdiction

(a) automatically results in exemptive relief from the equivalent provision of securities legislation in each notified passport jurisdiction, as of the date of the principal regulator's decision (even if the non-principal regulator is closed on that date), and

(b) evidences the OSC's decision, if the OSC has confirmed that it has made the same decision as the principal regulator.

(2) The principal regulator will not issue the decision until the earlier of

(a) the date that the OSC confirms that it has made the same decision as the principal regulator, or

(b) the date the opt-out period referred to in section 7.2(2) has expired.

8.3 Effect of decision made under coordinated review application

(1) The decision of the principal regulator under a coordinated review application to grant exemptive relief from a provision of securities legislation in the principal jurisdiction evidences the decision of each non-principal regulator that has confirmed that it has made the same decision as the principal regulator.

(2) The principal regulator will not issue the decision until the earlier of

(a) the date that the principal regulator has received confirmation from each non-principal regulator that it has made the same decision as the principal regulator, or

(b) the date the opt-out period referred to in section 7.2(2) has expired.

8.4 Listing non-principal jurisdictions

(1) For convenience, the decision of the principal regulator on a passport application or a dual application will refer to the notified passport jurisdictions, but it is the filer's responsibility to ensure that it gives the notice under section 5.4(1)(c) of MI 11-102. The filer may give the notice only to the principal regulator and may include the notices for all non-principal passport jurisdictions in its application.

(2) The decision of the principal regulator on a dual application or a coordinated review application will contain wording that makes it clear that the decision evidences and sets out the decision of each non-principal regulator that has made the same decision as the principal regulator.

(3) For a coordinated review application for which Québec is not the principal jurisdiction, the AMF will issue a local decision concurrently with and in addition to the principal regulator's decision. The AMF decision will contain the same terms and conditions as the principal regulator's decision. No other local securities regulatory authority or regulator will issue a local decision.

8.5 Form of Decision

(1) Except as described in subsection (2), the decision will be in the form set out in:

(a) Schedule A, for a passport application,

(b) Schedule B, for a dual application,

(c) Schedule C, for a coordinated review application, or

(d) Schedule D, for a hybrid application.

(2) A principal regulator may issue a less formal decision where it is appropriate.

(3) If the decision is to deny the exemptive relief, the decision will set out reasons.

8.6 Issuance of Decision – The principal regulator will send the decision to the filer and to all non-principal regulators.

Schedule A

Form of decision for passport application

[Citation: **[neutral citation]** **[Date of decision]**]

In the Matter of
the Securities Legislation
of **[name of principal jurisdiction]** (the Jurisdiction)

and

In the Matter of
the Process for Exemptive Relief Applications in Multiple Jurisdictions

and

In the Matter of **[name(s) of filer(s) and other relevant parties, including definitions as required]** (the Filer(s))

Decision

Background

The principal regulator in the Jurisdiction has received an application from the Filer(s) for a decision under the securities legislation of the Jurisdiction of the principal regulator (the Legislation) for **[describe the exemptive relief requested (the Requested Exemptive Relief) by referring to the relevant requirement(s) or provision(s) listed in the first column of Appendix E to MI 11-102.]**

Under the Process for Exemptive Relief Applications in Multiple Jurisdictions (for a passport application):

(a) the **[name of the principal regulator]** is the principal regulator for this application, and

(b) the Filer(s) has(have) provided notice that section 5.4(1) of Multilateral Instrument 11-102 *Passport System* (MI 11-102) is intended to be relied upon in **[names of non-principal passport jurisdictions**].

Interpretation

Terms defined in National Instrument 14-101 *Definitions* and MI 11-102 have the same meaning if used in this decision, unless otherwise defined. **[Add additional definitions here.]**

Representations

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

[Insert material representations necessary to explain why the principal regulator came to this decision. Include the location of the Filer's head office and, if appropriate, the connecting factor the filer used to identify the principal regulator for the application. State that the filer is not in default of securities legislation in any jurisdiction or, if the filer is in default, set out the nature of the default.]

Decision

The principal regulator is satisfied that the exemptive relief application meets the test set out in the Legislation for the principal regulator to make the decision.

The decision of the principal regulator under the Legislation is that the Requested Exemptive Relief is granted provided that:

[Insert numbered terms, conditions, restrictions or requirements. These should include references to the relevant requirement(s) or provision(s) listed in the first column of Appendix E to MI 11-102.]

[If any exemptive relief has an effective date after the date of the decision, state here.]

_____(Name of signatory for the principal regulator)

_____(Title)

_____(Name of principal regulator)

(*justify signature block*)

Schedule B

Form of decision for a dual application

[Citation:**[neutral citation]** **[Date of decision]**]

In the Matter of
the Securities Legislation
of **[name of principal jurisdiction]** and Ontario (the Jurisdictions)

and

In the Matter of
the Process for Exemptive Relief Applications in Multiple Jurisdictions

and

In the Matter of **[name(s) of filer(s) and other relevant parties, including definitions as required**] (the Filer(s))

Decision

Background

The securities regulatory authority or regulator in each of the Jurisdictions (Decision Maker) has received an application from the Filer(s) for a decision under the securities legislation of the Jurisdictions (the Legislation) for **[describe the exemptive relief requested (the Requested Exemptive Relief) by referring to the relevant requirement(s) or provision(s) listed in the first column of Appendix E to MI 11-102.]**

Under the Process for Exemptive Relief Applications in Multiple Jurisdictions (for a dual application):

(a) the **[name of the principal regulator]** is the principal regulator for this application,

(b) the Filer(s) has(have) provided notice that section 5.4(1) of Multilateral Instrument 11-102 *Passport System* (MI 11-102) is intended to be relied upon in **[names of non-principal passport jurisdictions]**, and

(c) the decision is the decision of the principal regulator and evidences the decision of the securities regulatory authority or regulator in Ontario.

Interpretation

Terms defined in National Instrument 14-101 *Definitions* and MI 11-102 *Passport System* have the same meaning if used in this decision, unless otherwise defined. **[Add additional definitions here.]**

Representations

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

[Insert material representations necessary to explain why the Decision Makers came to this decision. Include the location of the Filer's head office and, if appropriate, the connecting factor the filer used to identify the principal regulator for the application. State that the filer is not in default of securities legislation in any jurisdiction or, if the filer is in default, set out the nature of the default.]

Decision

Each of the Decision Makers is satisfied that the exemptive relief application meets the test set out in the Legislation for the Decision Maker to make the decision.

The decision of the Decision Makers under the Legislation is that the Requested Exemptive Relief is granted provided that:

[Insert numbered terms, conditions, restrictions or requirements. These should include references to the relevant requirement(s) or provision(s) listed in the first column of Appendix E to MI 11-102.]

[If any exemptive relief has an effective date after the date of the decision, state here.]

_____(Name of signatory for the principal regulator)

_____(Title)

_____(Name of principal regulator)

(*justify signature block*)

Schedule C

Form of decision for coordinated review application

[Citation: **[neutral citation]** **[Date of decision]**]

In the Matter of
the Securities Legislation
of **[name of jurisdictions participating in decision]** (the Jurisdictions)

and

In the Matter of
the Process for Exemptive Relief Applications in Multiple Jurisdictions

and
In the Matter of **[name(s) of filer(s) and other relevant parties, including definitions as required]** (the Filer(s))

Decision

Background

The securities regulatory authority or regulator in each of the Jurisdictions (Decision Maker) has received an application from the Filer(s) for a decision under the securities legislation of the Jurisdictions (the Legislation) for **[describe the exemptive relief requested (the Requested Exemptive Relief) in words (e.g., that the filer is not a reporting issuer). Do not use statutory references. Include defined terms as necessary.]**

Under the Process for Exemptive Relief Applications in Multiple Jurisdictions (for a coordinated review application):

(a) the **[name of the principal regulator]** is the principal regulator for this application, and

(b) the decision is the decision of the principal regulator and evidences the decision of each other Decision Maker.

Interpretation

Terms defined in National Instrument 14-101 *Definitions* have the same meaning if used in this decision, unless otherwise defined. **[Add additional definitions here.]**

Representations

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

[Insert material representations necessary to explain why the Decision Makers came to this decision. Include the location of the Filer's head office and, if appropriate, the connecting factor the filer used to identify the principal regulator for the application. State that the filer is not in default of securities legislation in any jurisdiction or, if the filer is in default, set out the nature of the default. Do not use statutory references.]

Decision

Each of the Decision Makers is satisfied that the exemptive relief application meets the test set out in the Legislation for the Decision Maker to make the decision.

The decision of the Decision Makers under the Legislation is that the Requested Exemptive Relief is granted provided that:

[Insert numbered terms, conditions, restrictions or requirements. These should be generic and without statutory references to the Legislation of the Jurisdictions.]

[If any exemptive relief has an effective date after the date of the decision, state here.]

_____(Name of signatory for the principal regulator)

_____(Title)

_____(Name of principal regulator)

(*justify signature block*)

Schedule D

Form of decision for hybrid application

[Citation: **[neutral citation]** **[Date of decision]**]

In the Matter of
the Securities Legislation
of **[name of principal jurisdiction (for a passport application), or of principal jurisdiction and Ontario (for a dual application), and name of each jurisdiction participating in coordinated review application decision]**

and

In the Matter of
the Process for Exemptive Relief Applications in Multiple Jurisdictions

and

In the Matter of **[name(s) of filer(s) and other relevant parties, including definitions as required,]** (the Filer(s))

Decision

Background

[If you are making a passport application, insert:]

The securities regulatory authority or regulator in _____ has received an application from the Filer(s) for a decision under the securities legislation of the jurisdiction of the principal regulator (the Legislation) for **[describe the exemptive relief requested (the Passport Exemptive Relief) by referring to the relevant requirement(s) or provision(s) listed in the first column of Appendix E to MI 11-102.]**

OR

[If you are making a dual application, insert:]

The securities regulatory authority or regulator in _____ and Ontario (Dual Exemptive Relief Decision Makers) have received an application from the Filer(s) for a decision under the securities legislation of those Jurisdictions (the Legislation) for **[describe the exemptive relief requested (the Dual Exemptive Relief) by referring to the relevant requirement(s) or provision(s) listed in the first column of Appendix E to MI 11-102.]**

AND

[For your coordinated review application, insert:]

The securities regulatory authority or regulator in each of _____ (the Jurisdictions) (Coordinated Exemptive Relief Decision Makers) has received an application from the Filer(s) for a decision under the securities legislation of the Jurisdictions (the Legislation) for **[describe the exemptive relief requested (the Coordinated Exemptive Relief) in words (e.g., that the filer is not a reporting issuer). Do not use statutory references. Include defined terms as necessary.]**

Under the Process for Exemptive Relief Applications in Multiple Jurisdictions (for a hybrid application):

(a) the **[name of the principal regulator]** is the principal regulator for this application,

(b) the filer has provided notice that section 5.4(1) of Multilateral Instrument 11-102 *Passport System* (MI 11-102) is intended to be relied upon in **[names of non-principal passport jurisdictions]**,

(c) the decision is the decision or the principal regulator, (and)

(d) **[if you are making a dual application, insert:]** the decision evidences the decision of the securities regulatory authority or regulator in Ontario, (and)

(e) the decision evidences the decision of each Coordinated Exemptive Relief Decision Maker.

Interpretation

Terms defined in MI 11-102 and National Instrument 14-101 *Definitions* have the same meaning if used in this decision, unless otherwise defined. **[Add additional definitions here.]**

Representations

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

> **[Insert material representations necessary to explain why the Decision Makers came to this decision. Include the location of the Filer's head office and, if appropriate, the connecting factor the filer used to identify the principal regulator for the application. State that the filer is not in default of securities legislation in any jurisdiction or, if the filer is in default, set out the nature of the default. Do not use statutory references.]**

Decision

The principal regulator **[if you are making a dual application, insert: "**, the securities regulatory authority or regulator in Ontario,**]** and each of the Coordinated Exemptive Relief Decision Makers is satisfied that the exemptive relief application meets the test set out in the Legislation for the principal regulator, **[if you are making a dual application, insert: "**, the securities regulatory authority or regulator in Ontario,**]** and the Coordinated Exemptive Relief Decision Makers to make the decision.

[If you are making a passport application, insert:]

The decision of the principal regulator under the Legislation is that the Passport Exemptive Relief is granted provided that:

> **[Insert numbered terms, conditions, restrictions or requirements. These should include references to the relevant requirement(s) or provision(s) listed in the first column of Appendix E to MI 11-102.]**

OR

[If you are making a dual application, insert:]

The decision of the Dual Exemptive Relief Decision Makers under the Legislation is that the Dual Exemptive Relief is granted provided that:

> **[Insert numbered terms, conditions, restrictions or requirements. These should include references to the relevant requirement(s) or provision(s) listed in the first column of Appendix E to MI 11-102.]**

AND

[For your coordinated application, insert:]

The decision of the Coordinated Review Decision Makers under the Legislation is that the Coordinated Exemptive Relief is granted provided that:

> **[Insert numbered terms, conditions, restrictions or requirements. These should be generic and without statutory references to the Legislation of the Jurisdictions.]**
>
> **[If any exemptive relief has an effective date after the date of the decision, state here.]**

_____**(Name of signatory for the principal regulator)**

_____**(Title)**

_____**(Name of principal regulator)**
(*justify signature block*)

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 45-501F1

Transaction Date	No of Purchasers	Issuer/Security	Total Purchase Price ($)	No of Securities Distributed
08/10/2007	15	Abbastar Uranium Corp. - Flow-Through Shares	775,000.00	400,000.00
08/10/2007	23	Alda Pharmaceuticals Corp. - Units	240,000.00	2,000,000.00
08/08/2007	30	Amerix Precious Metals Corporation - Units	3,772,500.00	15,090,000.00
07/23/2007	1	Amorfix Life Sciences Ltd. - Common Shares	160,950.00	91,445.00
08/02/2007	1	APAX PAI Europe V-2 - N/A	504,455,000.00	N/A
08/15/2007	9	Associated Proteins Limited Partnership - Debentures	4,425,000.00	4,425,000.00
08/07/2007	81	Bandera Gold Ltd. - Units	1,611,500.00	1,611,500.00
08/08/2007	10	BHF Waste Management Limited Partnership - Limited Partnership Units	435,000.00	43,500.00
07/26/2007	91	Bonus Energy Ltd. - Common Shares	7,910,802.75	4,944,261.00
07/24/2007	1	BSC Resources (Properietary) Limited - Common Shares	86,442.51	22,778.00
08/10/2007	12	Cadiscor Resources Inc. - Units	2,800,700.00	4,001,000.00
06/29/2007	104	Capella Resources Ltd. - Flow-Through Shares	10,719,060.00	7,730,000.00
08/07/2007	20	CareVest Blended Mortgage Investment Corporation - Preferred Shares	599,593.00	599,593.00
08/07/2007 to 08/09/2007	26	CareVest First Mortgage Investment Corporation - Preferred Shares	2,256,823.00	2,256,823.00
08/07/2007	11	CareVest Select Mortgage Investment Corporation - Preferred Shares	287,951.00	287,951.00
08/09/2007	2	Carina Energy Inc. - Flow-Through Shares	50,000.00	100,000.00
07/25/2007 to 08/03/2007	32	CMC Markets Canada Inc. - Contracts for Differences	135,000.00	32.00
08/04/2007 to 08/13/2007	11	CMC Markets Canada Inc. - Contracts for Differences	69,000.00	11.00
08/03/2007	3	Computershare Trust Company of Canada - Notes	2,518,242,006.70	3.00
08/07/2007	20	Coral Rapids Minerals Inc. - Common Shares	50,000.00	500,000.00
07/31/2007	126	Craig Wireless Systems Ltd. - Receipts	40,206,250.00	1,143,000.00
08/07/2007	123	Dokie Wind Energy Inc. - Flow-Through Shares	15,000,000.00	42,700,000.00
07/20/2007	91	Empire Mining Corporation - Units	1,500,000.00	4,999,995.00

Transaction Date	No of Purchasers	Issuer/Security	Total Purchase Price ($)	No of Securities Distributed
08/02/2007 to 08/09/2007	2	First Leaside Properties Limited Partnership - Notes	28,721.00	27,354.00
08/03/2007 to 08/13/2007	2	First Leaside Properties Limited Partnership - Notes	193,000.00	193,000.00
08/03/2007 to 08/13/2007	43	First Leaside Properties Limited Partnership - Trust Units	663,677.00	632,416.00
08/13/2007 to 08/14/2007	2	First Leaside Visions Limited Partnership - Limited Partnership Units	100,000.00	100,000.00
08/08/2007	1	First Leaside Wealth Management Inc. - Preferred Shares	100,000.00	100,000.00
08/15/2007	1	First Solar, Inc. - Common Shares	8,994,129.00	88,100.00
07/20/2007 to 07/27/2007	45	Forest Gate Resources Inc. - Units	1,229,400.00	10,245,000.00
07/30/2007 to 08/03/2007	20	General Motors Acceptance Corporation of Canada, Limited - Notes	8,738,618.71	97,386.19
08/07/2007 to 08/15/2007	20	Genesis Genomics Inc. - Common Shares	1,470,700.80	2,451,168.00
08/01/2007	17	Global Copper Corp. - Common Shares	10,950,000.00	3,000,000.00
08/14/2007	2	Goldeye Explorations Limited - Units	480,000.00	3,692,307.00
07/23/2007	27	Goldnev Resources Inc. - Units	400,000.00	3,750,000.00
08/13/2007	6	Great Quest Metals Ltd. - Units	751,750.25	860,000.00
08/14/2007	34	Great Western Minerals Group Ltd. - Units	9,775,000.00	24,437,500.00
08/03/2007	1	Hosted Data Transaction Systems Inc. - Common Shares	4,000,000.00	4,545,454.00
07/31/2007	8	IGW Capital Ltd. - Bonds	972,600.00	9,726.00
07/31/2007	8	IGW Investments 2 Ltd. - Common Shares	9,726.00	9,726.00
07/31/2007	94	IGW Real Estate Investment Trust - Units	4,033,903.86	3,943,210.00
08/13/2007	7	ILOKABOUT Holdings Inc. - Units	200,100.00	435,000.00
08/01/2007	1	Investigative Research Group Inc. - Common Shares	50,000.00	55.00
07/30/2007	11	Iron Mountain Canada Corporation - Notes	0.00	1.00
07/24/2007	63	Janina Resources Limited - Receipts	10,055,000.00	20,110,000.00
08/01/2007	1	Koprash Inc. - Common Shares	100,000.00	110.00
08/10/2007	48	Magnum Energy Inc. - Units	995,577.90	3,318,593.00
08/10/2007	8	Mainstream Minerals Corporation - Units	1,000,000.00	N/A
08/08/2007	3	Masimo Corporation - Common Shares	1,427,864.00	80,000.00
08/07/2007	6	Meriton Networks Inc. - Notes	701,836.33	N/A

Transaction Date	No of Purchasers	Issuer/Security	Total Purchase Price ($)	No of Securities Distributed
07/24/2007	1	MF Global Ltd. - Common Shares	10,110,750.00	325,000.00
07/25/2007 to 08/16/2007	23	Nelson Financial Group Ltd. - Notes	1,577,493.79	23.00
08/02/2007	48	Newmac Resources Inc. - Units	702,800.00	1,757,000.00
07/31/2007	7	Oriental Minerals Inc. - Units	2,155,099.85	1,390,387.00
04/09/2007	30	P2P Health Systems Inc. - Common Shares	900,000.00	N/A
04/26/2007 to 04/30/2007	28	Pacific Copper Corp. - Units	2,495,883.00	4,480,000.00
08/08/2007	17	Pavilion Energy Corp. - Common Shares	493,000.00	580,000.00
08/01/2007	36	Phoenix Coal Corporation - Preferred Shares	44,500,000.00	35,600,000.00
08/07/2007 to 08/15/2007	3	Powertree Limited Partnership 2 - Units	55,000.00	16.00
08/13/2007	1	PPL Electric Utilities Corporation - Bonds	525,450.00	1.00
08/09/2007	54	Probe Resources Ltd. - Units	6,000,003.85	10,000,000.00
07/13/2007	2	Red Mile Resources Fund No. 4 Limited Partnership - Limited Partnership Units	847,036.00	734.00
06/15/2007	10	Red Mile Resources Fund No. 4 Limited Partnership - Limited Partnership Units	3,785,100.00	3,300.00
08/02/2007	36	SENSIO Technologies Inc. - Units	3,500,000.00	8,750,000.00
08/02/2007	66	Silverwing Energy Inc. - Common Shares	9,999,400.00	N/A
08/01/2007	19	Skyharbour Resources Ltd. - Units	894,750.00	5,965,000.00
08/02/2007	40	Sterling Mining Company - Warrants	19,103,408.64	5,585,792.00
08/10/2007 to 08/16/2007	12	Sunrise Minerals Inc. - Units	928,800.00	5,805,000.00
07/30/2007	1	Target Exploration & Mining Corp. - Common Shares	50,000.00	50,000.00
08/07/2007	16	Trevali Resources Corp. - Common Shares	4,140,000.00	3,990,000.00
07/31/2007	3	Tyee Plaza Limited Partnership - Limited Partnership Units	150,000.00	350,000.00
07/31/2007	20	Victoria Resource Corporation - Units	1,999,999.80	3,333,333.00
08/09/2007	133	Walton AZ Picacho View Limited Partnership 2 - Limited Partnership Units	4,882,107.64	462,102.00
08/01/2007	18	WBIC Canada Ltd. - Common Shares	906,933.30	432,469.00
12/18/2006	2	Wimberly Apartments Limited Partnership - Notes	420,000.00	420,000.00
08/03/2007	10	Workstream Inc. - Warrants	20,674,000.00	4,000,000.00
08/14/2007	1	WuXi PharmaTech (Cayman) Inc. - Common Shares	148,900.00	10,000.00

Transaction Date	No of Purchasers	Issuer/Security	Total Purchase Price ($)	No of Securities Distributed
07/31/2007	17	Yorkgate Mall LP - Units	6,926,142.30	7,596.84

Chapter 11

IPOs, New Issues and Secondary Financings

Issuer Name:
Aerocast Inc.
Principal Regulator - British Columbia
Type and Date:
Preliminary Prospectus dated August 20, 2007
Mutual Reliance Review System Receipt dated August 22, 2007
Offering Price and Description:
$1,050,000.00 to $2,400,000.00 - 3,500,000 to 8,000,000 Units Price: $0.30 per Units
Underwriter(s) or Distributor(s):
Canaccord Capital Corporation
Promoter(s):
Robert Jamieson Sr.
Project #1145289

Issuer Name:
Australian Solomons Gold Limited
Principal Regulator - Ontario
Type and Date:
Preliminary Short Form Prospectus dated August 23, 2007
Mutual Reliance Review System Receipt dated August 23, 2007
Offering Price and Description:
$15,000,600.00
13,044,000 Common Shares and 6,522,000 Warrants Issuable on Exercise of
13,044,000 Subscription Receipts
Price: $1.15 per Subscription Receipt
Underwriter(s) or Distributor(s):
Haywood Securities Inc.
Paradigm Capital Inc.
Fraser Mackenzie Limited
Promoter(s):
-
Project #1146049

Issuer Name:
Decourcy Capital Corp.
Principal Regulator - British Columbia
Type and Date:
Preliminary CPC Prospectus dated August 22, 2007
Mutual Reliance Review System Receipt dated August 23, 2007
Offering Price and Description:
$400,000.00 - 2,666,667 Common Shares Price: $0.15 per Common Share
Underwriter(s) or Distributor(s):
Blackmont Capital Inc.
Promoter(s):
Michael Evans
Project #1145611

Issuer Name:
Dynamic EAFE Value Class
Principal Regulator - Ontario
Type and Date:
Preliminary Simplified Prospectus dated August 21, 2007
Mutual Reliance Review System Receipt dated August 22, 2007
Offering Price and Description:
Series A, F, I and O Shares
Underwriter(s) or Distributor(s):
Goodman & Company, Investment Counsel Ltd
Promoter(s):
Goodman & Company, Investment Counsel Ltd
Project #1145063

Issuer Name:
Dynamic Global Discovery Class
Principal Regulator - Ontario
Type and Date:
Preliminary Simplified Prospectus dated August 21, 2007
Mutual Reliance Review System Receipt dated August 22, 2007
Offering Price and Description:
Series A, F, I and O Shares
Underwriter(s) or Distributor(s):
Goodman & Company, Investment Counsel Ltd.
Promoter(s):
Goodman & Company, Investment Counsel Ltd.
Project #1145064

Issuer Name:
Ethos Capital Corp.
Principal Regulator - British Columbia
Type and Date:
Preliminary CPC Prospectus dated August 24, 2007
Mutual Reliance Review System Receipt dated August 27, 2007
Offering Price and Description:
$300,000.00 - 1,500,000 Common Shares Price: $0.20 per Common Share
Underwriter(s) or Distributor(s):
PI Financial Corp.
Promoter(s):
Gary Freeman
Project #1147111

Issuer Name:
Goldbard Capital Corporation
Principal Regulator - Ontario
Type and Date:
Preliminary CPC Prospectus dated August 28, 2007
Mutual Reliance Review System Receipt dated August 28, 2007
Offering Price and Description:
Minimum Offering: $500,000.00 (2,500,000 Common Shares)
Maximum Offering: $1,500,000.00 (7,500,000 Common Shares)
Price: $0.20 per Common Share
Underwriter(s) or Distributor(s):
Jennings Capital Inc.
Promoter(s):
Jesse Kaplan
Project #1148992

Issuer Name:
High Desert Gold Corporation
Principal Regulator - British Columbia
Type and Date:
Preliminary Prospectus dated August 23, 2007
Mutual Reliance Review System Receipt dated August 24, 2007
Offering Price and Description:
$ * - * Units Price: $ * per Unit
Underwriter(s) or Distributor(s):
MGI Securities Inc.
Canaccord Capital Corporation
Promoter(s):
General Minerals Corporation
Project #1146602

Issuer Name:
Lands End Resources Ltd.
Principal Regulator - Alberta
Type and Date:
Preliminary Prospectus dated August 27, 2007
Mutual Reliance Review System Receipt dated August 28, 2007
Offering Price and Description:
Minimum Offering: 1,500,000 Common Shares ($300,000.00)
Maximum Offering: 2,500,000 Common Shares ($500,000.00)
Price: $0.20 per Common Share
Underwriter(s) or Distributor(s):
Research Capital Corporation
Promoter(s):
Robert Pek
J. Arthur Bray
Project #1148410

Issuer Name:
Pathway Multi Series Fund Inc - Resource Flex Series Fund
Pathway Multi Series Fund Inc. - Canadian Flex Series Fund
Pathway Multi Series Fund Inc. - Energy Series Fund
Pathway Multi Series Fund Inc. - Explorer Series Fund
Principal Regulator - Ontario
Type and Date:
Preliminary Simplified Prospectus dated August 23, 2007
Mutual Reliance Review System Receipt dated August 24, 2007
Offering Price and Description:
MUTUAL FUND SHARES - A/REGULAR SERIES, LOW LOAD/DSC SERIES, F SERIES and I SERIES;
MUTUAL FUND SHARES - A/ROLLOVER SERIES, A/REGULAR SERIES, F SERIES and I SERIES

Underwriter(s) or Distributor(s):
-
Promoter(s):
Pathway Multi Series Fund Inc./Fonds Series Multiples Pathway Inc.
MineralFields Fund Management Inc.
Project #1146443

Issuer Name:
Penfold Capital Acquisition Corporation
Principal Regulator - Ontario
Type and Date:
Preliminary CPC Prospectus dated August 21, 2007
Mutual Reliance Review System Receipt dated August 22, 2007
Offering Price and Description:
$250,000.00 - 1,250,000 Common Shares Price: $0.20 per Common Share
Underwriter(s) or Distributor(s):
Integral Wealth Securities Limited
Promoter(s):
Gary M. Clifford
Project #1145197

Issuer Name:
Portage Minerals Inc.
Principal Regulator - Ontario
Type and Date:
Amended and Restated Preliminary Non-Offering Prospectus dated August 24th, 2007
Mutual Reliance Review System Receipt dated August 28th, 2007
Offering Price and Description:
-
Underwriter(s) or Distributor(s):
-
Promoter(s):
Peter Taylor
George Cole
Project #1097941

Issuer Name:
Stone 2007-II Flow-Through Limited Partnership
Principal Regulator - Ontario
Type and Date:
Preliminary Prospectus dated August 22, 2007
Mutual Reliance Review System Receipt dated August 23, 2007
Offering Price and Description:
$ * (Maximum Offering)
$4,000,000.00 (Minimum Offering)
Maximum of * and Minimum of 160,000 Units
Subscription Price: $25.00 per Unit
Minimum Subscription: 100 Units
Underwriter(s) or Distributor(s):
National Bank Financial Inc.
CIBC World Markets Inc.
BMO Nesbitt Burns Inc.
Scotia Capital Inc.
TD Securities Inc.
Canaccord Capital Corporation
Wellington West Capital Inc.
Berkshire Securities Inc.
Blackmont Capital Inc.
HSBC Securities (Canada) Inc.
Raymond James Ltd.
Burgeonvest Securities Ltd.
IPC Securities Corporation
Jory Capital Inc.
Richardson Partners Financial Ltd.
Rothenberg Capital Management Inc.
Sanders Wealth Management Group Ltd.
Promoter(s):
Stone 2007-II Flow-Through GP Inc.
Stone Asset Management Limited
Project #1145992

Issuer Name:
Westcore Energy Ltd.
Principal Regulator - Alberta
Type and Date:
Preliminary CPC Prospectus dated August 23, 2007
Mutual Reliance Review System Receipt dated August 24, 2007
Offering Price and Description:
$500,000.00 - 2,500,000 Common Shares Price: $0.20 per Common Share
Underwriter(s) or Distributor(s):
Union Securities Ltd.
Promoter(s):
Paul Conroy
Project #1146951

Issuer Name:
Acadian Core International Equity Fund
Analytic Core U.S. Equity Fund
Integra Balanced Fund
Integra Bond Fund
Integra Canadian Value Growth Fund
Integra International Equity Fund
Integra PanAgora Dynamic Global Equity Fund
Integra Short Term Investment Fund
Integra U.S. Value Growth Fund
Principal Regulator - Ontario
Type and Date:
Final Simplified Prospectuses dated August 24, 2007
Mutual Reliance Review System Receipt dated August 27, 2007
Offering Price and Description:
Mutual Fund Units @ Net Asset Value
Underwriter(s) or Distributor(s):
-
Promoter(s):
-
Project #1132572

Issuer Name:
Acuity All Cap 30 Canadian Equity Class
Acuity All Cap 30 Canadian Equity Fund
Acuity Canadian Balanced Fund
Acuity Canadian Equity Class
Acuity Canadian Equity Fund
Acuity Canadian Small Cap Class
Acuity Canadian Small Cap Fund
Acuity Clean Environment Equity Fund
Acuity Conservative Asset Allocation Fund
Acuity Dividend Fund
Acuity EAFE Equity Fund
Acuity Fixed Income Fund
Acuity Global Dividend (Currency Neutral) Fund
Acuity Global Dividend Class
Acuity Global Dividend Fund
Acuity Global Equity (Currency Neutral) Fund
Acuity Global Equity Fund
Acuity Global High Income (Currency Neutral) Fund
Acuity Global High Income Fund
Acuity Growth & Income Fund
Acuity High Income Class
Acuity High Income Fund
Acuity Income Trust Fund
Acuity Short Term Income Class
Acuity Money Market Fund
Acuity Natural Resource Class
Acuity Natural Resource Fund
Acuity Pure Canadian Equity Fund
Acuity Social Values Balanced Fund
Acuity Social Values Canadian Equity Fund
Acuity Social Values Global Equity Fund
Alpha Balanced Portfolio
Alpha Global Portfolio
Alpha Growth Portfolio
Alpha Income Portfolio
Alpha Social Values Portfolio
Principal Regulator - Ontario
Type and Date:
Final Simplified Prospectuses dated August 13, 2007
Mutual Reliance Review System Receipt dated August 27, 2007
Offering Price and Description:
Mutual fund securities at net asset value
Underwriter(s) or Distributor(s):
-
Promoter(s):
Acuity Funds Ltd.
Project #1127684

Issuer Name:
Agrium Inc.
Principal Regulator - Alberta
Type and Date:
Final Shelf Prospectus dated August 22, 2007
Mutual Reliance Review System Receipt dated August 22, 2007
Offering Price and Description:
U.S.$1,000,000,000.00
Common Shares
Preferred Shares
Subscription Receipts
Debt Securities
Units
Underwriter(s) or Distributor(s):
-
Promoter(s):
-
Project #1140449

Issuer Name:
Axiom All Equity Portfolio
Axiom Balanced Growth Portfolio
Axiom Balanced Income Portfolio
Axiom Canadian Growth Portfolio
Axiom Diversified Monthly Income Portfolio
Axiom Foreign Growth Portfolio
Axiom Global Growth Portfolio
Axiom Long-Term Growth Portfolio
Principal Regulator - Ontario
Type and Date:
Amendment #1 dated August 20, 2007 to Final Simplified Prospectuses and Annual Information Form dated March 9, 2007
Mutual Reliance Review System Receipt dated August 23, 2007
Offering Price and Description:
Class A, Select Class, Elite Class, and Class F Units
Underwriter(s) or Distributor(s):
-
Promoter(s):
CIBC Asset Management Inc.
Project #1044251

Issuer Name:
Drift Lake Resources Inc.
Type and Date:
Final Prospectus dated August 27, 2007
Receipted on August 28, 2007
Offering Price and Description:
Minimum of 3,500,000 Common Shares and
Maximum of 5,500,000 Common Shares
Price $0.10
Underwriter(s) or Distributor(s):
Toll Cross Securities Inc.
Promoter(s):
Luigi M. Falzone
Project #1128921

Issuer Name:
Friedberg Global-Macro Hedge Fund
Principal Regulator - Ontario
Type and Date:
Final Prospectus dated August 27, 2007
Mutual Reliance Review System Receipt dated August 28, 2007
Offering Price and Description:
Mutual fund trust units at net asset value
Underwriter(s) or Distributor(s):
Friedberg Mercantile Group Ltd.
Promoter(s):
-
Project #1137470

Issuer Name:
Ginguro Exploration Inc.
Principal Regulator - Ontario
Type and Date:
Final Prospectus dated August 21, 2007
Mutual Reliance Review System Receipt dated August 22, 2007
Offering Price and Description:
Minimum: $2,420,000.00; Maximum: $3,070,000.00: Minimum: 2,800,000 Units and 1,700,000 Flow-through Shares Maximum: 3,500,000 Units and 2,200,000 Flow-through Shares Price: $0.50 per Unit and $0.60 per Flow-through Share
Underwriter(s) or Distributor(s):
Haywood Securities Inc.
Promoter(s):
Gordon Winter
Project #1119306

Issuer Name:
Kristina Capital Corp.
Principal Regulator - Alberta
Type and Date:
Final CPC Prospectus dated August 23, 2007
Mutual Reliance Review System Receipt dated August 27, 2007
Offering Price and Description:
$400,000.00 - 2,000,000 common shares Price: $0.20 per common share
Underwriter(s) or Distributor(s):
Research Capital Corporation
Promoter(s):
Murray K. Atkins
Gordon D. Anderson
Project #1130328

Issuer Name:
Mackenzie Cundill Global Dividend Fund
Principal Regulator - Ontario
Type and Date:
Amendment #7 dated August 16, 2007 to Final Simplified Prospectus and Annual Information Form dated December 7, 2006
Mutual Reliance Review System Receipt dated August 23, 2007
Offering Price and Description:
Series A, F, I, O, T6 and T8 Units
Underwriter(s) or Distributor(s):
Quadrus Investment Services Ltd.
Promoter(s):
Mackenzie Financial Corporation
Project #1007691

Issuer Name:
Manulife Tax-Managed Growth Fund (formerly E&P Manulife Tax-Managed Growth Fund)
Manulife U.S. Core Fund (formerly Elliott & Page American Growth Fund)
Manulife Canadian Bond Plus Fund (formerly Elliott & Page Canadian Bond Plus Fund)
Manulife Canadian Equity Fund (formerly Elliott & Page Canadian Equity Fund)
Manulife Canadian Growth Fund (formerly Elliott & Page Canadian Growth Fund)
Manulife Canadian Universe Bond Fund (formerly Elliott & Page Canadian Universe Bond Fund)
Manulife Core Balanced Fund (formerly Elliott & Page Core Balanced Fund)
Manulife Canadian Core Fund (formerly Elliott & Page Core Canadian Equity Fund)
Manulife Corporate Bond Fund (formerly Elliott & Page Corporate Bond Fund)
Manulife Dividend Fund (formerly Elliott & Page Dividend Fund)
Manulife Global Dividend Fund (formerly Elliott & Page Global Dividend Fund)
Manulife Global Monthly Income Fund (formerly Elliott & Page Global Monthly Income Fund)
Manulife Global Real Estate Fund (formerly Elliott & Page Global Real Estate Fund)
Manulife Growth & Income Fund (formerly Elliott & Page Growth & Income Fund)
Manulife Growth Opportunities Fund (formerly Elliott & Page Growth Opportunities Fund)
Manulife Money Fund (formerly Elliott & Page Money Fund)
Manulife Monthly High Income Fund (formerly Elliott & Page Monthly High Income Fund)
Manulife Sector Rotation Fund (formerly Elliott & Page Sector Rotation Fund)
Manulife Small Cap Value Fund (formerly Elliott & Page Small Cap Value Fund)
Manulife Strategic Income Fund (formerly Elliott & Page Strategic Income Fund)
Manulife U.S. Mid-Cap Fund (formerly Elliott & Page U.S. Mid-Cap Fund)
Manulife U.S. Value Fund (formerly Elliott & Page U.S. Value Fund)
Manulife Canadian Value Fund (formerly Elliott & Page Value Equity Fund)
Manulife Emerging Markets Fund
Manulife European Opportunites Fund
Manulife Global Leaders Class
Manulife Global Natural Resources Fund
Manulife Global Tactical Fund
Manulife International Large Cap Fund
Manulife Real Return Strategy Fund
Manulife Simplicity Aggressive Portfolio
Manulife Simplicity Balanced Portfolio
Manulife Simplicity Conservative Portfolio
Manulife Simplicity Global Balanced Portfolio
Manulife Simplicity Growth Portfolio
Manulife Simplicity Income Portfolio
Manulife Simplicity Moderate Portfolio
Manulife U.S. Small Cap Fund
Manulife AIM Canadian First Class (formerly MIX AIM Canadian First Class)
Manulife Canadian Value Class (formerly MIX Canadian Equity Value Class)
Manulife Canadian Core Class (formerly MIX Canadian Large Cap Core Class)
Manulife Canadian Equity Class (formerly MIX Canadian Large Cap Growth Class)
Manulife Canadian Large Cap Value Class (formerly MIX Canadian Large Cap Value Class)
Manulife China Opportunities Class (formerly MIX China Opportunities Class)
Manulife Growth Opportunities Class (formerly MIX Elliott & Page Growth Opportunities Class)
Manulife F.I. Canadian Disciplined Equity Class (formerly MIX F.I. Canadian Disciplined Equity Class)
Manulife Global Core Class (formerly MIX Global Equity Class)
Manulife Global Opportunities Class (formerly MIX Global Opportunities Class)
Manulife Global Value Class (formerly MIX Global Value Class)
Manulife International Value Class (formerly MIX International Value Class)
Manulife Japan Opportunities Class (formerly MIX Japanese Class)
Manulife SEAMARK Total Global Equity Class (formerly MIX SEAMARK Total Global Equity Class)
Manulife Short Term Yield Class (formerly MIX Short Term Yield Class)
Manulife Structured Bond Class (formerly MIX Structured Bond Class)
Manulife Trimark Global Class (formerly MIX Trimark Global Class)
Manulife U.S. Large Cap Value Class (formerly MIX U.S. Large Cap Value Class)
Manulife U.S. Mid-Cap Value Class (formerly MIX U.S. Mid-Cap Value Class)
Manulife World Investment Class (formerly MIX World Investment Class)
Principal Regulator - Ontario
Type and Date:
Final Simplified Prospectuses dated August 24, 2007
Mutual Reliance Review System Receipt dated August 24, 2007
Offering Price and Description:
ADVISOR SERIES, SERIES D, SERIES F AND SERIES I SECURITIES
Underwriter(s) or Distributor(s):
Elliott & Page Limited
Elliott & Page Limited
MFC Global Investment Management, a division of Elliott & Page Limited
Promoter(s):
Elliott & Page Limited
Project #1129207

Issuer Name:
Mavrix Québec 2007-II Flow Through LP
Principal Regulator - Ontario
Type and Date:
Final Prospectus dated August 23, 2007
Mutual Reliance Review System Receipt dated August 24, 2007
Offering Price and Description:
Maximum offering : $25,000,000.00 (2,500,000 Units) @ $10.00/ Unit
Mimumum offering: $5,000,000.00 (500,000 Units) @ $10.00/ Unit
Underwriter(s) or Distributor(s):
Desjardins Securities Inc.
CIBC World Markets Inc.
BMO Nesbitt Burns Inc.
Dundee Securities Corporation
TD Securities Inc.
Berkshire Securities Inc.
Canaccord Capital Corporation
Laurentian Bank Securities Inc.
Industrial Alliance Securities Inc.
Richardson Partners Financial Limited
Promoter(s):
Mavrix Fund Management Inc.
Project #1132440

Issuer Name:
North American Palladium Ltd.
Type and Date:
Final Short Form Base Shelf Prospectus dated August 22, 2007
Receipted on August 22, 2007
Offering Price and Description:
49,378 COMMON SHARES
Underwriter(s) or Distributor(s):
-
Promoter(s):
-
Project #1137222

Issuer Name:
Northern Rivers Monthly Income and Capital Appreciation Trust Pool
Principal Regulator - Ontario
Type and Date:
Final Simplified Prospectuses dated August 27, 2007
Mutual Reliance Review System Receipt dated August 28, 2007
Offering Price and Description:
Trust units at net asset value
Underwriter(s) or Distributor(s):
-
Promoter(s):
-
Project #1131349

Issuer Name:
OnePak, Inc.
Type and Date:
Final Prospectus dated August 21, 2007
Receipted on August 22, 2007
Offering Price and Description:
-
Underwriter(s) or Distributor(s):
-
Promoter(s):
-
Project #1133290

Issuer Name:
Pocono Capital Inc.
Principal Regulator - Ontario
Type and Date:
Final Prospectus dated August 21, 2007
Mutual Reliance Review System Receipt dated August 22, 2007
Offering Price and Description:
Minimum Offering: $400,000.00 or 2,000,000 Class A Common Shares; Maximum Offering: $800,000.00 or 4,000,000 Class A Common Shares Price: $0.20 per Class A Common Share
Underwriter(s) or Distributor(s):
Pope & Company Limited
Promoter(s):
Robert Hashimoto
Project #1132484

Issuer Name:
RBC Private Asian Equity Pool
RBC Private Canadian Bond Pool
RBC Private Canadian Dividend Pool (formerly, RBC Private Dividend Pool)
RBC Private Canadian Equity Pool
RBC Private Canadian Growth and Income Equity Pool
RBC Private Canadian Mid Cap Equity Pool
RBC Private Canadian Value Equity Pool
RBC Private Core Canadian Equity Pool
RBC Private Corporate Bond Pool
RBC Private EAFE Equity Pool
RBC Private Overseas Equity Pool
RBC Private European Equity Pool
RBC Private Global Bond Pool
RBC Private Global Dividend Growth Pool (formerly RBC Private Global Titans Equity Pool)
RBC Private Income Pool
RBC Private International Equity Pool
RBC Private O'Shaughnessy Canadian Equity Pool
RBC Private O'Shaughnessy U.S. Growth Equity Pool
RBC Private O'Shaughnessy U.S. Value Equity Pool
RBC Private Short-Term Income Pool
RBC Private U.S. Equity Pool (formerly, RBC Private U.S. Large Cap Equity Pool)
RBC Private U.S. Growth Equity Pool
RBC Private U.S. Mid Cap Equity Pool
RBC Private U.S. Small Cap Equity Pool
RBC Private U.S. Value Equity Pool
RBC Private World Equity Pool
Principal Regulator - Ontario
Type and Date:
Final Simplified Prospectuses dated August 24, 2007
Mutual Reliance Review System Receipt dated August 24, 2007
Offering Price and Description:
Series O, Series F and Series T units
Underwriter(s) or Distributor(s):
RBC Asset Management Inc.
RBC Asset Management Inc.
The Royal Trust Company
Promoter(s):
RBC Asset Management Inc.
Project #1130122

Issuer Name:
RCGT Balanced Fund no.1 for partners
RCGT Balanced Fund no.2 for partners
RCGT Money Market Fund for partners
Type and Date:
Amendment #2 dated July 30, 2007 to Final Simplified Prospectuses and Annual Information Forms dated November 7, 2006
Receipted on August 27, 2007
Offering Price and Description:
-
Underwriter(s) or Distributor(s):
-
Promoter(s):
Raymond Chabot Grant Thornton, Limited Liability Partnership
Project #991911

Issuer Name:
RediShred Capital Corp.
Principal Regulator - Nova Scotia
Type and Date:
Final Prospectus dated August 21, 2007
Mutual Reliance Review System Receipt dated August 22, 2007
Offering Price and Description:
$900,000.00 - 4,500,000 Common Shares Price: $0.20 per Common Share
Underwriter(s) or Distributor(s):
Canaccord Capital Corporation
Promoter(s):
Mark MacMillan
Project #1125653

Issuer Name:
Sceptre Balanced Growth Fund
Sceptre Bond Fund
Sceptre Canadian Equity Fund
Sceptre Equity Growth Fund
Sceptre Global Equity Fund
Sceptre High Income Fund
Sceptre Money Market Fund
Principal Regulator - Ontario
Type and Date:
Final Simplified Prospectuses dated August 27, 2007
Mutual Reliance Review System Receipt dated August 28, 2007
Offering Price and Description:
Mutual fund trust units at net asset value
Underwriter(s) or Distributor(s):
Sceptre Investment Counsel Limited
Promoter(s):
-
Project #1131126

Issuer Name:
Preferred Energy Split Corp.
Principal Jurisdiction - Ontario
Type and Date:
Preliminary Prospectus dated July 5th, 2007
Withdrawn on August 22nd, 2007
Offering Price and Description:
$ * (Maximum) $ * (Maximum)
* Preferred Securities * Class A Shares
Price: $10.00 per Preferred Security $15.00 per Class A Shares
Underwriter(s) or Distributor(s):
CIBC World Inc.
RBC Dominion Securities Inc.
BMO Nesbitt Burns Inc.
National Bank Financial Inc.
TD Securities Inc.
Canaccord Capital Corporation
Dundee Securities Corporation
HSBC Securities (Canada) Inc.
Raymond James Ltd.
Blackmont Capital Inc.
Wellington West Capital Inc.
Berkshire Securities Inc.
Desjardins Securities Inc.
Jory Capital Inc.
Research Capital Corporation
Richardson Partners Financial Limited
Promoter(s):
Sentry Select Capital Corp.
Project #1126807

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Chapter 12

Registrations

12.1.1 Registrants

Type	Company	Category of Registration	Effective Date
New Registration	Mamgmt Fund Services Ltd.	Investment Counsel and Portfolio Manager	August 23, 2007
New Registration	Buena Vista Capital Inc.	Limited Market Dealer	August 23, 2007
New Registration	Kyoto Asset Management Inc.	Limited Market Dealer & Investment Counsel & Portfolio Manager	August 23, 2007.
Change of Category	Lehman Brothers Inc.	From: International Dealer To: International Dealer, International Adviser (Investment Counsel and Portfolio Manager)	August 24, 2007
New Registration	UOB Kay Hian (U.S.) Inc.	International Dealer	August 27, 2007
New Registration	Capital Street Group Investment Services, Inc.	Limited Market Dealer	August 27, 2007

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Chapter 13

SRO Notices and Disciplinary Proceedings

13.1.1 MFDA Sets Date for Ravi Puri Hearing in Vancouver, British Columbia

NEWS RELEASE
For immediate release

MFDA SETS DATE FOR
RAVI PURI HEARING IN
VANCOUVER, BRITISH COLUMBIA

August 23, 2007 (Toronto, Ontario) – The Mutual Fund Dealers Association of Canada ("MFDA") commenced a disciplinary proceeding in respect of Ravi Puri by Notice of Hearing dated June 28, 2007.

As specified in the Notice of Hearing, the first appearance in this proceeding took place today at 10:00 a.m. (Vancouver) before a 3-member Hearing Panel of the MFDA Pacific Regional Council.

The commencement of the hearing of this matter on the merits has been scheduled to take place before a Hearing Panel of the Pacific Regional Council on Monday, October 22, 2007 at 10:00 a.m. (Vancouver) in the Hearing Room located at the Wosk Centre for Dialogue, 580 West Hastings Street, Vancouver, British Columbia, or as soon thereafter as the hearing can be held.

The hearing will be open to the public, except as may be required for the protection of confidential matters.

A copy of the Notice of Hearing is available on the MFDA web site at http://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 162 members and their approximately 75,000 Approved Persons with a mandate to protect investors and the public interest.

For further information, please contact:
Yvette MacDougall
Hearings Coordinator
(416) 943-4606 or ymacdougall@mfda.ca

13.1.2 CDS Rule Amendment Notice – Technical Amendments to CDS Procedures Relating to CDS Application for Participation

CDS CLEARING AND DEPOSITORY SERVICES INC. (CDS®)

TECHNICAL AMENDMENTS TO CDS PROCEDURES

CDS APPLICATION FOR PARTICIPATION

NOTICE OF EFFECTIVE DATE

A. DESCRIPTION OF THE RULE AMENDMENT

Background

In December 2006, CDS submitted a Notice of Material Amendments to CDS Rules relating to the introduction of the CREST Link Service (now known as the Euroclear UK Direct Service). The proposed Material Amendments introduced Rule 14, giving CDS Participants the option to participate directly in CREST, operated by Euroclear UK & Ireland Limited. CDS Participants subscribing to the Service, as Sponsored Members, will be given direct access to the settlement of securities through CREST®.

The new service gives direct control to the CDS Participant's Canadian office, without the delay and cost of using an agent. Instructions are inputted directly by the Canadian participant, and the participant can use CREST throughout its operating hours, without having to allow time to transmit instructions to its agent, who must then re-input the data into CREST.

The proposed amendments to the CDS *Application for Participation* provide CDS Participants with the option to subscribe to the service.

The Procedures marked for the amendments may be accessed at the CDS website in the Forms Catalogue.

Description of Proposed Amendments

The CDS *Application for Participation* has been amended as follows:

- The participants have been given the option to subscribe to the Euroclear UK Direct service. A check-box intended for this purpose has been added.
- As a consequence of the recent reduction in the Federal Goods & Services Tax (GST), the Application for Participant has been amended to reflect the new 6 percent rate.

B. REASONS FOR TECHNICAL CLASSIFICATION

The amendments proposed pursuant to this Notice are considered technical amendments; they are consequential and intended to implement a material rule that has been published for comment pursuant to Regulatory Protocol. The proposed amendments contain only material aspects already contained in the material rule and disclosed in the notice accompanying that rule.

C. EFFECTIVE DATE OF THE RULE

Pursuant to Appendix A ("Rule Protocol Regarding The Review And Approval Of CDS Rules By The OSC") of the OSC Recognition and Designation Order, as amended 1 November, 2006, and *Annexe A* (*"Protocole d'examen et d'approbation des Règles de Services de Dépôt et de Compensation CDS Inc. par l'Autorité des marchés financiers"*) of AMF Decision 2006-PDG-0180, made effective on 1 November, 2006, CDS has determined that these amendments will be effective on **August 27th, 2007**.

D. QUESTIONS

Questions regarding this notice may be directed to:

Tony Hoffmann
Legal Counsel
The Canadian Depository for Securities Limited
85 Richmond Street West,
Toronto, Ontario, M5H 2C9

Telephone: 416-365-3768 ; Fax: 416-365-1984
e-mail: attention@cds.ca

JAMIE ANDERSON
Managing Director, Legal

13.1.3 CDS Rule Amendment Notice – Technical Amendments to CDS Procedures Relating to Euroclear UK Direct Service Procedures

CDS CLEARING AND DEPOSITORY SERVICES INC. (CDS®)

TECHNICAL AMENDMENTS TO CDS PROCEDURES

EUROCLEAR UK DIRECT SERVICE PROCEDURES

NOTICE OF EFFECTIVE DATE

A. DESCRIPTION OF THE RULE AMENDMENT

Background

In December 2006, CDS submitted a Notice of Material Amendments to CDS Rules relating to the introduction of the CREST Link Service (now known as the Euroclear UK Direct Service). The proposed Material Amendments introduced Rule 14, giving CDS Participants the option to participate directly in CREST, operated by Euroclear UK & Ireland Limited. CDS Participants subscribing to the Service, as Sponsored Members, will be given direct access to the settlement of securities through CREST.

The new service gives direct control to the CDS Participant's Canadian office, without the delay and cost of using an agent. Instructions are inputted directly by the Canadian participant, and the participant can use CREST throughout its operating hours, without having to allow time to transmit instructions to its agent, who must then re-input the data into CREST.

The proposed amendments provide CDS Participants with procedures which include a description of the Service and detail how Participants subscribe to, access, and use the CREST service.

The Procedures marked for the amendments may be accessed at the CDS website at:

http://www.cds.ca/cdsclearinghome.nsf/Pages/-EN-UserDocumentation?Open

[en français: http://www.cds.ca/cdsclearinghome.nsf/Pages/-FR-Documentation?Open]

Description of Proposed Amendments

The proposed amendments comprise the introduction of the CDS User Guide entitled *Euroclear UK Direct Service – Participant Procedures*. The new User Guide introduces the Euroclear UK Direct Service, including how to access the Service, the installation of the CREST Graphical User Interface, hours of operation, holiday processing, and billing procedures. The new User Guide also provides an overview with respect to processing and settlement procedures for the Service, including eligibility, entitlements, and settlement in the various available currencies.

The proposed amendments also include several consequential amendments to the CDS User Guides entitled *CDS Reporting Procedures* and *Participating in CDS Services*.

B. REASONS FOR TECHNICAL CLASSIFICATION

The amendments proposed pursuant to this Notice are considered technical amendments; they are consequential amendments intended to implement a material rule that has been published for comment pursuant to Regulatory protocol. The proposed amendments only contain material aspects already contained in the notice accompanying the published material rule amendment.

C. EFFECTIVE DATE OF THE RULE

Pursuant to Appendix A ("Rule Protocol Regarding The Review And Approval Of CDS Rules By The OSC") of the OSC Recognition and Designation Order, as amended 1 November, 2006, and *Annexe A* (*"Protocole d'examen et d'approbation des Règles de Services de Dépôt et de Compensation CDS Inc. par l'Autorité des marchés financiers"*) of AMF Decision 2006-PDG-0180, made effective on 1 November, 2006, CDS has determined that these amendments will be effective on **August 27, 2007**.

D. QUESTIONS

Questions regarding this notice may be directed to:

Tony Hoffmann
Legal Counsel
The Canadian Depository for Securities Limited
85 Richmond Street West,
Toronto, Ontario, M5H 2C9

Telephone: 416-365-3768 ; Fax: 416-365-1984
e-mail: attention@cds.ca

JAMIE ANDERSON
Managing Director, Legal

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Chapter 25

Other Information

25.1 Consents

25.1.1 Greenshield Explorations Limited - s. 4(b) of the Regulation

Headnote

Consent given to an offering corporation under the Business Corporations Act (Ontario) to continue under the Business Corporations Act (British Columbia).

Statutes Cited

Business Corporations Act, R.S.O. 1990, c. B.16, as am., s. 181.
Securities Act, R.S.O. 1990, c. S.5, as am.

Regulations Cited

Regulation made under the Business Corporations Act, O. Reg. 289/00, as am., s. 4(b).

IN THE MATTER OF
ONTARIO REGULATION 289/00,
AS AMENDED (the "Regulation")
MADE UNDER THE
BUSINESS CORPORATIONS ACT,
R.S.O. 1990, c. B.16, AS AMENDED (the "OBCA")

AND

IN THE MATTER OF
GREENSHIELD EXPLORATIONS LIMITED

CONSENT
(Subsection 4(b) of the Regulation)

UPON the application of Greenshield Explorations Limited (the "**Corporation**") to the Ontario Securities Commission (the "**Commission**") requesting the consent of the Commission for the Corporation to continue into another jurisdiction pursuant to subsection 4(b) of the Regulation;

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

AND UPON the Corporation having represented to the Commission that:

1. The Corporation proposes to make an application to the Director under the OBCA pursuant to section 181 of the OBCA (the "**Application for Continuance**") for authorization to continue as a corporation under the *Business Corporations Act* (British Columbia), S.B.C. 2002, c. 57 (the "**BCBCA**").

2. Pursuant to subsection 4(b) of the Regulation, where a corporation is an offering corporation under the OBCA, the Application for Continuance must be accompanied by a consent of the Commission.

3. The Corporation was incorporated in the province of Alberta on March 8, 1988. On July 7, 1995, the Corporation's incorporation was continued from the province of Alberta into the province of Ontario. On July 24, 2005 the Corporation's name was changed from "Eastern Stone Products Ltd." to "Greenshield Resources Inc." and on May 23, 2006 the name of the Corporation was changed to "Greenshield Explorations Limited".

4. The Corporation's head office is located at Suite 500, 67 Richmond Street West, Toronto, Ontario, M5H 1Z5. The head office of the Corporation following completion of the proposed continuance will be #507, 837 West Hastings Street, Vancouver, British Columbia, V6C 3N6.

5. The authorized share capital of the Corporation consists of an unlimited number of common shares without par value (the "**Common Shares**"), of which 1,982,257 Common Shares are currently issued and outstanding.

6. The Corporation's issued and outstanding Common Shares are listed for trading on the NEX of the TSX Venture Exchange under the symbol "GRX.H".

7. The Corporation is an offering corporation under the provisions of the OBCA and is a reporting issuer under the *Securities Act* (Ontario), R.S.O. 1990, c. S.5, as amended (the "**Act**") and the securities legislation of each of the provinces of British Columbia, Alberta and Quebec. The Corporation intends to remain a reporting issuer in Ontario, British Columbia, Alberta and Quebec following the continuance.

8. The Corporation is not in default under any provision of the Act or the regulations or rules made under the Act, and is not in default under the securities legislation of any other jurisdiction where it is a reporting issuer.

9. The Corporation is not a party to any proceeding or, to the best of its knowledge, information and belief, any pending proceeding under the Act or

the securities legislation of any other jurisdiction where it is a reporting issuer.

10. The Corporation's shareholders authorized the continuance of the Corporation as a corporation under the BCBCA by special resolution at the annual and special meeting of shareholders held on March 30, 2007 (the "**Meeting**"). The special resolution authorizing the continuance was approved at the Meeting by 71.77% of the votes cast.

11. Pursuant to section 185 of the OBCA, all shareholders of record as of the record date for the Meeting were entitled to exercise dissent rights with respect to the Application for Continuance (the "**Dissent Rights**").

12. The management information circular of the Corporation dated March 1, 2007 describing the proposed continuance, provided to the shareholders of the Corporation together with the notice of Meeting, advised the holders of the Common Shares of the Corporation of their Dissent Rights in connection with the continuance.

13. The Application for Continuance is being made because the Corporation's management and service providers are located in British Columbia. In addition, management believes that having British Columbia company status is in the interest of the Corporation to be able to elect or appoint directors and to conduct its affairs in accordance with the provisions of the BCBCA.

14. The material rights, duties and obligations of a corporation governed by the BCBCA are substantially similar to those of a corporation governed by the OBCA.

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

THE COMMISSION HEREBY CONSENTS to the continuance of the Corporation as a corporation under the BCBCA.

DATED this 21st day of August, 2007.

"David L. Knight"
Commissioner
Ontario Securities Commission

"Kevin J. Kelly"
Commissioner
Ontario Securities Commission

25.1.2 Red Dragon Resources Corp. - s. 4(b) of the Regulation

Headnote

Consent given to an offering corporation under the Business Corporations Act (Ontario) to continue under the Business Corporations Act (British Columbia).

Statutes Cited

Business Corporations Act, R.S.O. 1990, c. B.16, as am.
Business Corporations Act, S.B.C. 2002, c. 57.
Securities Act, R.S.O. 1990, c. S.5, as am.

Regulations Cited

Regulation made under the Business Corporations Act, O. Reg. 289/00, as am., s. 4(b).

IN THE MATTER OF
ONTARIO REGULATION 289/00, AS AMENDED
(the "Regulation")
MADE UNDER THE
BUSINESS CORPORATIONS ACT,
R.S.O. 1990, c.B.16, AS AMENDED (the "OBCA")

AND

IN THE MATTER OF
RED DRAGON RESOURCES CORP.

CONSENT
(Subsection 4(b) of the Regulation)

UPON the application of Red Dragon Resources Corp. (the "Applicant") to the Ontario Securities Commission (the "Commission") requesting the consent (the "Request") of the Commission for the Applicant to continue in another jurisdiction (the "Continuance"), as required by subsection 4(b) of the Regulation;

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

AND UPON the Applicant having represented to the Commission that:

1. The Applicant was formed pursuant to an amalgamation under the OBCA on May 20, 2005 between iFuture.com Inc. and Red Dragon Gold Corporation (Ontario).

2. The Applicant's head office is located at Suite 308, 595 Howe Street, Vancouver, British Columbia, V6C 2T5.

3. The authorized capital of the Applicant consists of unlimited number of common shares of which 68,528,519 are issued and outstanding as at June 15, 2007.

4. The Applicant's issued and outstanding common shares are listed for trading on the TSX Venture Exchange under the symbol "DRA".

5. The Applicant proposes to make an application (the "Application for Continuance") to the Director under the OBCA pursuant to section 181 of the OBCA for authorization to continue under the *Business Corporations Act* (British Columbia) (the "BCBCA").

6. Pursuant to subsection 4(b) of the Regulation, where a corporation is an offering corporation under the OBCA, the application for continuance must be accompanied by a consent of the Commission.

7. The Applicant is an offering corporation under the provisions of the OBCA and a reporting issuer within the meaning of the *Securities Act* (Ontario) (the "Act").

8. The Applicant is also a reporting issuer or the equivalent under the securities legislation of each of the provinces of British Columbia and Alberta (collectively the "Legislation") and will remain a reporting issuer or the equivalent under the Act and the Legislation following the Continuance.

9. The Applicant is not listed as being in default of any of the provisions of the Act or the regulations or rules made thereunder.

10. The Applicant is not a party to any proceeding or, to the best of its knowledge, information and belief, pending proceeding under the Act.

11. The Continuance of the Applicant was approved by the Applicant's shareholders by way of special resolution at an annual and special meeting of shareholders (the "Meeting") held on June 15, 2007. The special resolution approving the Continuance was approved at the Meeting by 98.71% of the votes cast.

12. The management information circular of the Applicant dated May 22, 2007, provided to all shareholders of the Applicant in connection with the Meeting, advised the holders of common shares of their dissent rights in connection with the Continuance pursuant to section 185 of the OBCA and included a summary of the differences between the BCBCA and the OBCA.

13. The Continuance was proposed because:

    (a) the current management of the Applicant are all resident in British Columbia or Europe;

    (b) the Applicant does not maintain an office or conduct business in Ontario;

    (c) the annual meetings of the Applicant are held in British Columbia;

    (d) the Applicant no longer has any nexus or significant connection with Ontario; and

    (e) the Continuance would be more efficient and cost-effective for the Applicant and the Applicant's shareholders.

14. The material rights, duties and obligations of a corporation governed by the BCBCA are substantially similar to those governed by the OBCA.

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

THE COMMISSION HEREBY CONSENTS to the continuance of the Applicant as a corporation under the BCBCA.

DATED this 17th day of August, 2007.

"Robert Shirriff"
Commissioner
Ontario Securities Commission

"Paul Bates"
Commissioner
Ontario Securities Commission

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