

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

**AND**

**IN THE MATTER OF  
MARKET REGULATION SERVICES INC.**

**VARIATION AND RESTATEMENT**

**(Subsections 21.1(1) and 144(1) of the Act)**

The Ontario Securities Commission (the Commission) issued an order on January 29, 2002 recognizing Market Regulation Services Inc. (RS) as a self-regulatory organization pursuant to section 21.1 of the Act (Previous Order);

Effective June 1, 2008, RS will combine its operations (the Combination) with the Investment Dealers Association of Canada (IDA) to become the Investment Industry Regulatory Organization of Canada (IIROC);

IIROC will be a self-regulatory organization recognized by the British Columbia Securities Commission, the Alberta Securities Commission, the Saskatchewan Financial Services Commission, the Manitoba Securities Commission, the Ontario Securities Commission, the Autorité des marchés financiers, the Financial Services Regulation Division, Department of Government Services, Consumer & Commercial Affairs Branch (Newfoundland and Labrador), Nova Scotia Securities Commission, the New Brunswick Securities Commission and the Securities Office, Consumer, Corporate and Insurance Services Division, Office of the Attorney General (Prince Edward Island);

RS has applied to the Commission to vary and restate the Previous Order in order to reflect that, subsequent to the Combination, RS will continue to operate as a self-regulatory organization for a period of time to perform limited complaint handling, investigation and enforcement functions;

The Commission has determined that it is not prejudicial to the public interest to issue an order that varies and restates the Previous Order to reflect the more limited functions of RS subsequent to the Combination;

It is ordered, pursuant to subsection 144(1) of the Act, that the Previous Order be varied and restated as follows, without prejudice to the effectiveness of any lawful exercise of authority under the Previous Order prior to the date of this variation and restatement:

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

**AND**

**IN THE MATTER OF  
MARKET REGULATION SERVICES INC.**

**RECOGNITION ORDER**

**(Section 21.1)**

On January 29, 2002, the Commission recognized Market Regulation Services Inc. (RS) as a self-regulatory organization;

RS is a regulation services provider under National Instrument 21-101 *Marketplace Operation Rule* and National Instrument 23-101 *Trading Rules* (together the ATS Rules) and regulates its members and marketplace participants pursuant to the Universal Market Integrity Rules (UMIR);

RS and the Investment Dealers Association of Canada have combined (the Combination) their operations into the Investment Industry Regulatory Organization of Canada (IIROC), to be effective on June 1, 2008 (the Effective Date);

Subsequent to the Combination, for complaint handling, investigations and disciplinary actions, RS will continue to regulate and maintain its authority over persons subject to its authority prior to the Effective Date (collectively, Persons) for conduct occurring prior to the Effective Date, for up to five years following the Effective Date;

RS and IIROC have entered into an agreement (the Agreement) where RS has retained IIROC as its agent to perform complaint handling, investigation and enforcement functions on behalf of RS for the conduct of Persons occurring prior to the Effective Date, and to provide all administrative services in connection with these functions and the continuance of RS;

On April 22, 2008, the board of directors of RS adopted amendments to its by-law to be effective immediately prior to the Effective Date (RS By-law Amendments) to reflect the fact that the governance and administration of RS in its continued form will be by a board of directors that will be the same as the board of directors of IIROC and to make other consequential amendments following from the creation of IIROC.

RS has made the following representations:

1. RS will, among other things:
  - (i) maintain its existence and recognition as necessary to ensure its continuing authority over Persons and their conduct occurring prior to the Effective Date;
  - (ii) provide confirmation and further assurances to third parties, including tribunals and appeal bodies, of its continuing authority over Persons and their conduct occurring prior to the Effective Date;
  - (iii) subject to applicable law, provide to IIROC all relevant information in its possession that it receives from third parties in connection with the conduct of Persons occurring prior to the Effective Date;
  - (iv) to the extent required for the handling of complaints regarding or the investigation of the conduct of Persons occurring prior to the Effective Date, request information from third parties under information-sharing arrangements to which RS is a party; and
  - (v) perform all further acts and provide all further assurances necessary to maintain and confirm its continuing authority over Persons and their conduct occurring prior to the Effective Date.
2. Under the Agreement, IIROC will, among other things:
  - (i) carry out on RS's behalf all complaint handling, investigative and enforcement activities relating to the conduct of Persons occurring prior to the Effective Date;
  - (ii) maintain sufficient personnel, technological and other resources to perform IIROC's obligations under the Agreement in a timely and diligent manner;
  - (iii) comply with, or facilitate RS's compliance with, the terms of any information-sharing agreements where RS receives information relating to the conduct of Persons occurring prior to the Effective Date; and
  - (iv) provide all funding required for the performance of activities of RS relating to the conduct of Persons occurring prior to the Effective Date.
3. All hearing committees and hearing panels for the purposes of any proceedings by RS will be constituted in accordance with IIROC Transition Rule No. 1 and Schedule C-1 *Hearing Committees and Hearing Panels Rule*.

Based on the representations and application, including the RS By-law Amendments, made by RS to the Commission, the Commission is satisfied that continuing to recognize RS would not be prejudicial to the public interest.

The Commission hereby amends RS's recognition as a self-regulatory organization so that the recognition pursuant to section 21.1 continues with respect to RS, subject to the terms and conditions set out in Schedule A.

Dated January 29, 2002, as amended on May 16, 2008, effective June 1, 2008.

"W. David Wilson"

"James E.A. Turner"

**SCHEDULE A**

**TERMS AND CONDITIONS**

**1. CORPORATE GOVERNANCE**

RS must have the same board of directors as IIROC.

**2. CAPACITY TO PERFORM REGULATORY FUNCTIONS**

(a) RS must enter into the Agreement with IIROC under which IIROC must act as RS's agent to perform regulation services, including complaint handling, investigation and enforcement related to the conduct of persons subject to its authority occurring prior to the Effective Date and all administrative services in connection therewith and the continuance of RS.

(b) Prior Commission approval is required for any changes to the Agreement.

**3. INFORMATION SHARING**

RS or its agents must share information and must otherwise co-operate with the Commission and its staff, other Canadian securities regulatory authorities, exchanges, other regulation services providers, other recognized self-regulatory organizations, clearing agencies, and investor protection or compensation funds.

**4. ADDITIONAL INFORMATION & COMPLIANCE WITH OVERSIGHT**

RS or its agents must provide the Commission any additional information the Commission may require from time to time.

**5. USE OF FINES AND SETTLEMENTS**

All fines collected by RS, or by IIROC on behalf of RS, and all payments made under settlement agreements entered into with RS, or with IIROC on behalf of RS, must be used in accordance with the terms and conditions set out in the IIROC recognition order effective June 1, 2008, as amended from time to time.