

5.1.2 OSC Rule 13-503 (Commodity Futures Act) Fees and Companion Policy 13-503CP (Commodity Futures Act) Fees

**NOTICE OF AMENDMENTS TO
OSC RULE 13-503 (COMMODITY FUTURES ACT) FEES
AND COMPANION POLICY 13-503CP (COMMODITY FUTURES ACT) FEES**

December 20, 2012

Introduction

On December 18, 2012, the Ontario Securities Commission (OSC, Commission or we) made amendments to OSC Rule 13-503 (*Commodity Futures Act*) Fees (the Final Amendments) and to Companion Policy 13-503CP (*Commodity Futures Act*) Fees (the Final CP Changes). These amendments relate to fees under the *Commodity Futures Act* (the CFA). The Final Amendments and the Final CP Changes (collectively, the Final CFA Materials) are largely consistent with materials published for a 90-day comment period on August 23, 2012 (the August 2012 Proposals), but as described below are responsive to a number of comments made. In this Notice, references to "existing rule" are to the Rule before taking into account the Final Amendments and references to the "Final Rule" are to the Rule as amended by the Final Amendments.

Under section 68 of the CFA, the Final Amendments were delivered to the Minister of Finance on December 18, 2012. If the Minister approves the Final Amendments by February 19, 2013 (or does not take an action under subsection 68(3) of the CFA), they come into force on April 1, 2013.

The Final CFA Materials are consistent with a number of the related amendments made to OSC Rule 13-502 Fees and its Companion Policy. The latter notice, which is likewise published in this Bulletin, is referred to in this Notice as the "Final 13-502 Notice". The Final 13-502 Notice explains the need for fee increases to this Rule and to OSC Rule 13-502 Fees.

Substance and Purpose of the Final CFA Materials

The Final Amendments are largely consistent with the basic framework under the existing rule. Under the existing rule and the Final Rule, participation fees are based on the cost of a broad range of regulatory services that cannot be practically or easily attributed to individual activities or entities and are intended to serve as a proxy for the market participant's use of the Ontario capital markets. Participation fee levels are set using a tiered structure, based on their annual Ontario revenues. Participation fees are set based on estimates of OSC operating costs for upcoming periods.

Activity fees are generally charged where a document of a designated class is filed. Estimates of the direct cost of Commission resources used in undertaking the activities listed in Appendix B of the current rule are considered in determining these fees. Generally, the activity fee charged for filing a document of a particular class is based on the average cost to the Commission of reviewing documents of the class.

The Final Amendments make changes so that the fees charged by the Commission are aligned more closely with actual Commission's costs. New activity and participation fees are made in areas where workload has increased and more resources are being targeted.

To allow for the greater predictability of fee revenues, the Final Amendments in respect of participation fees provide that the fees be determined by referencing historical revenue data (rather than current data). This reference point is the basis for fees for the anticipated three-year period of the Final Rule.

The Final CP Changes largely reflect the Final Amendments.

The notice containing the August 2012 Proposals summarizes the amendments that are included in the Final CFA Materials. Changes from the August 2012 Proposals, which are largely in response to the comments received in connection with OSC Rule 13-502 Fees, are described below in this Notice.

The Commission is of the view that these changes do not require a second comment period.

Changes from the August 2012 Materials

Participation fees

Under the Final Amendments, participation fees are increased, over the three-year fee cycle, by 4.7% per year. This compares with the August 2012 Proposals, which proposed increases of 7.9% per year. See further Appendix A of the Final Rule, the Final 13-502 Notice and Items 2 and 10 of the table in Annex A of that notice.

Activity fees

In response to comments, the proposed variable cost-based activity fee applying in special circumstances has been removed from the Final Rule. See further Item 24 of the table in Annex A of the Final 13-502 Notice responding to comments.

Final CP Changes

In response to comments, we have removed the proposed guidance in section 3.1 of the CP in the August 2012 Proposals, which indicated that participation fees should be paid and borne by registrants. See further Item 34 of the table in Annex A of the Final 13-502 Notice.

Given the changes described in the Final Amendments, it is no longer necessary to include guidance with regard to the previously-proposed variable cost-based activity.

Additional minor technical changes

The Final Materials also reflect a number of minor technical changes/corrections.

Comments received

Some of the issues raised in the comments received on the amendments proposed to OSC Rule 13-502 in the August 2012 Proposals are relevant to the Final CFA Materials. A summary of these comments and OSC responses is contained in Annex A of the Final 13-502 Notice. No comments were otherwise received.

Text of the Final CFA Materials

The Final Amendments are set out in Annex A, accompanied by a blackline in Annex B showing how the Final Amendments change the consolidated text of the existing rule. The Final CP Changes are set out in Annex C.

Questions

Please refer your questions to any of the following:

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ANNEX A

**Amendments to
OSC Rule 13-503 (Commodity Futures Act) Fees**

- 1. National Instrument 13-503 Fees is amended by this Instrument.**
- 2. Section 1.1 is amended by**
 - (a) replacing the definition of “IIROC” with the following:**

“IIROC” means the Investment Industry Regulatory Organization of Canada; **and**
 - (b) adding the following definition:**

“reference fiscal year” of a registrant firm in respect of a participation fee means,

 - (a) the participant’s last fiscal year ending before May 1, 2012, if the firm was a registrant firm at the end of the fiscal year, and
 - (b) in any other case, the previous fiscal year in respect of the participation fee;.
- 3. Section 2.2 is replaced by the following:**

2.2 Participation Fee – On December 31 of each calendar year, a registrant firm must pay the participation fee shown in Appendix A opposite the registrant firm’s specified Ontario revenues for its reference fiscal year, as that revenue is calculated under section 2.4 or 2.5.
- 4. Section 2.4 and subsection 2.5(1) are amended by replacing each of “previous fiscal year” and “previous year” with “reference fiscal year”, wherever they occur.**
- 5. Subsection 2.5(2) is replaced by the following:**
 - (2) For the purpose of paragraph (1)(a), a registrant firm may deduct the following items otherwise included in gross revenues for the reference fiscal year:
 - (a) revenue not attributable to CFA activities,
 - (b) advisory or sub-advisory fees paid during the reference fiscal year by the registrant firm to
 - (i) a person or company registered as a dealer or an adviser under the CFA or under the *Securities Act*, or
 - (ii) an unregistered exempt international firm, as defined in Rule 13-502 Fees under the *Securities Act*..
- 6. Subsection 2.6(1) is replaced by the following:**

2.6 Estimating Specified Ontario Revenues for Late Fiscal Year End

 - (1) If the reference fiscal year of a registrant firm in respect of a participation fee under subsection 3.1(1) coincides with the previous fiscal year in respect of the participation fee and the annual financial statements of a registrant firm for the previous fiscal year have not been completed by December 1 in the calendar year in which the previous fiscal year ends, the registrant firm must,
 - (a) on or before December 1 in that calendar year, file a completed Form 13 503F1 showing a good faith estimate of the information required to calculate its specified Ontario revenues as at the end of the fiscal year, and
 - (b) on December 31 in that calendar year, pay the participation fee shown in Appendix A opposite the specified Ontario revenues estimated under paragraph (a).

7. **Part 3 is amended by adding the following:**

3.1.1 Information Request -- Section 3.1 does not apply with regard to requests to the Commission under section E of Appendix B but the Commission must only fulfill a request under that section upon full payment of the applicable fee.

8. **Appendix A is replaced by the following:**

APPENDIX A – PARTICIPATION FEES

Specified Ontario Revenues for the Reference Fiscal Year	Participation Fee
under \$250,000	\$800
\$250,000 to under \$500,000	\$1,035
\$500,000 to under \$1 million	\$3,390
\$1 million to under \$3 million	\$7,590
\$3 million to under \$5 million	\$17,100
\$5 million to under \$10 million	\$34,550
\$10 million to under \$25 million	\$70,570
\$25 million to under \$50 million	\$105,750
\$50 million to under \$100 million	\$211,500
\$100 million to under \$200 million	\$351,200
\$200 million to under \$500 million	\$711,650
\$500 million to under \$1 billion	\$947,360
\$1 billion to under \$2 billion	\$1,195,000
\$2 billion and over	\$2,000,000

9. *Appendix A, as amended by section 8, is replaced by the following:*

APPENDIX A – PARTICIPATION FEES

Specified Ontario Revenues for the Reference Fiscal Year	Participation Fee
under \$250,000	\$835
\$250,000 to under \$500,000	\$1,085
\$500,000 to under \$1 million	\$3,550
\$1 million to under \$3 million	\$7,950
\$3 million to under \$5 million	\$17,900
\$5 million to under \$10 million	\$36,175
\$10 million to under \$25 million	\$74,000
\$25 million to under \$50 million	\$110,750
\$50 million to under \$100 million	\$221,500
\$100 million to under \$200 million	\$367,700
\$200 million to under \$500 million	\$745,300
\$500 million to under \$1 billion	\$962,500
\$1 billion to under \$2 billion	\$1,213,800
\$2 billion and over	\$2,037,000

10. *Appendix A, as amended by section 9, is replaced by the following:*

APPENDIX A – PARTICIPATION FEES

Specified Ontario Revenues for the Reference Fiscal Year	Participation Fee
under \$250,000	\$875
\$250,000 to under \$500,000	\$1,135
\$500,000 to under \$1 million	\$3,715
\$1 million to under \$3 million	\$8,325
\$3 million to under \$5 million	\$18,745
\$5 million to under \$10 million	\$37,875
\$10 million to under \$25 million	\$77,475
\$25 million to under \$50 million	\$115,955
\$50 million to under \$100 million	\$232,000
\$100 million to under \$200 million	\$385,000
\$200 million to under \$500 million	\$780,000
\$500 million to under \$1 billion	\$1,008,000
\$1 billion to under \$2 billion	\$1,271,000
\$2 billion and over	\$2,133,000

11. **Appendix B is amended**

(a) **by replacing Item A(1) with the following:**

<p>1. Any application for relief, regulatory approval or recognition under an eligible CFA section, being for the purpose of this item any provision of the CFA or any Regulation or OSC Rule made under the CFA not listed in item A.2, A.3 or A.4 nor section A.1.</p> <p><i>Note: The following are included in the applications that are subject to a fee under this item:</i></p> <ul style="list-style-type: none"> (i) <i>recognition of a self-regulatory organization under section 16 of the CFA;</i> (ii) <i>approval of the establishment of a council, committee or ancillary body under section 18 of the CFA;</i> (iii) <i>applications by a person or company under subsection 78(1) of the CFA; and</i> (iv) <i>except as provided in section A.1, exemption applications under section 80 of the CFA.</i> 	<p>\$4,500 for an application made under one eligible CFA section and \$7,000 for an application made under two or more eligible CFA sections (plus \$2,000 if none of the following is not subject to, or is not reasonably expected to become subject to, a participation fee under this Rule or OSC Rule 13-502 under the <i>Securities Act</i>:</p> <ul style="list-style-type: none"> (i) the applicant; (ii) an issuer of which the applicant is a wholly owned subsidiary; (iii) the investment fund manager of the applicant) <p>(plus an additional fee of \$100,000 in connection with each particular application by a person or company under subsection 78(1) of the CFA in respect of an application described in section A.1 that is not in conjunction with a corresponding application under subsection 144(1) of the <i>Securities Act</i> if the particular application</p> <ul style="list-style-type: none"> (a) reflects a merger of an exchange or clearing house, (b) reflects an acquisition of a major part of the assets of an exchange or clearing house, (c) involves the introduction of a new business that would significantly change the risk profile of an exchange or clearing house, or (d) reflects a major reorganization or restructuring of an exchange or clearing house.) <p>Despite the above, the fee under this Item for a recognition described in Note (i) of the first column, an approval described in Note (ii) of the first column or an application described in Note (iii) of the first column does not apply where the recognition, approval or application is in conjunction with a recognition, approval or application under the <i>Securities Act</i>.</p>
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(b) by replacing Item A(3) with the following:

3.	An application for relief from this Rule.	\$1,750
4.	An application for relief from any of the following:	\$1,500
	(a) OSC Rule 31-509 (<i>Commodity Futures Act</i>) <i>National Registration Database</i> ;	
	(b) OSC Rule 33-505 (<i>Commodity Futures Act</i>) <i>Registration Information</i> ;	
	(c) Subsection 37(7) of the Regulation to the CFA.	

(c) by adding the following section:

A.1	Market Regulation Recognitions and Exemptions	
(a)	Application for registration or recognition of an exchange under section 15 or 34 of the CFA if the application is not made in conjunction with the application for recognition of an exchange under the <i>Securities Act</i> ;	\$100,000
(b)	Application for registration or recognition of an exchange under section 15 or 34 of the CFA if the application is made in conjunction with the application for recognition of an exchange under the <i>Securities Act</i> ;	\$20,000
(c)	Application for exemption from registration of an exchange under section 80 of the CFA if the application is not made in conjunction with the application for exemption from the recognition of an exchange under the <i>Securities Act</i> ;	\$75,000
(d)	Application for exemption from registration of an exchange under section 80 of the CFA if the application is made in conjunction with the application for exemption from the recognition of an exchange under the <i>Securities Act</i> ;	\$20,000
(e)	Application for recognition of a clearing house under section 17 of the CFA if the application is not made in conjunction with the application for recognition of a clearing agency under the <i>Securities Act</i> ;	\$100,000
(f)	Application for recognition of a clearing house under section 17 of the CFA if the application is made in conjunction with the application for recognition of a clearing agency under the <i>Securities Act</i> .	\$20,000
		<p>(plus, in connection with each such application described in paragraph (a), (c) or (e) of this Item, an additional fee of \$100,000 if the application</p> <p>(a) reflects a merger of an exchange or clearing house,</p>

	<p>(b) reflects an acquisition of a major part of the assets of an exchange or clearing house,</p> <p>(c) involves the introduction of a new business that would significantly change the risk profile of an exchange or clearing house, or</p> <p>(d) reflects a major reorganization or restructuring of an exchange or clearing house).</p>
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- (d) in Item B(1) by replacing “\$600” with “\$1,200”;
- (e) in Item B(2) by replacing “\$600” with “\$700”;
- (f) in Item B(5) by replacing “\$2,000” with “\$1,000”;
- (g) by replacing section C as follows:

<p>C. Application for Approval of the Director under Section 9 of the Regulation to the CFA</p> <p><i>Note: No fee for an approval under subsection 9(3) of the Regulation to the CFA is payable if a notice covering the same circumstances is required under section 11.9 or 11.10 of National Instrument 31-103 Registration Requirements, Exemptions and Ongoing Registrant Requirements.</i></p>	<p>\$3,500</p>
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- (h) by replacing section E as follows:

E.	Requests of the Commission	
	1. Request for a copy (in any format) of Commission public records	\$0.50 per image
	2. Request for a search of Commission public_records	\$7.50 for each 15 minutes search time spent by any person
	3. Request for one’s own individual registration form.	\$30

12. Appendix C is amended by deleting “or Form 7” in paragraph (d) in the first column.

13. Form 13-503F1 is amended

- (a) by replacing items 1 to 10 of General Instructions with the following:

1. This form must be completed by firms registered under the *Commodity Futures Act* but not under the *Securities Act*. It must be returned to the Ontario Securities Commission by December 1 each year pursuant to section 2.3 of Rule 13-503, except in the case where firms register late in a calendar year (after December 1). In this exceptional case, this form must be filed as soon as practicable after December 1.
2. The completion of this form will serve as an application for the renewal of your firm and all its registered individuals wishing to renew under the *Commodity Futures Act*.
3. IIROC members must complete Part I of this form. All other registrant firms must complete Part II. Everyone completes Part III.

4. The components of revenue reported in this form should be based on accounting standards pursuant to which an entity's financial statements are prepared under Ontario securities law ("Accepted Accounting Standards"), except that revenues should be reported on an unconsolidated basis.
5. IIROC Members may refer to Statement E of the Joint Regulatory Financial Questionnaire and Report for guidance.
6. Participation fee revenue will be based on the portion of total revenue that can be attributed to Ontario for the firm's reference fiscal year, which is generally referred to the Rule as its "previous fiscal year". A firm's reference fiscal year is generally its last fiscal year ending before May 1, 2012. For further detail, see the definition of "reference fiscal year" in section 1.1 of the Rule.
7. If a firm's permanent establishments are situated only in Ontario, all of the firm's total revenue for a fiscal year is attributed to Ontario. If permanent establishments are situated in Ontario and elsewhere, the percentage attributed to Ontario for a fiscal year will ordinarily be the percentage of the firm's taxable income that is allocated to Ontario for Canadian income tax purposes for the same fiscal year. For firms that do not have a permanent establishment in Ontario, the percentage attributable to Ontario will be based on the proportion of total revenues generated from CFA activities in Ontario.
8. All figures must be expressed in Canadian dollars and rounded to the nearest thousand.
9. Information reported on this questionnaire must be certified by two members of senior management in Part IV to attest to its completeness and accuracy. However, it is acceptable to provide certification of this nature by only one member of senior management in cases of firms with only one officer and director.

(b) in section 4 by

(i) replacing "last completed" with "reference", and

(ii) deleting "Note: The fiscal year identified above is referred to below as the relevant fiscal year";

(c) after section 4, by replacing "Relevant Fiscal Year" with "Reference Fiscal Year"; and

(d) after section 4, by replacing "relevant fiscal year" with "reference fiscal year", wherever it occurs.

14. Form 13-503F2 is amended by

(a) replacing "Fiscal Year End" with "End Date of Last Completed Fiscal Year"; and

(b) replacing "that this Form" with "that this form".

15. (1) Except as provided by subsections (2) and (3), this Instrument comes into force on April 1, 2013.

(2) Section 9 comes into force on April 7, 2014.

(3) Section 10 comes into force on April 6, 2015.

ANNEX B

BLACKLINE SHOWING FINAL CHANGES TO
RULE 13-503 (COMMODITY FUTURES ACT) FEES

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**ONTARIO SECURITIES COMMISSION
RULE 13-503 (COMMODITY FUTURES ACT) FEES**

PART 1 – DEFINITIONS

1.1 Definitions – In this Rule

“CFA” means the *Commodity Futures Act*;

“CFA activities” means activities for which registration under the CFA or an exemption from registration is required;

“IIROC” means the Investment Industry Regulatory Organization of Canada and, where context requires, includes the Investment Dealers Association of Canada;

“Ontario allocation factor” has the meaning that would be assigned by the first definition of that expression in subsection 1(1) of the *Taxation Act, 2007* if that definition were read without reference to the words “ending after December 31, 2008”;

“Ontario percentage” means, for a fiscal year of a registrant firm

- (a) if the registrant firm is a company that has a permanent establishment in Ontario in the fiscal year, the registrant firm’s Ontario allocation factor for the fiscal year expressed as a percentage and determined on the assumption that the registrant firm had a taxation year that coincided with the fiscal year and is resident in Canada for the purposes of the ITA,
- (b) if paragraph (a) does not apply and the registrant firm would have a permanent establishment in Ontario in the fiscal year if the registrant firm were a company, the registrant firm’s Ontario allocation factor for the fiscal year expressed as a percentage and determined on the assumption that the registrant firm is a company, had a taxation year that coincided with the fiscal year and is resident in Canada for the purposes of the ITA, and
- (c) in any other case, the percentage of the registrant firm’s total revenues for the fiscal year attributable to CFA activities in Ontario;

“permanent establishment” has the meaning provided in Part IV of the regulations under the ITA;

“previous fiscal year” of a registrant firm in respect of a participation fee that becomes payable under section 2.2 on December 31 of a calendar year, the last fiscal year of the registrant firm ending in the calendar year;

“reference fiscal year” of a registrant firm in respect of a participation fee means,

- (a) the participant’s last fiscal year ending before May 1, 2012, if the firm was a registrant firm at the end of the fiscal year, and
- (b) in any other case, the previous fiscal year in respect of the participation fee;

“registrant firm” means a person or company registered as a dealer or an adviser under the CFA; and

“specified Ontario revenues” means the revenues determined in accordance with section 2.4, 2.5 or 2.6.

PART 2 – PARTICIPATION FEES

2.1 Application – This Part does not apply to a registrant firm that is registered under the *Securities Act* and that has paid its participation fee under Rule 13-502 *Fees* under the *Securities Act*.

2.2 Participation Fee – On December 31, 31 of each calendar year, a registrant firm must pay the participation fee shown in Appendix A opposite the registrant firm’s specified Ontario revenues for its ~~previous~~reference fiscal year, as that revenue is calculated under section 2.4 or 2.5.

2.3 Disclosure of Fee Calculation

- (1) By December 1, a registrant firm must file a completed Form 13-503F1 showing the information required to determine the participation fee due on December 31.

- (2) Despite subsection (1), if at a particular time after December 1 and in a calendar year, a firm becomes registered, the completed Form 13-503F1 must be filed as soon as practicable after the particular time.

2.4 Specified Ontario Revenues for IIROC Members

- (1) The specified Ontario revenues for its previousreference fiscal year of a registrant firm that was an IIROC member at the end of the previousreference fiscal year is calculated by multiplying
- (a) the registrant firm's total revenue for its previousreference fiscal year, less the portion of that total revenue not attributable to CFA activities, by
 - (b) the registrant firm's Ontario percentage for its previousreference fiscal year.
- (2) For the purpose of paragraph (1)(a), "total revenue" for a previousreference fiscal year means the amount shown as total revenue for the previous fiscal year on Statement E of the Joint Regulatory Financial Questionnaire and Report filed with IIROC by the registrant firm.

2.5 Specified Ontario Revenues for Others

- (1) The specified Ontario revenues of a registrant firm that was not an IIROC member at the end of its previous reference fiscal year is calculated by multiplying
- (a) the registrant firm's gross revenues, as shown in the audited financial statements prepared for the previousreference fiscal year, less deductions permitted under subsection (2), by
 - (b) the registrant firm's Ontario percentage for the previousreference fiscal year.
- (2) For the purpose of paragraph (1)(a), a registrant firm may deduct the following items otherwise included in gross revenues for the reference fiscal year:
- (a) revenue not attributable to CFA activities,
 - (b) advisory or sub-advisory fees paid during the previousreference fiscal year by the registrant firm to
 - (i) a person or company registered as a dealer or an adviser under the CFA or under the *Securities Act*, or
 - (ii) an unregistered exempt international firm, as defined in Rule 13-502 *Fees* under the *Securities Act*.

2.6 Estimating Specified Ontario Revenues for Late Fiscal Year End

- (1) If the reference fiscal year of a registrant firm in respect of a participation fee under subsection 3.1(1) coincides with the previous fiscal year in respect of the participation fee and the annual financial statements of a registrant firm for the previous fiscal year have not been completed by December 1 in the calendar year in which the previous fiscal year ends, the registrant firm must,
- (a) by the time on or before December 1 in that calendar year specified in section 2.3, file a completed Form 13-503F1 showing a good faith estimate of the information required to calculate its specified Ontario revenues as at the end of the fiscal year, and
 - (b) on December 31 in that calendar year, pay the participation fee shown in Appendix A opposite the specified Ontario revenues estimated under paragraph (a).
- (2) A registrant firm that estimated its specified Ontario revenues under subsection (1) must, when its annual financial statements for the previous fiscal year have been completed,
- (a) calculate its specified Ontario revenues under section 2.4 or 2.5, as applicable,
 - (b) determine the participation fee shown in Appendix A opposite the specified Ontario revenues calculated under paragraph (a),

- (c) complete a Form 13-503F1 reflecting the annual financial statements, and
- (d) if the participation fee determined under paragraph (b) differs from the participation fee paid under subsection (1), the registrant firm must, not later than 90 days after the end of the previous fiscal year,
 - (i) pay the amount, if any, by which
 - (A) the participation fee determined without reference to this section, exceeds
 - (B) the corresponding participation fee paid under subsection (1),
 - (ii) file the Form 13-503F1 completed under paragraph (c), and
 - (iii) file a completed Form 13-503F2.
- (3) If a registrant firm paid an amount paid under subsection (1) that exceeds the corresponding participation fee determined without reference to this section, the registrant firm is entitled to a refund from the Commission of the excess.

2.7 Late Fee

- (1) A registrant firm that is late in paying a participation fee under this Part must pay an additional fee of one-tenth of one percent of the unpaid portion of the participation fee for each business day on which any portion of the participation fee remains due and unpaid.
- (2) The amount determined under subsection (1) in respect of the late payment of a participation fee by a registrant firm is deemed to be nil if
 - (a) the registrant firm pays an estimate of the participation fee in accordance with subsection 2.6(1), or
 - (b) the amount otherwise determined under subsection (1) in respect of the late payment of participation fee is less than \$10.

PART 3 – ACTIVITY FEES

3.1 Activity Fees

A person or company that files a document or takes an action listed in Appendix B must, concurrently with filing the document or taking the action, pay the activity fee shown in Appendix B opposite the description of the document or action.

3.1.1 Information Request – Section 3.1 does not apply with regard to requests to the Commission under section E of Appendix B but the Commission must only fulfill a request under that section upon full payment of the applicable fee.

3.2 Late Fee – A person or company that files a document listed in Appendix C after the document was required to be filed must, concurrently with filing the document, pay the late fee shown in Appendix C opposite the description of the document.

PART 4 – CURRENCY CONVERSION

4.1 Canadian Dollars – If a calculation under this Rule requires the price of a security, or any other amount, as it was on a particular date and that price or amount is not in Canadian dollars, it must be converted into Canadian dollars using the daily noon exchange rate for that date as posted on the Bank of Canada website.

PART 5 – EXEMPTION

5.1 Exemption – The Director may grant an exemption from the provisions of this Rule, in whole or in part, subject to such conditions or restrictions as may be imposed in the exemption.

PART 6 – REVOCATION AND EFFECTIVE DATE

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APPENDIX A – PARTICIPATION FEES

Specified Ontario Revenues for the Previous <u>Reference</u> Fiscal Year	Participation Fee (effective <u>April 1, 2013</u>)	Participation Fee (effective <u>April 7, 2014</u>)	Participation Fee (effective <u>April 6, 2015</u>)
under <u>\$250,000</u>	\$800	\$835	\$875
<u>\$250,000</u> to under \$500,000	\$1,035	\$1,085	\$1,135
\$500,000 to under \$1 million	\$3,240 <u>3,390</u>	\$3,550	\$3,715
\$1 million to under \$3 million	\$7,250 <u>7,590</u>	\$7,950	\$8,325
\$3 million to under \$5 million	\$46,325 <u>17,100</u>	\$17,900	\$18,745
\$5 million to under \$10 million	\$33,000 <u>34,550</u>	\$36,175	\$37,875
\$10 million to under \$25 million	\$67,400 <u>70,570</u>	\$74,000	\$77,475
\$25 million to under \$50 million	\$401,000 <u>105,750</u>	\$110,750	\$115,955
\$50 million to under \$100 million	\$202,000 <u>211,500</u>	\$221,500	\$232,000
\$100 million to under \$200 million	\$335,400 <u>351,200</u>	\$367,700	\$385,000
\$200 million to under \$500 million	\$679,900 <u>711,850</u>	\$745,300	\$780,000
\$500 million to under \$1 billion	\$878,000 <u>919,300</u>	\$962,500	\$1,008,000
\$1 billion to under \$2 billion	\$1,107,300 <u>1,159,300</u>	\$1,213,800	\$1,271,000
\$2 billion and over	\$1,858,200 <u>1,945,500</u>	\$2,037,000	\$2,133,000

APPENDIX B - ACTIVITY FEES

Document or Activity	Fee
<p>A. Applications for relief, approval and recognition</p> <p>1. Any application for relief, regulatory approval or recognition under an eligible CFA section, being for the purpose of this item any provision of the CFA or any Regulation or OSC Rule made under the CFA not listed in item A.2, or A.3-3 or A.4 nor section A.1.</p> <p><i>Note: The following are included in the applications that are subject to a fee under this item:</i></p> <ul style="list-style-type: none"> (i) recognition of an exchange under section 34 of the CFA, a self-regulatory organization under section 16 of the CFA or a clearing house under section 17 of the CFA; (ii) registration of an exchange under section 15 of the CFA; (iii) approval of the establishment of a council, committee or ancillary body under section 18 of the CFA; (iviii) applications by a person or company under subsection 78(1) of the CFA; and (iv) except as provided in section A.1, exemption applications under section 80 of the CFA. 	<p>\$3,2504,500 for an application made under one eligible CFA section and \$5,0007,000 for an application made under two or more eligible CFA sections (plus \$2,000 if none of the following is not subject to, or is not reasonably expected to become subject to, a participation fee under this Rule or OSC Rule 13-502 under the <i>Securities Act</i>:</p> <ul style="list-style-type: none"> (i) the applicant; (ii) an issuer of which the applicant is a wholly owned subsidiary; (iii) the investment fund manager of the applicant). <p><u>(plus an additional fee of \$100,000 in connection with each particular application by a person or company under subsection 78(1) of the CFA in respect of an application described in section A.1 that is not in conjunction with a corresponding application under subsection 144(1) of the Securities Act if the particular application</u></p> <ul style="list-style-type: none"> <u>(a) reflects a merger of an exchange or clearing house.</u> <u>(b) reflects an acquisition of a major part of the assets of an exchange or clearing house.</u> <u>(c) involves the introduction of a new business that would significantly change the risk profile of an exchange or clearing house, or</u> <u>(d) reflects a major reorganization or restructuring of an exchange or clearing house.)</u> <p>Despite the above, if an application is made under at least one eligible securities section described in Appendix C(E) 1 of OSC Rule 13-502 and at least one eligible CFA section, the fee in respect of the application is equal to the amount, if any, by which the fee under this Item for a recognition described in Note (i) of the first column, an approval described in Note (ii) of the first column or an application described in Note (iii) of the first column does not apply where the</p>

Document or Activity	Fee
	<p><u>recognition, approval or application is in conjunction with a recognition, approval or application under the <i>Securities Act</i>.</u></p> <p>(a) the fee that would have been charged under Appendix C(E) 1 of OSC Rule 13-502 in respect of the application if each eligible CFA section were an eligible securities section</p> <p>exceeds</p> <p>(b) the fee charged under Appendix C(E) 1 of OSC Rule 13-502 in respect of the application.</p>
<p>2. Application under</p> <p>(a) Section 24 or 40 or subsection 36(1) or 46(6) of the CFA, and</p> <p>(b) Subsection 27(1) of the Regulation to the CFA.</p>	<p>Nil</p>
<p>3. An application for relief from any of the following</p> <p>(a) this Rule;</p>	<p>\$1,500 <u>\$1,750</u></p>
<p>4. An application for relief from any of the following:</p> <p>(ba) OSC Rule 31-509 (<i>Commodity Futures Act</i>) <i>National Registration Database</i>;</p> <p>(eb) OSC Rule 33-505 (<i>Commodity Futures Act</i>) <i>Registration Information</i>;</p> <p>(ec) Subsection 37(7) of the Regulation to the CFA.</p>	<p>\$1,500</p>
<p>A.1 Market Regulation Recognitions and Exemptions</p> <p>(a) Application for registration or recognition of an exchange under section 15 or 34 of the CFA if the application is not made in conjunction with the application for recognition of an exchange under the <i>Securities Act</i>;</p> <p>(b) Application for registration or recognition of an exchange under section 15 or 34 of the CFA if the application is made in conjunction with the application for recognition of an exchange under the <i>Securities Act</i>;</p> <p>(c) Application for exemption from registration of an exchange under section 80 of the CFA if the application is not made in conjunction with the application for exemption from the recognition of an exchange under the <i>Securities Act</i>;</p>	<p><u>\$100,000</u></p> <p><u>\$20,000</u></p> <p><u>\$75,000</u></p>

Document or Activity	Fee
(d) <u>Application for exemption from registration of an exchange under section 80 of the CFA if the application is made in conjunction with the application for exemption from the recognition of an exchange under the Securities Act;</u>	<u>\$20,000</u>
(e) <u>Application for recognition of a clearing house under section 17 of the CFA if the application is not made in conjunction with the application for recognition of a clearing agency under the Securities Act;</u>	<u>\$100,000</u>
(f) <u>Application for recognition of a clearing house under section 17 of the CFA if the application is made in conjunction with the application for recognition of a clearing agency under the Securities Act.</u>	<u>\$20,000</u>
	<p>(plus, in connection with each such application described in paragraph (a), (c) or (e) of this Item, an additional fee of <u>\$100,000 if the application</u></p> <p>(a) <u>reflects a merger of an exchange or clearing house.</u></p> <p>(b) <u>reflects an acquisition of a major part of the assets of an exchange or clearing house.</u></p> <p>(c) <u>involves the introduction of a new business that would significantly change the risk profile of an exchange or clearing house, or</u></p> <p>(d) <u>reflects a major reorganization or restructuring of an exchange or clearing house).</u></p>
B. Registration-Related Activity	
1. New registration of a firm in one or more categories of registration	<u>\$6001,200</u>
2. Change in registration category <i>Note: This includes a dealer becoming an adviser or vice versa, or changing a category of registration within the general category of adviser. A dealer adding a category of registration, such as a dealer becoming both a dealer and an adviser, is covered in the preceding section.</i>	<u>\$600700</u>
3. Registration of a new director, officer or partner (trading or advising), salesperson or representative <i>Notes:</i> (i) <i>Registration of a new non-trading or non-advising director, officer or partner does not trigger an activity fee.</i>	\$200 per individual

Document or Activity	Fee
<p>(ii) <i>If an individual is registering as both a dealer and an adviser, the individual is required to pay only one activity fee.</i></p> <p>(iii) <i>A registration fee will not be charged if an individual makes application to register with a new registrant firm within three months of terminating employment with his or her previous registrant firm if the individual's category of registration remains unchanged.</i></p>	
<p>4. Change in status from a non-trading or non-advising capacity to a trading or advising capacity</p>	<p>\$200 per individual</p>
<p>5. Registration of a new registrant firm, or the continuation of registration of an existing registrant firm, resulting from or following an amalgamation of one or more registrant firms</p>	<p>\$2,000 <u>1,000</u></p>
<p>6. Application for amending terms and conditions of registration</p>	<p>\$500</p>
<p>C. Application for Approval of the Director under Section 9 of the Regulation to the CFA</p> <p><i>Note: No fee for an approval under subsection 9(3) of the Regulation to the CFA is payable if a notice covering the same circumstances is required under section 11.9 or 11.10 of National Instrument 31-103 Registration Requirements, Exemptions and Ongoing Registrant Requirements.</i></p>	<p>\$1,500 <u>3,500</u></p>
<p>D. Request for Certified Statement from the Commission or the Director under Section 62 of the CFA</p>	<p>\$100</p>
<p>E. Requests of the Commission</p>	
<p>1. Request for a photocopy (in any format) of Commission public records</p>	<p>\$0.50 per page <u>image</u></p>
<p>2. Request for a search of Commission public records</p>	<p>\$450 <u>7.50</u> for each 15 minutes search time spent by any person</p>
<p>3. Request for one's own Form 7 <u>individual registration form.</u></p>	<p>\$30</p>
<p>F. Pre Filings of Applications</p> <p><i>Note: The fee for a pre-filing of an application will be credited against the applicable fee payable if and when the corresponding formal filing is actually proceeded with; otherwise, the fee is nonrefundable.</i></p>	<p>The fee for each pre-filing of an application is equal to the applicable fee that would be payable if the corresponding formal filing had proceeded at the same time as the pre-filing.</p>

APPENDIX C – ADDITIONAL FEES FOR LATE DOCUMENT FILINGS

Document	Late Fee
<p>Fee for late filing of any of the following documents:</p> <ul style="list-style-type: none"> (a) Annual financial statements and interim financial reports; (b) Report under section 15 of the Regulation to the CFA; (c) Report under section 17 of the Regulation to the CFA; (d) Filings for the purpose of amending Form 5-er Form 7 under the Regulation to the CFA or Form 33-506F4 or Form 33-506F6 under OSC Rule 33-506, including the filing of Form 33-506F1; (e) Any document required to be filed by a registrant firm or individual in connection with the registration of the registrant firm or individual under the CFA with respect to <ul style="list-style-type: none"> (i) terms and conditions imposed on a registrant firm or individual, or (ii) an order of the Commission; (f) Form 13-503F1; (g) Form 13-503F2. 	<p>\$100 per business day (subject to a maximum of \$5,000 for a registrant firm for all documents required to be filed within a calendar year)</p>

**FORM 13-503F1
(COMMODITY FUTURES ACT)**

PARTICIPATION FEE CALCULATION

General Instructions

1. This form must be completed by firms ~~only~~ registered under the *Commodity Futures Act* ~~and but not under the *Securities Act*. It must be~~ returned to the Ontario Securities Commission by December 1 each year pursuant to section 2.3 of Rule 13-503, except in the case where firms register late in a calendar year (after December 1). In this exceptional case, this ~~Form~~ form must be filed as soon as practicable after December 1.
2. The completion of this form will serve as an application for the renewal of your firm and all its registered individuals wishing to renew under the *Commodity Futures Act*.
3. IIROC members must complete Part I of this ~~Form~~ form. All other registrant firms must complete Part II. Everyone completes Part III.
4. The components of revenue reported in this ~~Form~~ form should be based on accounting standards pursuant to which an entity's financial statements are prepared under Ontario securities law ("Accepted Accounting Standards"), except that revenues should be reported on an unconsolidated basis.
5. IIROC Members may refer to Statement E of the Joint Regulatory Financial Questionnaire and Report for guidance.
6. Participation fee revenue will be based on the portion of total revenue that can be attributed to Ontario for the firm's ~~most recently completed~~ reference fiscal year, which is generally referred to the Rule as its "previous fiscal year". A firm's reference fiscal year is generally its last fiscal year ending before May 1, 2012. For further detail, see the definition of "reference fiscal year" in section 1.1 of the Rule.
7. If a firm's permanent establishments are situated only in Ontario, all of the firm's total revenue for a fiscal year is attributed to Ontario. If permanent establishments are situated in Ontario and elsewhere, the percentage attributed to Ontario for a fiscal year will ordinarily be the percentage of the firm's taxable income that is allocated to Ontario for Canadian income tax purposes for the same fiscal year. For firms that do not have a permanent establishment in Ontario, the percentage attributable to Ontario will be based on the proportion of total revenues generated from CFA activities in Ontario.
8. All figures must be expressed in Canadian dollars and rounded to the nearest thousand.
9. Information reported on this questionnaire must be certified by two members of senior management in Part IV to attest to its completeness and accuracy. However, it is acceptable to provide certification of this nature by only one member of senior management in cases of firms with only one officer and director.
10. ~~There are a number of references in this form to "relevant fiscal year". The "relevant fiscal year" is generally a firm's last completed fiscal year. However, if good faith estimates for a fiscal year are provided in this Form pursuant to section 2.6 of the Rule, the relevant fiscal year is the fiscal year for which the good faith estimates are provided.~~

1. Firm Information

Firm NRD number: _____

Firm legal name: _____

2. Contact Information for Chief Compliance Officer

Please provide the name, e-mail address, phone number and fax number for your Chief Compliance Officer.

Name: _____

E-mail address: _____

Phone: _____ Fax: _____

3. Membership Status

- The firm is a member of the Investment Industry Regulators Organization of Canada (IIROC).
- The firm does not hold membership with IIROC.

4. Financial Information

Is the firm providing a good faith estimate under section 2.6 of the Rule?

- Yes
- No

If no, end date of last completed reference fiscal year: ____/____/____
 yyyy mm dd

If yes, end date of fiscal year for which the good faith estimate is provided: ____/____/____
 yyyy mm dd

Note: The fiscal year identified above is referred to below as the relevant fiscal year.

5. Participation Fee Calculation

Note: Dollar amounts stated in thousands, rounded to the nearest thousand.

**Relevant
 Fiscal Reference Fiscal
 Year
 \$**

Part I – IIROC Members

1. Total revenue for relevant reference fiscal year from Statement E of the Joint Regulatory Financial Questionnaire and Report _____
2. Less revenue not attributable to CFA activities _____
3. Revenue subject to participation fee (line 1 less line 2) _____

Part II – Other Registrants

Notes:

1. Gross Revenue is defined as the sum of all revenues reported on the audited financial statements prepared in accordance with Accepted Accounting Standards, except that revenues should be reported on an unconsolidated basis. Items reported on a net basis must be adjusted for purposes of the fee calculation. Gross revenues are reduced by amounts not attributable to CFA activities.
2. Where the advisory or sub-advisory services of another registrant firm, or of an exempt international firm under Rule 13-502 Fees of the *Securities Act*, are used by the registrant firm to advise on a portion of its assets under management, such advisory or sub-advisory costs are permitted as a deduction on this line to the extent that they are otherwise included in gross revenues.

1. Gross revenue for relevant reference fiscal year (note 1) _____
- Less the following items:
2. Amounts not attributable to CFA activities _____
3. Advisory or sub-advisory fees paid to other registrant firms or to exempt international firms under Rule 13-502 (Fees) of the *Securities Act* (note 2) _____
4. Revenue subject to participation fee (line 1 less lines 2 and 3) _____

Part III – Calculating Specified Ontario Revenues

1. Gross revenue for relevant reference fiscal year subject to participation fee
(line 3 from Part I or line 4 from Part II)
2. Ontario percentage for relevant reference fiscal year
(See definition of “Ontario percentage” in the Rule) %
3. Specified Ontario revenues
(line 1 multiplied by line 2)
4. Participation fee
(From Appendix A of the Rule, select the participation fee
opposite the specified Ontario revenues calculated above)

Part IV – Management Certification

Where available, we have examined the financial statements on which the participation fee calculation is based and certify that, to the best of our knowledge, the financial statements present fairly the revenues of the firm for the period ended as noted under **Financial Information** above, and that the financial statements have been prepared in agreement with the books of the firm.

We certify that the reported revenues of the firm are complete and accurate and in accordance with generally accepted accounting principles.

	Name and Title	Signature	Date
1.	_____	_____	_____
2.	_____	_____	_____

**FORM 13-503F2
(COMMODITY FUTURES ACT)
ADJUSTMENT OF FEE PAYMENT**

Firm Name: _____

Fiscal Year End: _____

End date of last completed fiscal year: _____

Note: Subsection 2.6(2) of the Rule requires that this ~~Form~~form must be filed concurrent with a completed Form 13-503F1 that shows the firm's actual participation fee calculation.

1. Estimated participation fee paid under subsection 2.6(1) of the Rule: _____
2. Actual participation fee calculated under paragraph 2.6(2)(b) of the Rule: _____
3. Refund due (Balance owing): _____
(Indicate the difference between lines 1 and 2)

ANNEX C

BLACKLINE SHOWING FINAL CHANGES TO
COMPANION POLICY 13-503CP
(COMMODITY FUTURES ACT) FEES

This blackline shows changes adopted on December 18, 2012 by the Commission to Companion Policy 13-502CP Fees. The changes become effective on April 1, 2013.

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**ONTARIO SECURITIES COMMISSION
COMPANION POLICY 13-503CP
(COMMODITY FUTURES ACT) FEES**

PART 1 – PURPOSE OF COMPANION POLICY

- 1.1 Purpose of Companion Policy** – The purpose of this Companion Policy is to state the views of the Commission on various matters relating to OSC Rule 13-503 (*Commodity Futures Act*) Fees (the “Rule”), including an explanation of the overall approach of the Rule and a discussion of various parts of the Rule.

PART 2 – PURPOSE AND GENERAL APPROACH OF THE RULE

2.1 Purpose and General Approach of the Rule

- (1) The general approach of the Rule is to establish a fee regime that is consistent with the approach of OSC Rule 13-502 (the “OSA Fees Rule”), which governs fees paid under the *Securities Act*. Both rules are designed to create a clear and streamlined fee structure.
- (2) The fee regime of the Rule is based on the concepts of “participation fees” and “activity fees”.

2.2 Participation Fees

- (1) Registrant firms are required to pay participation fees annually. Participation fees are designed to cover the Commission’s costs not easily attributable to specific regulatory activities. The participation fee required of each market participant is based on a measure of the market participant’s size, which is used as a proxy for its proportionate participation in the Ontario capital markets.
- (2) Participation fees are determined with reference to gross revenue from a firm’s “~~previous~~reference fiscal year”, ~~which is essentially. As~~ defined in section 1.1 of the Rule ~~as the~~, a firm’s “reference fiscal year” is generally the firm’s last fiscal year ending before May 1, 2012. However, if the firm was not a registrant at the end of that fiscal year, the “reference fiscal year” is its last completed fiscal year before the participation fee is required to be paid. ~~(which is defined in section 1.1 of the Rule as the firm’s “previous fiscal year”).~~

- 2.3 Application of Participation Fees** – Although participation fees are determined by ~~using~~with reference to information from a fiscal year of a registrant firm ending before the time of the payment, participation fees are applied to the costs of the Commission of regulating the ongoing participation in Ontario’s capital markets of the firm and other firms.

- 2.4 Registered Individuals** – The participation fee is paid at the firm level under the Rule. ~~That is~~For example, a “registrant firm” is required to pay a participation fee, not an individual who is registered as a salesperson, representative, partner, or officer of the firm.

- 2.5 Activity Fees** – Activity fees are generally charged where a document of a designated class is filed. Estimates of the direct cost of Commission resources expended in undertaking the activities listed in Appendix B of the Rule are considered in determining these fees (e.g., reviewing registration applications and applications for discretionary relief). Generally, the activity fee charged for filing a document of a particular class is based on the average cost to the Commission of reviewing documents of the class.

2.6 Registrants under the CFA and the Securities Act

- (1) A registrant firm that is registered both under the CFA and the *Securities Act* is exempted by section 2.1 of the Rule from the requirement to pay a participation fee under the Rule if it is current in paying its participation fees under the OSA Fees Rule. The registrant firm will include revenues derived from CFA activities as part of its revenues for purposes of determining its participation fee under the OSA Fees Rule.
- (2) A registrant firm that is registered both under the CFA and the *Securities Act* must pay activity fees under the CFA Rule even though it pays a participation fee under the OSA Fees Rule.

2.7 No Refunds

- (1) Generally, a person or company that pays a fee under the Rule is not entitled to a refund of that fee. For example, there is no refund available for an activity fee paid in connection with an action that is subsequently abandoned by the payor of the fee. Also, there is no refund available for a participation fee paid by a registrant firm whose registration is terminated later in the year for which the fee was paid.

- (2) An exception to this principle is provided in subsection 2.6(3) of the Rule. This provision allows for a refund where a registrant firm overpaid an estimated participation fee.
- (3) The Commission will also consider requests for adjustments to fees paid in the case of incorrect calculations made by fee payors.

2.8 Indirect Avoidance of Rule – The Commission may examine arrangements or structures implemented by registrant firms and their affiliates that raise the suspicion of being structured for the purpose of reducing the fees payable under the Rule. For example, the Commission will be interested in circumstances in which revenues from registrable activities carried on by a corporate group are not treated as revenues of a registrant firm, thereby possibly artificially reducing the firm's specified Ontario revenues and, consequently, its participation fee.

2.9 Confidentiality of Forms The material filed under the Part 2 of the Rule will be kept confidential. The Commission is of the view that the material contains intimate financial, commercial and technical information and that the interests of the filers in non-disclosure outweigh the desirability of the principle that the material be available for public inspection

PART 3 – PARTICIPATION FEES

3.1 Liability for Participation Fees – Participation fees are payable annually by registrant firms.

3.2 Filing Forms under Section 2.6 – If the estimated participation fee paid under subsection 2.6(1) by a registrant firm does not differ from its true participation fee determined under subsection 2.6(2), the registrant firm is not required to file either a Form 13-503F1 or a Form 13-503F2 under subsection 2.6(3).

3.23.3 Late Fees – Section 2.7 of the Rule prescribes an additional fee if a participation fee is paid late. The Commission and the Director will, in appropriate circumstances, consider tardiness in the payment of fees as a matter going to the fitness for registration of a registrant firm.

3.33.4 “CFA Activities” – Calculation of the participation fee involves consideration of the CFA activities undertaken by a person or company. The term “CFA activities” is defined in section 1.1 of the Rule to include “activities for which registration under the CFA or an exemption from registration is required”. The Commission is of the view that these activities include, without limitation, trading in commodity futures contracts, providing commodity futures contracts-related advice and portfolio management services involving commodity futures contracts.

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