The Ontario Securities Commission

OSC Bulletin

March 14, 2003

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The Ontario Securities Commission Administers the
Securities Act of Ontario (R.S.O. 1990, c.S.5) and the
Commodity Futures Act of Ontario (R.S.O. 1990, c.C.20)

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Notices / News Releases

1.1 Notices

1.1.1 Current Proceedings Before The Ontario Securities Commission

MARCH 14, 2003

CURRENT PROCEEDINGS

BEFORE

ONTARIO SECURITIES COMMISSION

- -

Unless otherwise indicated in the date column, all hearings will take place at the following location:

The Harry S. Bray Hearing Room
Ontario Securities Commission
Cadillac Fairview Tower
Suite 1700, Box 55
20 Queen Street West
Toronto, Ontario
M5H 3S8

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- -

THE COMMISSIONERS

David A. Brown, Q.C., Chair	—	DAB
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Howard I. Wetston, Q.C., Vice-Chair	—	HIW
Kerry D. Adams, FCA	—	KDA
Derek Brown	—	DB
Robert W. Davis, FCA	—	RWD
Harold P. Hands	—	HPH
Robert W. Korthals	—	RWK
Mary Theresa McLeod	—	MTM
H. Lorne Morphy, Q.C.	—	HLM
Robert L. Shirriff, Q.C.	—	RLS

SCHEDULED OSC HEARINGS

DATE: TBA **Robert Thomislav Adzija *et al***

s. 127

T. Pratt in attendance for Staff

Panel: TBA

DATE: TBA **First Federal Capital (Canada) Corporation and Monte Morris Friesner**

s. 127

A. Clark in attendance for Staff

Panel: TBA

DATE: TBA **Patrick Fraser Kenyon Pierrepont Lett, Milehouse Investment Management Limited, Pierrepont Trading Inc., BMO Nesbitt Burns Inc.*, John Steven Hawkyard+ and John Craig Dunn**

s. 127

K. Manarin in attendance for Staff

Panel: TBA

* BMO settled Sept. 23/02
\+ TBA

DATE: TBA **ATI Technologies Inc., Kwok Yuen Ho, Betty Ho, JoAnne Chang, David Stone, Mary de La Torre, Alan Rae and Sally Daub**

s. 127

M. Britton in attendance for Staff

Panel: TBA

DATE: TBA **Jack Banks A.K.A. Jacques Benquesus and Larry Weltman***

s. 127

K. Manarin in attendance for Staff

Panel: PMM/KDA/MTM

* Larry Weltman settled on January 8, 2003

DATE: TBA **John Steven Hawkyard**

s. 127

K. Manarin in attendance for Staff

Panel: TBA

March 31, 2003 **Brian Costello**

10:30 a.m. s. 127

H. Corbett in attendance for Staff

Panel: PMM/KDA/MTM

April 8 to 25, 2003 excluding April 18, 2003. **Phoenix Research and Trading Corporation, Ronald Mock and Stephen Duthie**

All days at 10:00 a.m. except April 15, 2003 at 2:30 p.m. s. 127

T. Pratt in attendance for Staff

Panel: TBA

April 14, 2003 **Philip Services Corporation (Motion)**

10:00 a.m. s. 127

K. Manarin in attendance for Staff

Panel: TBA

May 6, 2003 **Gregory Hyrniw and Walter Hyrniw**

10:00 a.m. s. 127

Y. Chisholm in attendance for Staff

Panel: TBA

June 3, 2003 **Teodosio Vincent Pangia, Agostino Capista and Dallas/North Group Inc.**

2:00 p.m. s. 127

Y. Chisholm in attendance for Staff

Panel: HLM/MTM

ADJOURNED SINE DIE

Buckingham Securities Corporation, Lloyd Bruce, David Bromberg, Harold Seidel, Rampart Securities Inc., W.D. Latimer Co. Limited, Canaccord Capital Corporation, BMO Nesbitt Burns Inc., Bear, Stearns & Co. Inc., Dundee Securities Corporation, Caldwell Securities Limited and B2B Trust

DJL Capital Corp. and Dennis John Little

Dual Capital Management Limited, Warren Lawrence Wall, Shirley Joan Wall, DJL Capital Corp., Dennis John Little and Benjamin Emile Poirier

Global Privacy Management Trust and Robert Cranston

Ricardo Molinari, Ashley Cooper, Thomas Stevenson, Marshall Sone, Fred Elliott, Elliott Management Inc. and Amber Coast Resort Corporation

M.C.J.C. Holdings Inc. and Michael Cowpland

Philip Services Corporation

Robert Thomislav Adzija, Larry Allen Ayres, David Arthur Bending, Marlene Berry, Douglas Cross, Allan Joseph Dorsey, Allan Eizenga, Guy Fangeat, Richard Jules Fangeat, Michael Hersey, George Edward Holmes, Todd Michael Johnston, Michael Thomas Peter Kennelly, John Douglas Kirby, Ernest Kiss, Arthur Krick, Frank Alan Latam, Brian Lawrence, Luke John Mcgee, Ron Masschaele, John Newman, Randall Novak, Normand Riopelle, Robert Louis Rizzuto, And Michael Vaughan

S. B. McLaughlin

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

1.1.2 CSA Staff Notice 13-302 Securities Regulatory Authority Closed Dates 2003

CANADIAN SECURITIES ADMINISTRATORS' STAFF NOTICE 13-302

SECURITIES REGULATORY AUTHORITY CLOSED DATES 2003

We have a mutual reliance review system (MRRS) for prospectuses (including long form, short form and mutual fund prospectuses), prospectus amendments, waiver applications, pre-filings, and initial and renewal annual information forms. It is described in National Policy 43-201 Mutual Reliance Review System for Prospectuses and Annual Information Forms.

The principal regulator will only issue a MRRS decision document evidencing the receipt of non-principal regulators that are open on the date of the MRRS decision document. The principal regulator will issue a MRRS decision document evidencing the receipt of the remaining non-principal regulators on the next day that they are open. These procedures are described in section 7.8 of the Policy.

A dealer may only solicit expressions of interest in a non-principal jurisdiction after a receipt has been issued by that jurisdiction. In addition, an issuer may only distribute its securities in the non-principal jurisdiction at that time.

The following is a list of the closed dates of the securities regulatory authorities for 2003. These dates should be noted by issuers in structuring their affairs.

Securities Regulatory Authority Closed Dates 2003*

1. Saturdays and Sundays (all)
2. Wednesday January 1 (all)
3. Thursday January 2 (Que)
4. Friday February 28 (YT)
5. Monday March 17 (Nfld)
6. Friday April 18 (all)
7. Monday April 21 (all except Alta, Sask, Ont)
8. Monday May 19 (all)
9. Monday June 23 (Nfld, NWT)
10. Tuesday June 24 (Que)
11. Monday June 30 (Sask)
12. Tuesday July 1 (all)
13. Wednesday July 9 (Nun)
14. Monday July 14 (Nfld)
15. Monday August 4 (all except Que, Nfld, PEI, YT)
16. Friday August 15 (PEI)
17. Monday August 18 (YT)
18. Monday September 1 (all)
19. Monday October 13 (all)
20. Tuesday November 11 (all except Alta, Ont, Que)
21. Wednesday December 24 (Que)
22. Wednesday December 24 after 12:00pm (Man, NS, NB, PEI)
23. Thursday December 25 (all)
24. Friday December 26 (all)
25. Wednesday December 31 (Que)
26. Thursday January 1, **2004** (all)
27. Friday January 2 (Que)

* Bracketed information indicates those jurisdictions that are closed on the particular date.

1.1.3 Notice of Commission Approval - Proposed Amendments to Statements B and C of Form 1 of the IDA

PROPOSED AMENDMENTS TO STATEMENTS B AND C OF FORM 1 OF THE IDA

NOTICE OF COMMISSION APPROVAL

The Ontario Securities Commission has approved proposed amendments to Statements B and C of Form 1 of the IDA, relating to capital requirements on securities held by external custodians. In addition, the Saskatchewan Securities Commission approved, the Alberta Securities Commission did not disapprove and the British Columbia Securities Commission did not object to these amendments. The proposed amendments seek to revise the capital requirements on an IDA member who fails to enter into a written custodial agreement with an entity that would otherwise qualify as an acceptable securities location. The revised capital requirements will better reflect the risk of loss of customer securities held at locations that are not acceptable securities locations under different scenarios. A copy and description of the amendments were published on November 15, 2002 at (2002) 25 OSCB 7727. No comments were received.

1.1.4 OSC Staff Notice 13-703 Implementation of Final Rule 13-502 Fees - FAQs

ONTARIO SECURITIES COMMISSION
STAFF NOTICE 13-703

IMPLEMENTATION OF FINAL RULE 13-502 FEES
FAQs

Rule 13-502 - Fees is scheduled to come into force March 31, 2003. A number of stakeholders have raised questions relating to the implementation of the Rule that issuers, registrants and mutual fund managers will need to be aware of. They are as follows:

CORPORATE FINANCE FEES

1. Who pays corporate finance participation fees and how are participation fees paid?

In the corporate finance context, participation fees are payable by all reporting issuers and by all investment funds that do not have an investment fund manager.

The participation fee is to be paid through SEDAR no later than the date on which the issuer is required to file its annual financial statements.

2. What is the fee for filing a 45-501F1?

At this time there is no fee for filing a 45-501F1. The form will be subject to late fees if it is not filed within the prescribed time.

3. Is there a late fee payable if Form 45-501F1 is required by reason of s.7.5(1) of Rule 45-501 and not subsection 72(3) of the Act?

If the form is not filed within the prescribed time then a late fee would be payable under M.1.(k) of Appendix C.

4. What fees are owing if I file a shelf prospectus prior to March 31, 2003 but the distributions occur on or after March 31, 2003?

Documents filed prior to March 31, 2003 will have fees attached to them consistent with the current fee schedule. The issuer should provide a report of all distributions in Ontario up until and including March 30, 2003. The current fees will apply to these distributions. Any distributions made on or after March 31, 2003 will have no fee attached to them as the new fee schedule covers these activities under the participation fee payable by an issuer. It is not our intention to offer refunds for any fees paid in respect of documents filed or distributions occurring prior to March 31, 2003.

5. What fees are owing if I file a preliminary prospectus prior to March 31, 2003 but the final is not receipted until on or after March 31, 2003?

The preliminary prospectus will have a fee attached to it consistent with the current fee schedule. The final prospectus will have fees owing consistent with A.3 of Appendix C. In the case where the preliminary prospectus discloses gross proceeds, no fees will be owing at the time of final receipt.

6. I have a December 31, fiscal year end. Although my financial statements are not due until May it is our practice to file them in March. What fees are payable? How does my early filing impact my transitional participation fee owing in May?

The financial statements will have a fee attached to them consistent with the current fee schedule. Prior to filing your transitional participation fee you may request a refund of the payment made in March. Once granted, the refund can be deducted from the amount owing for the transitional participation fee.

7. If my company is both a registrant and a reporting issuer, what participation fees do we pay?

Both the corporate finance and the capital market participation fees will be payable by you.

8. There is a late fee for report of distributions under OSC Rule 45-503. What is the reporting requirement?

The reporting requirements under Rule 45-503 have been revoked therefore there will not be any late fees relating to Rule 45-503.

9. When exactly are my transitional fees due?

Year End	Transitional Fee Due
April 30, 2002	June 30, 2003
May 31, 2002	June 30, 2003
June 30, 2002	June 30, 2003
July 31, 2002	June 30, 2003
August 31, 2002	June 30, 2003
September 30, 2002	June 30, 2003
October 31, 2002	June 30, 2003
November 30, 2002	April 21, 2003
December 31, 2002	May 20, 2003
January 31, 2003	June 20, 2003
February 28, 2003	See Question 10 below.
March 31, 2003	No transitional fee owing

10. My company has a February 28 year-end. The transitional fee owing is due three weeks prior to the due date of my annual financial statements. How should I calculate my transitional fee?

To simplify the transitional process, the Commission will accept your transitional participation fee (which will be for eleven months) on July 18, 2003 (the date the annual financial statements are due) without penalty or late charges. If the transitional participation fee is not paid on the day the financial statements are due the late fee will start to accrue at that time.

11. What form do I use to file my transitional participation fees?

Use Form 13-502F1 as you would for your annual participation fees. At the bottom of the form is a line showing how to reduce the fees for a new reporting issuer. The calculation is the same for the transitional fee. Change the line to read “reduction for transitional fee owing”, and use the same calculation of:

$$\text{Total Fee Payable} \times \frac{\text{Number of entire months remaining in current financial year after the date that the Rule comes into force}}{12}$$

12. If I file my annual financial statements late and as a result I'm late with my participation fee, what late fees do I owe?

If an issuer files its financial statements late and its participation fee is also late, then the issuer will owe $100 per business day to a maximum of $5,000 on the financial statements and 1% per business day to a maximum of 25% on the late participation fee.

CAPITAL MARKETS FEES

1. I just renewed my firm's registration on December 31, 2002. Since the Rule is effective March 31, 2003, will I be required to pay another renewal fee on March 31?

No, if you have renewed your registration on December 31, 2002, your next annual renewal date will be December 31, 2003. On December 31, 2003, you will be required to pay a participation fee based on revenues in Ontario. Please refer to the Rule for a description of the participation fees.

2. As an Ontario registrant, how will I be expected to pay my annual participation fees?

Annual participation fees for registrants will be payable via NRD every December 31 of each year.

3. Does my firm still have to pay a per capita renewal fee for all the individuals sponsored by my firm on December 31?

No, the per capita individual renewal fee will no longer be payable pursuant to the new fee rule.

4. Since you are no longer requiring an annual per capita individual renewal fee, please explain how we are supposed to divide up the participation fee to the individuals we sponsor.

Whether or not a registrant firm chooses to divide up its participation fees amongst the individuals it sponsors is a business choice of the registrant firm.

5. What is an activity fee payable by registrants?

Please refer to the Rule, Appendix C Paragraph I for a listing of registration related activity fees. Activity fees are transactional fees levied on certain applications for registration. For example, an application to register a new firm to trade will trigger an activity fee of $800.

6. What is a participation fee payable by registrants?

Please refer to the Rule, Part 3 entitled "Capital Markets Participation Fees" for a description of the participation fees payable by registrant firms.

7. Will I still have to pay an amendment fee to amend my Form 4?

No. Amendment fees are not payable under the new fee rule. Please refer to Appendix C of the Rule, Paragraph I for a listing of activities that will trigger a fee.

8. Will I still have to pay a fee to transfer to another sponsoring firm?

No transfer fee is payable if you transfer to a registrant firm within three months of leaving your old employer and your registration category remains the same as it was with your previous employer.

9. What if I transfer to a new employer and it has been more than three months since I left my previous employer?

If it has been more than three months since you left your previous employer, your application to either trade or advise will be considered a new application, and will trigger an activity fee. For example, an application to register as a salesperson by an individual who has left a past employer more than three months ago will trigger an activity fee of $400.

10. Why does my registrant firm have to pay NRD fees in addition to registration fees?

NRD fees are charged by the NRD administrator to pay for the NRD System. Registration fees are payable to the OSC pursuant to the new fee rule. Here is a description from the Companion Policy 13-502CP Fees that explains the OSC's purpose and general approach in collecting fees from our stakeholders:

Purpose and General Approach of the Rule

The general approach of the Rule is to establish a fee regime that accomplishes three primary purposes - to reduce the overall fees charged to market participants from what existed previously in Ontario, to create a clear and streamlined fee structure and to adopt fees that accurately reflect the Commission's costs of providing services.

The fee regime implemented by the Rule is based on the concept of "participation fees" and "activity fees".

Participation Fees

Participation fees generally are designed to represent the benefit derived by market participants from participating in Ontario's capital markets. Reporting issuers, registrant firms and unregistered investment fund managers are required to pay participation fees annually. The participation fee is based on a measure of the market participant's size, which is intended to serve as a proxy for the market participant's use of the Ontario capital markets. The amounts of the

participation fees have been based on the cost of a broad range of regulatory services that cannot be practically or easily attributed to individual activities or entities. Participation fees replace most of the continuous disclosure filing fees and other activity fees formerly charged to market participants under the previous fees regime.

The Fee Rule provides for

(a) corporate finance participation fees, which are applicable to reporting issuers other than most investment funds; and

(b) capital markets participation fees, which are applicable to registrant firms and unregistered investment fund managers.

Activity Fees

Activity fees are designed to represent the direct cost of Commission staff resources expended in undertaking certain activities requested of staff by market participants, for example in connection with the review of prospectuses, applications for discretionary relief or the processing of registration documents. Market participants are charged activity fees only for activities undertaken by staff at the request of the market participant. Activity fees are charged for a limited number of activities only and are flat rate fees based on the average cost to the Commission of providing the service.

11. How will registrant firms be expected to pay any applicable late filing fees? Will they automatically be deducted from the firm's NRD bank account?

All applicable late filing fees incurred by a registrant will be payable by cheque. A bill will be provided for you to include with your late filing fee remittance.

12. What is the effective date of the Rule?

March 31, 2003.

INVESTMENT FUNDS FEES

1. Who pays capital market participation fees and how are participation fees paid?

In the investment funds context, participation fees are payable by registered dealers and/or advisers, and by unregistered investment fund managers.

a) Registrant Firms

A person or company that is a registered dealer and/or adviser under the Act will pay the participation fee referred to in s.3.1 of the Rule, for each calendar year, by December 31 of each year.

Registrants pay the participation fees through the National Registration Database ("NRD") system to be implemented by Canadian securities regulatory authorities on March 31, 2003. The NRD system contemplates a common renewal date for all registrants on December 31 in each year.

b) Unregistered Fund Managers

An unregistered investment fund manager will pay the participation fee referred to in s.3.1 of the Rule, for each of its financial years, no later than 90 days after the end of its financial year.

The participation fee is to be paid by cheque sent to the Ontario Securities Commission, Investment Funds Branch.

The participation fee is for the current financial year, rather than for a calendar year, and is calculated on the basis of the audited financial statements of the unregistered investment fund managers for its previous financial year. See the discussion contained in Part 4 of the Companion Policy to the Rule.

2. What are activity fees and how are activity fees to be paid?

Activity fees referred to in Appendix C of the Rule are the fees associated with a specific action or service requested by a market player. In the investment funds context, activity fees apply to prospectus filings, applications for discretionary relief and pre-filings.

a) Preliminary or Pro Forma Prospectus Filings

The activity fees set out in Appendix C (A) of the Rule associated with investment fund preliminary and pro forma prospectus filings, and final prospectus filings in Form 41-501F1, where applicable, are to be paid through SEDAR, under the specified user code for such filings. Where a single prospectus document is filed on behalf of one or more investment funds, the applicable fee is payable for each investment fund.

b) Applications

The activity fees set out in Appendix C (E) of the Rule for applications for discretionary relief are to be paid in the same way as the present application system. That is, fees for applications currently filed through SEDAR shall continue to be paid through SEDAR, under the specified user code for such filings. Fees for applications currently submitted in paper format to the Commission shall continue to be paid by cheque. Where an application is made by or on behalf of one or more investment funds in an investment fund family, only one activity fee needs to be paid. See s.4.2 of the Rule.

c) Pre-Filings

The activity fee set out in Appendix C (F) of the Rule for pre-filings is to be paid by cheque payable to the Ontario Securities Commission, Investment Funds Branch. Pre-filings are to be submitted by paper copy directly to the Investment Funds Branch. The fee for a pre-filing will be credited against the applicable fee payable if and when the

formal filing is actually proceeded with. Otherwise, the fee is non-refundable.

3. Who pays transitional fees and how are transitional fees paid?

In the investment funds context, unregistered investment fund managers pay transitional participation fees, and investment funds with securities in continuous distribution pay transitional distribution fees.

a) Transitional Participation Fees

An unregistered fund manager will pay an initial participation fee, no later than 90 days after the Rule comes into force (June 30, 2003), for the remainder of its current financial year as calculated in subsection 7.2(4) of the Rule. This participation fee is also paid by cheque sent to the Ontario Securities Commission, Investment Funds Branch.

There is no transitional participation fee for registrant firms.

b) Transitional Distribution Fees

An investment fund with securities in continuous distribution will have to pay any fees owing to the Commission based on the amount of securities distributed in Ontario up to and including the date that the Rule comes into force (March 31, 2003), as determined under the present fee requirements.

The distribution fee referred to in subsection 7.2(5) of the Rule is to be paid either at the time the investment fund files it's pro forma prospectus, if the pro forma filing occurs during April, May or June, 2003, or by June 30, 2003, if no pro forma filing occurs.

The distribution fee is paid through SEDAR, under the specified user code for such filings.

4. What Filings are subject to late fees and how are late fees paid?

Late fees are applicable to participation fees and to any other notice, document, report or form required by Ontario securities law to be filed or submitted within a prescribed period.

A late fee is to be paid in the same way as the fee or form, which is the subject matter of the late fee, is paid.

Late fees applicable to unregistered investment fund managers will be paid by cheque sent to the Ontario Securities Commission, Investment Funds Branch.

5. Is there any additional information that should be included in the cover letter of filings to the Investment Funds Branch?

a) Prospectus Filings

In the cover letter to a preliminary or pro forma prospectus filing for an investment fund, the following should be specified:

- the activity fee related to the filing and confirmation that such activity fee has been paid through SEDAR;
- the transitional distribution fees relating to the investment funds which are the subject matter of the filing and the status of such payments;
- the participation fees associated with any applicable registrants and/or unregistered investment fund managers of the investment funds which are the subject matter of the filing and the status of such payments; and
- any outstanding late fees for investment fund-related filings by the investment funds which are the subject matter of the filing and by any applicable registrants and/or unregistered investment fund managers.

b) Applications and Pre-Filings

In the cover letter to an application filing or pre-filing in the investment funds context, the following should be specified:

- the activity fee related to the filing and confirmation that such activity fee has been paid; and
- any outstanding late fees for investment fund-related filings by the investment funds which are the subject matter of the filing and by any applicable registrants and/or unregistered investment fund managers.

For further information, contact:

Sandra Heldman
Senior Accountant, Corporate Finance
(416) 593-2355
e-mail: sheldman@osc.gov.on.ca

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Rhonda Goldberg
Legal Counsel
Investment Funds
(416) 593-3682
e-mail: rgoldberg@osc.gov.on.ca

1.1.5 Notice of Commission Approval Canadian Trading and Quotation System

NOTICE OF COMMISSION APPROVAL
CANADIAN TRADING AND QUOTATION SYSTEM

On February 28, 2003, the Commission recognized the Canadian Trading and Quotation System (CNQ) as a quotation and trade reporting system under section 21.2.1 of the *Securities Act* (Ontario). CNQ will operate an electronic marketplace for Ontario investment dealers to trade non-exchange listed equity securities of Ontario reporting issuers.

In connection with the recognition, the Commission approved the following documents:

1. Recognition order with terms and conditions – The Commission issued an order recognizing CNQ with terms and conditions based on recognition criteria.

2. CNQ Rules – The Commission approved CNQ's rules that are specific to trading on CNQ. CNQ has also adopted the Universal Market Integrity Rules (UMIR), as amended from time to time.

3. CNQ Policies – The Commission approved CNQ's policies that deal with issuer obligations.

4. CNQ Forms – The Commission approved CNQ's forms that are part of the policies.

These documents have been posted on the OSC website at **www.osc.gov.on.ca**. They will also be published in a supplement to the March 21st bulletin.

1.2 Notices of Hearing

1.2.1 Dimethaid Research Inc. - Notice of Request for Hearing

TORYS LLP

NEW YORK TORONTO

March 5, 2003

BY FAX AND EMAIL

Ontario Securities Commission
20 Queen Street West
P.O. Box 55, Suite 1903
Toronto, Ontario
M5H 3S8

Attention: John Stevenson, Secretary

Dear Sirs/Mesdames:

Re: Dimethaid Research Inc. ("Dimethaid")
Proposed Rights Offering (the "Offering")
Amended Notice of Request for Hearing and Review Under Section 8 of the *Securities Act* (Ontario)

We are counsel to Dimethaid. On behalf of Dimethaid we hereby request a review of the Director's decision dated February 20, 2003 pursuant to section 8 of the *Securities Act* (Ontario).

The Director objected to the Offering on the basis that the annual financial statements of Dimethaid for the year ended May 31, 2002 are not in accordance with Canadian GAAP.

Dimethaid disagrees with the decision and the conclusions that:

(1) Dimethaid's acquisition of Oxo Chemie AG (the "Oxo Acquisition") should be treated as equity not as a liability; and

(2) the consideration owing for the Oxo Acquisition should be discounted to net present value.

Dimethaid believes that it correctly accounted for the Oxo Acquisition and should be allowed to proceed with the Offering as an exempt transaction under paragraph 35(1)14(i) and paragraph 72(1)(h)(i) of the *Securities Act* (Ontario). Accordingly, Dimethaid requests a review of the Director's decision to object to the Offering.

We have learned that the date of March 7, 2003 has been set for the hearing of this review.

If you have any questions or require any further information, please do not hesitate to contact me at 416-865-7641.

Yours very truly,

"Jeremy P. Robinson"

Jeremy P. Robinson

JPR/DB

cc: Kathryn J. Daniels, *Ontario Securities Commission*
Rebecca Keeler, *Dimethaid Research Inc.*

1.2.2 Michael Anthony Tibollo - s. 127

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

AND

IN THE MATTER OF
MICHAEL TIBOLLO

NOTICE OF HEARING
(Section 127)

TAKE NOTICE that the Ontario Securities Commission (the "Commission") will hold a hearing pursuant to section 127 of the *Securities Act,* R.S.O. 1990, c. S.5, as amended (the "Act") in the Small Hearing Room, 17th Floor, 20 Queen Street West, Toronto, Ontario on May 12, 2003 at 10:00 a.m. or as soon thereafter as the hearing can be held;

TO CONSIDER whether, pursuant to subsection 127(1) and section 127.1 of the Act, it is in the public interest for the Commission to make an Order:

(a) that trading in any securities by Michael Tibollo ("Tibollo") cease permanently or for such period as is specified by the Commission;

(b) prohibiting Tibollo from becoming or acting as a director or officer of any issuer permanently or for such period as specified by the Commission;

(c) reprimanding Tibollo;

(d) requiring Tibollo to pay the costs of the Commission's investigation and the hearing; and

(e) such other order as the Commission may deem appropriate.

BY REASON OF the allegations set out in the Statement of Allegations of Staff of the Commission and such additional allegations as counsel may advise and the Commission may permit;

AND TAKE FURTHER NOTICE that the respondent may be represented by counsel if he attends or submits evidence at the hearing;

AND TAKE FURTHER NOTICE that upon failure of the respondent to attend the hearing, the hearing may proceed in his absence and he is not entitled to any further notice of the proceeding.

March 11, 2003.

"John Stevenson"

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

AND

IN THE MATTER OF
MICHAEL ANTHONY TIBOLLO

STATEMENT OF ALLEGATIONS OF STAFF OF THE ONTARIO SECURITIES COMMISSION

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

THE RESPONDENT

1. The respondent, Michael Anthony Tibollo ("Tibollo"), is a lawyer and businessperson. Tibollo has never been registered with the Ontario Securities Commission (the "Commission").

THE ILLEGAL DISTRIBUTIONS OF THE SAXTON SECURITIES

2. Saxton Investment Ltd. ("Saxton") was incorporated on January 13, 1995. Allan Eizenga was Saxton's registered director and president. Saxton and Eizenga established numerous other corporations.

3. Between January 1995 and the summer of 1998, Saxton salespeople sold to Ontario investors securities of one or more of the following companies (the "Offering Corporations"):

The Saxton Trading Corp.
The Saxton Export Corp.
The Saxton Export (II) Corp.
The Saxton Export (III) Corp.
The Saxton Export (IV) Corp.
The Saxton Export (V) Corp.
The Saxton Export (VI) Corp.
The Saxton Export (VII) Corp.
The Saxton Export (VIII) Corp.
The Saxton Export (IX) Corp.
The Saxton Export (X) Corp.
The Saxton Export (XI) Corp.
The Saxton Export (XII) Corp.
The Saxton Export (XIII) Corp.
The Saxton Export (XIV) Corp.
The Saxton Export (XV) Corp.
The Saxton Export (XVI) Corp.
The Saxton Export (XVII) Corp.
The Saxton Export (XVIII) Corp.
The Saxton Export (XIX) Corp.
The Saxton Export (XX) Corp.
The Saxton Export (XXI) Corp.
The Saxton Export (XXII) Corp.
The Saxton Export (XXIII) Corp.
The Saxton Export (XXIV) Corp.
The Saxton Export (XXV) Corp.

The Saxton Export (XXVI) Corp.
The Saxton Export (XXVII) Corp.
The Saxton Export (XXVIII) Corp.
The Saxton Export (XXIX) Corp.
The Saxton Export (XXX) Corp.
The Saxton Export (XXXI) Corp.
The Saxton Export (XXXII) Corp.
The Saxton Export (XXXIII) Corp.
The Saxton Export (XXXIV) Corp.
The Saxton Export (XXXV) Corp.
The Saxton Export (XXXVI) Corp.
The Saxton Export (XXXVII) Corp.
The Saxton Export (XXXVIII) Corp.

4. The Offering Corporations offered to the Ontario public two investment products:

   (i) a "GIC" which was later renamed a "Fixed Dividend Account"; and

   (ii) an "Equity Dividend Account".

   In either case, an investor purchased shares in the respective private company (the "Saxton Securities").

5. Although the Offering Corporations prepared Offering Memoranda, such Memoranda provided little information about Saxton other than the geographic location in which the company conducted business.

6. The Saxton Securities were marketed as no, or low, risk notwithstanding that the Offering Memoranda described the Securities as "speculative". It was also represented to investors that Saxton intended to go public (by way of a reverse take-over) and be listed on a recognized stock exchange. This never occurred.

7. All of the Offering Corporations were incorporated pursuant to the laws of Ontario. The sales of shares of the Saxton Securities constituted trades in securities of an issuer that had not been previously issued.

8. The distribution of the Saxton Securities contravened Ontario securities law. None of the Offering Corporations filed a preliminary prospectus or a prospectus with the Commission. No Offering Corporation was issued a receipt for a prospectus by the Commission.

9. The Offering Corporations purported to rely on the "seed capital" prospectus exemption contained in subparagraph 72(1)(p) of the *Securities Act,* R.S.O. 1990, c. S.5 (the "Act"). Neither this exemption, nor any other prospectus exemption, was available to them.

10. None of the exemptions from the registration requirements in Ontario securities law was available for the sale of the Saxton Securities.

11. On or about October 7, 1998, the Court appointed KPMG Inc. ("KPMG") as the custodian of Saxton's assets. In early 1999, KPMG reported that the Offering Corporations raised approximately $37 million from Ontario investors. At that time, KPMG held the view that the value of the Saxton assets, at its highest (as reported by related companies), was approximately $5.5 million.

12. Saxton was part of a complicated corporate structure. The Offering Corporations' primary function was to raise investment capital for the Saxton Group's operations in Cuba, the Caribbean and elsewhere. Investor funds were pooled and transferred to Saxton.

13. Saxton, in turn, invested in the Saxton Group's various businesses. The Saxton Group's core business in Cuba and the Caribbean was the development and manufacturing of beverage and food products for the hospitality and tourist industries.

14. Tibollo initially became involved with Saxton through James Sylvester ("Sylvester"). Sylvester was involved with a number of companies with business interests in Cuba and elsewhere.

15. Sylvester retained Tibollo as a legal/business consultant. Tibollo speaks Spanish. He had important contacts and relationships with several Cuban government officials. Tibollo also was a trained and practising commercial lawyer, with an emphasis on international transactions.

16. Sylvester and Export Investors Group Ltd. ("Export") also raised funds from Ontario investors. These monies, along with funds raised through the sale of the Saxton Securities, purported to be invested in the same Cuban and other operations.

17. Sussex Admiral Group Limited (Barbados), later re-named Sussex Group Ltd. ("Sussex"), was Saxton's operating company. Among other things, Sussex held the Saxton Group's economic associations, operating contracts and supply agreements. Saxton, and to a much smaller extent Export, funded Sussex's activities.

18. Commencing in or about the fall of 1996, the relationship between Saxton's Eizenga and Export's Sylvester deteriorated. As a result, in the summer of 1997, Tibollo become Sussex's President. In this role, among other things, Tibollo ran the Cuban beverage and printing operations. He reported to Eizenga and Sylvester.

19. Tibollo also participated in the going-public process. It was contemplated that, by way of a reverse take-over, Sussex's assets would be vended in to F.S.P.I Technologies Corp., an Alberta Stock Exchange listed company. Tibollo

knew that the Saxton Securities (and Export) investors would become shareholders in the anticipated public company.

20. Between July 1996 and August 1998, Tibollo participated in the illegal distributions, and engaged in unregistered trading, of the Saxton Securities by, among other things,

    (i) Marketing/advertising the sale of the Saxton Securities to the Ontario public by drafting promotional and investor relations material concerning Saxton's Cuban operations; and

    (ii) soliciting the sale of the Saxton Securities through meetings with, and presentations to, Saxton sales representatives and investors concerning the Cuban business and its growth potential.

21. Tibollo knew, or ought to have known, that the investing public and Saxton salespeople, relied upon his representations. His professional status and strong links with the Cuban government gave credibility to the Saxton Securities.

22. As Sussex's President, Tibollo failed to conduct the appropriate due diligence and make the necessary inquiries concerning the investment capital used by the Sussex operations, including whether or not Saxton's corporate structure, its distribution of securities and its sales representatives' conduct complied with Ontario securities law.

23. In the course of the going public process, concerns regarding the means by which the Saxton Securities were being distributed, the legality of such distributions and other securities law issues were brought to Tibollo's attention.

24. Further, to Tibollo's knowledge, in the summer of 1997, Saxton received a legal opinion enumerating several serious violations of the Act. Notwithstanding these circumstances, Tibollo failed to:

    (i) contact the Commission; or

    (ii) take any steps to immediately curtail the securities violations.

25. Tibollo benefited financially from his misconduct. Between January and October 1997 alone, Saxton paid him in excess of $400,000.

26. Tibollo's conduct was contrary to Ontario securities law and the public interest.

27. Such other allegations as Staff may make and the Commission may permit.

March 11, 2003.

1.2.3 Phoenix Research and Trading Corporation et al. - ss. 127 and 127.1 and ss. 60 and 60.1 of the CFA

**IN THE MATTER OF
THE SECURITIES ACT,
R.S.O. 1990, c. S.5, as amended AND
THE COMMODITY FUTURES ACT,
R.S.O. 1990, c. C.20, as amended**

AND

**IN THE MATTER OF
PHOENIX RESEARCH AND TRADING CORPORATION,
RONALD MOCK and STEPHEN DUTHIE**

**AMENDED AMENDED NOTICE OF HEARING
(Sections 127 and 127.1 of the Securities Act and sections 60 and 60.1 of the Commodity Futures Act)**

WHEREAS a Notice of Hearing and Statement of Allegations was issued on June 11, 2002 in which the Notice of Hearing stated that the hearing would be held on a date to be fixed;

AND WHEREAS a date for the hearing was fixed for September 19, 2002 or as soon thereafter as the hearing can be held by Amended Notice of Hearing issued on July 16, 2002;

TAKE NOTICE that the Ontario Securities Commission (the "Commission") will hold a hearing pursuant to section 127 of the *Securities Act*, R.S.O. 1990, c. S.5, as amended (the "Act") and section 60 of the *Commodity Futures Act,* R.S.O. 1990, c. C.20 as amended at the offices of the Commission, Main Hearing Room, 17th floor, 20 Queen Street West, Toronto on April 8, 2003 at 10:00 a.m., or as soon thereafter as the hearing can be held;

TO CONSIDER:

(a) whether pursuant to sections 127 and 127.1 of the Act it is in the public interest for the Commission to make an Order:

(i) that the registrations of the respondents Phoenix Research and Trading Corporation ("Phoenix Canada") and Ronald Mock ("Mock") be terminated or restricted or that terms and conditions be imposed on their registrations;

(ii) that trading in any securities by Mock and the respondent Stephen Duthie ("Duthie") cease permanently or for such period as specified by the Commission;

(iii) prohibiting Duthie and Mock from becoming or acting as a director or officer of any issuer permanently or for such period as specified by the Commission;

(iv) reprimanding Phoenix Canada, Duthie and Mock;

(v) requiring Phoenix Canada, Duthie and Mock to pay the costs of the Commission's investigation and the hearing; and

(vi) encompassing such other terms and conditions as the Commission may deem appropriate; and

(b) whether, pursuant to sections 60 and 60.1 of the *Commodity Futures Act*, R.S.O. 1990, c. C.20 it is in the public interest for the Commission to make an order:

(i) that Phoenix Canada's and Mock's registrations be terminated or restricted or that terms and conditions be imposed on their registrations;

(ii) that the exemptions contained in Ontario commodity futures law do not apply to Mock permanently or for such period as specified by the Commission;

(iii) reprimanding Phoenix Canada and Mock;

(iv) requiring Phoenix Canada and Mock to pay the costs of the Commission's investigation and the hearing; and

(v) encompassing such other terms and conditions as the Commission may deem appropriate.

BY REASON OF the allegations set out in the Statement of Allegations of Staff of the Commission dated June 11 2002 and such additional allegations as counsel may advise and the Commission may permit;

AND TAKE FURTHER NOTICE that any party to the proceeding may be represented by counsel if that party attends or submits evidence at the hearing;

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

March 11, 2003.

"John Stevenson"

1.2.4 Phoenix Research and Trading Corporation - ss. 127 and 127.1 and ss. 60 and 60.1 of the CFA

IN THE MATTER OF
THE SECURITIES ACT,
R.S.O. 1990, c. S.5, as amended AND
THE COMMODITY FUTURES ACT,
R.S.O. 1990, c. C.20, as amended

AND

IN THE MATTER OF
PHOENIX RESEARCH AND TRADING CORPORATION,
RONALD MOCK and STEPHEN DUTHIE

NOTICE OF HEARING
(Sections 127 and 127.1 of the Securities Act and sections 60 and 60.1 of the Commodity Futures Act)

TAKE NOTICE that the Ontario Securities Commission (the "Commission") will hold a hearing pursuant to section 127 of the *Securities Act*, R.S.O. 1990, c. S.5, as amended (the "Act") and section 60 of the *Commodity Futures Act,* R.S.O. 1990, c. C.20 at the offices of the Commission, Small Hearing Room, 17th floor, 20 Queen Street West, Toronto, on March 13, 2003, at 10:00 a.m., or as soon thereafter as the hearing can be held;

AND TAKE NOTICE that the purpose of the hearing will be for the Commission to consider whether to approve the proposed settlement of the proceeding entered into between Staff of the Commission and Phoenix Research and Trading Corporation ("Phoenix");

BY REASON OF the allegations set out in the Statement of Allegations of Staff of the Commission dated June 11, 2002 and such additional allegations as counsel may advise and the Commission may permit;

AND TAKE FURTHER NOTICE that any party to the proceeding may be represented by counsel if that party attends or submits evidence at the hearing;

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

March 11, 2003.

"John Stevenson"

1.3 News Releases

1.3.1 OSC Withdraws Notice of Hearing against Certain Saxton Respondents

FOR IMMEDIATE RELEASE
March 5, 2003

OSC WITHDRAWS NOTICE OF HEARING AGAINST CERTAIN SAXTON RESPONDENTS

TORONTO – Yesterday, Staff of the Commission requested that the Commission withdraw the Amended Notice of Hearing dated February 7, 2003 issued pursuant to section 127 of the *Securities Act* as against the respondents John Newman, Brian Lawrence and Guy Fangeat.

Given the withdrawal, the Commission Temporary Order dated September 24, 1998 (extended by Commission Orders dated October 9, 1998 and February 4, 1999) ordering that the exemptions contained in subsections 35(1)21 and 35(2)10 of the Act do not apply to such respondents, no longer has any force or effect.

For Media Inquiries: Eric Pelletier
Communications
416-595-8913

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

1.3.2 OSC Commences Proceeding Against Michael Tibollo

FOR IMMEDIATE RELEASE
March 12, 2003

OSC COMMENCES PROCEEDING AGAINST MICHAEL TIBOLLO

TORONTO – Today, the OSC commenced proceedings against Michael Tibollo for his role in the Saxton matter.

Tibollo is a Toronto lawyer. Tibollo has never been registered with the Commission. Staff alleges that as a consultant, and then the president of the Sussex Group Ltd., Tibollo participated in the illegal distributions of the Saxton securities and engaged in other conduct contrary to Ontario securities law and the public interest.

Sussex was the operating arm of Saxton and received funding through the sale of the Saxton securities. Tibollo faces allegations that he failed to conduct the appropriate due diligence regarding the legality of the Saxton securities' distribution. When serious securities violations were brought to his attention, he failed to curtail the impugned activity or contact the Commission.

Copies of the Notice of Hearing and Statement of Allegations of Staff of the Commission are available on the Commission's website at **www.osc.gov.on.ca** or from the Commission offices at 20 Queen Street West, 19th Floor, Toronto.

For Media Inquiries: Eric Pelletier
Manager, Media Relations
416-595-8913

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

1.3.3 OSC Amends Notice of Hearing Against Phoenix Research and Trading Corporation, Ronald Mock and Stephen Duthie

FOR IMMEDIATE RELEASE
March 12, 2003

OSC AMENDS NOTICE OF HEARING AGAINST PHOENIX RESEARCH AND TRADING CORPORATION, RONALD MOCK AND STEPHEN DUTHIE

TORONTO – By Amended Amended Notice of Hearing, the Commission's hearing as against Phoenix Research and Trading Corporation, Ronald Mock and Stephen Duthie will proceed on April 8, 2003 under the *Securities Act* and the *Commodity Futures Act*.

Copies of the Amended Amended Notice of Hearing issued March 11, 2003 and Statement of Allegations dated June 11, 2002 are available on the Commission's website at **www.osc.gov.on.ca** or from the Commission offices at 20 Queen Street West, 19th Floor, Toronto.

For Media Inquiries: Eric Pelletier
Manager, Media Relations
416-595-8913

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

1.3.4 OSC to Consider a Settlement Between Staff and Phoenix Research and Trading Corporation

FOR IMMEDIATE RELEASE
March 12, 2003

OSC TO CONSIDER A SETTLEMENT BETWEEN STAFF AND PHOENIX RESEARCH AND TRADING CORPORATION

TORONTO – On March 13, 2003 at 10:00 a.m., the Commission will convene a hearing to consider a settlement reached by Staff of the Commission and the respondent Phoenix Research and Trading Corporation.

Phoenix was registered with the Commission as an investment counsel and portfolio manager pursuant to the *Securities Act*. It was also registered pursuant to the *Commodity Futures Act* as an adviser in the category of commodity trading manager. Mark Kassirer was the Chair of Phoenix. Ronald Mock was Phoenix's CEO and President.

Mock ran Phoenix's fixed income arbitrage activities, including the Phoenix Fixed Income Arbitrage Limited Partnership (PFIA LP), a hedge fund. Commencing in the fall of 1998, Stephen Duthie, a Phoenix fixed income trader, was responsible for PFIA LP's U.S. dollar portfolio under the direct supervision of Mock.

PFIA LP collapsed in early January 2000 when Phoenix discovered that Duthie had accumulated a $3.3 billion U.S. long position in U.S. 6% treasury notes due August 15, 2009 (the UST Notes). The UST Notes were not hedged and caused a significant overdraft position at the Bank of New York. PFIA LP was forced to liquidate its assets. The resulting loss to PFIA LP exceeded US$125 million.

The terms of the Settlement Agreement between Staff and Phoenix are confidential until approved by the Commission. The hearing is open to the public except as may be required for the discussion of confidential matters.

Copies of the Amended Amended Notice of Hearing issued March 11, 2003 and Statement of Allegations dated June 11, 2002 are available on the Commission's website at **www.osc.gov.on.ca** or from the Commission offices at 20 Queen Street West, 19th Floor, Toronto.

For Media Inquiries: Eric Pelletier
Manager, Media Relations
416-595-8913

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

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Chapter 2

Decisions, Orders and Rulings

2.1 Decisions

2.1.1 Cognicase Inc. - MRRS Decision

Headnote

Mutual Reliance Review System for Exemptive Relief Applications - Decision declaring corporation to be no longer a reporting issuer following the acquisition of all of its outstanding securities by another issuer.

Applicable Ontario Statutory Provisions

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

IN THE MATTER OF
THE SECURITIES LEGISLATION OF
ALBERTA, SASKATCHEWAN, ONTARIO,
QUÉBEC, NOVA SCOTIA AND
NEWFOUNDLAND AND LABRADOR

AND

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

AND

IN THE MATTER OF
COGNICASE INC.

MRRS DECISION DOCUMENT

WHEREAS the local securities regulatory authority or regulator (the "Decision Maker") in each of Alberta, Saskatchewan, Ontario Québec, Nova Scotia and Newfoundland and Labrador (the "Jurisdictions") has received an application from Cognicase Inc. ("Cognicase") for a decision under the securities legislation of the Jurisdictions (the "Legislation") that Cognicase be deemed to have ceased to be a reporting issuer, or the equivalent thereof, under the Legislation;

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

AND WHEREAS Cognicase has represented to the Decision Makers that:

1. Cognicase was incorporated in October 1991 under the C*anada Business Corporations Act* (the "CBCA").

2. The head office of Cognicase is located at 111 Duke Street, 9th Floor in Montréal (Québec).

3. The authorized capital of Cognicase is comprised of an unlimited number of common shares and an unlimited number of preferred shares, without par value, issuable in series. As at January 29, 2003, there were 71,487,545 common shares outstanding.

4. Pursuant to the offer by CGI Group Inc. ("CGI") to purchase all of the outstanding common shares, and the compulsory acquisition as per Section 206 of the CBCA, CGI became the sole shareholder of Cognicase, on February 20, 2003.

5. Cognicase has no other securities, including debt securities, outstanding other than the common shares held by CGI.

6. Cognicase Shares were delisted from the Nasdaq National Market before the opening of the markets on January 21, 2003 and were delisted from the Toronto Stock Exchange on January 28, 2003.

7. Cognicase is not in default of any of the requirements of the Legislation, except the fact that the annual financial statements, the annual report and the annual information form, where applicable, for the year ended September 30, 2002 have not been filed with the Jurisdictions and sent to the holders of its securities, at the latest February 17, 2003.

8. Cognicase does not intend to seek public financing by way of an offering of its securities.

AND WHEREAS under the System, this MRRS Decision Document evidences the decision of each Decision Maker (collectively, the "Decision");

AND WHEREAS each of the Decision Makers is satisfied that the test contained in the Legislation that provides the Decision Maker with the jurisdiction to make the Decision has been met;

THE DECISION of the Decision Makers under the Legislation is that Cognicase is deemed to have ceased to be a reporting issuer, or the equivalent thereof, under the Legislation.

March 4, 2003.

"Josée Deslauriers"

2.1.2 Maritime Life Canadian Funding - MRRS Decision

Headnote

Mutual Reliance Review System for Exemptive Relief Applications - Continuous Disclosure - Insider Reporting Requirements – reporting issuer a special purpose trust - exempted from continuous disclosure and insider reporting requirements, subject to certain conditions. Disclosure and reporting required to be provided by these provisions would not be meaningful to security holders.

Applicable Ontario Statutory Provisions

Securities Act, R.S.O. 1990, c. S.5, as am., ss. 75, 77, 79, 80(1)(b)(iii), 81, 107, 108, 109 and 121(2).

IN THE MATTER OF
THE SECURITIES LEGISLATION OF
BRITISH COLUMBIA, ALBERTA, SASKATCHEWAN, MANITOBA, ONTARIO, QUÉBEC, NOVA SCOTIA, AND NEWFOUNDLAND AND LABRADOR

AND

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

AND

IN THE MATTER OF
MARITIME LIFE CANADIAN FUNDING

MRRS DECISION DOCUMENT

WHEREAS the securities regulatory authority or regulator (the "Decision Maker") in each of British Columbia, Alberta, Saskatchewan, Manitoba, Ontario, Québec, Nova Scotia and Newfoundland and Labrador (collectively, the "Jurisdictions") has received an application from Maritime Life Canadian Funding (the "Trust") for a decision pursuant to the securities legislation of the Jurisdictions (the "Legislation") that:

a. the requirements contained in the Legislation to:

(i) make an annual filing (the "Annual Filing") with the Decision Makers in lieu of filing an information circular, where applicable;

(ii) file an information circular with the Decision Maker in Québec and deliver such information circular to noteholders (the "Noteholders") of the Trust;

(iii) file unaudited interim financial statements (the "Interim Financial Statements") with the Decision Makers and deliver such Interim Financial Statements to Noteholders of the Trust;

(iv) file interim management's discussion and analysis ("Interim MD&A") of the financial condition and results of operations of the Trust with the Decision Makers in Ontario and Saskatchewan and send such Interim MD&A to security holders of the Trust (the "Interim MD&A Requirement"); and,

(v) file material change reports and press releases related thereto, only where such requirement relates solely to a material change in the affairs of The Maritime Life Assurance Company ("Maritime Life") and which is the subject of a filing by Maritime Life (the "Material Change Reporting Requirement");

shall not apply to the Trust, subject to certain terms and conditions; and

b. the requirements contained in the Legislation for an insider of a reporting issuer to file:

(i) reports disclosing the insider's direct or indirect beneficial ownership of, or control or direction over, securities of the reporting issuer;

(ii) disclosing any trade by the insider in such securities;

(iii) an insider profile report under National Instrument 55-102 – System for Electronic Disclosure by Insiders (collectively, the "Insider Reporting Requirements");

shall not apply to insiders of the Trust and its successors who are not also insiders of Maritime Life and who do not receive or have access to, in the ordinary course, information as to material facts or material changes concerning the Trust before the material facts or material changes are generally disclosed;

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

AND WHEREAS the Trust represented to the Decision Makers that:

The Trust

1. The Trust was established as a special purpose trust by RBC Dominion Securities Inc. ("RBC DS"), as settlor, under a declaration of trust dated August 15, 2001, as amended by the first supplement to the declaration of trust dated December 14, 2001 (collectively, the "Declaration of Trust"). The Declaration of Trust was made by The Canada Trust Company (the "Trustee") and is governed by the laws of the Province of Ontario. The current beneficiary of the Trust is a charitable organization.

2. The Trustee performs its duties as trustee of the Trust from its offices in Toronto, Ontario.

3. The current auditors of the Trust are KPMG LLP, Toronto, Ontario.

4. Pursuant to the terms of the Declaration of Trust, the business activities of the Trust are substantially limited to:

   (a) conducting, operating and administering the Trust's programme (the "Programme") of acquiring, through a dealer or an affiliate thereof, annuities issued by Maritime Life (the "Annuities");

   (b) financing such acquisitions through the issue of annuity-backed, secured, limited recourse debt securities (the "Notes"); and

   (c) engaging in such activities which, in the reasonable opinion of the Trustee, are reasonably incidental or ancillary to (a) and (b) or required by any agreement relating thereto.

The Trust is otherwise limited from carrying on any active business.

5. The Trust has no assets other than a $1,000 initial contribution to the Trust, the Annuities, the Indemnity (as defined below at paragraph 15), other collateral held from time to time as security for a series of Notes, amounts held from time to time in expense accounts to finance various costs and expenses of the Trust, and related contractual rights under the documents establishing the Programme.

6. The Trust is a reporting issuer or the equivalent thereof in each of the Jurisdictions as a consequence of having filed a short form base shelf prospectus dated December 21, 2001 (the "Shelf Prospectus") in the Jurisdictions for the purpose of distributing Notes, and is not, to the Trustee's knowledge, in default of any requirement under the Legislation.

Maritime Life

7. As set out more particularly in Maritime Life's most recent Annual Information Form dated March 14, 2002, Maritime Life was amalgamated under the provisions of the *Insurance Companies Act* (Canada) ("ICA") on January 1, 2002. Maritime Life was originally incorporated by private act of the Legislature of Nova Scotia on April 29, 1922. It commenced business on March 6, 1924. In 1969, Maritime Life became a wholly-owned subsidiary of The John Hancock Life Insurance Company and today is an indirectly held wholly-owned subsidiary of John Hancock Financial Services, Inc. ("John Hancock") of Boston, Massachusetts. On December 24, 1999, Maritime Life was continued under the ICA. John Hancock Canadian Holdings Limited, a wholly-owned subsidiary of John Hancock, currently owns all of the common shares of Maritime Life. Maritime Life's reporting profile indicates that it is a reporting issuer or the equivalent thereof in each of the Jurisdictions.

8. As set out more particularly in Maritime Life's quarterly report to shareholders for the nine month period ended September 30, 2002, the authorized share capital of Maritime Life consists of 5,000,000 Maritime Life common shares, 3,960,000 Maritime Life First Preferred Shares of which 1,400,000 have been designated as Maritime Life Series A First Preferred Shares and 8,000,000 Maritime Life Second Preferred Shares, of which 4,000,000 have been designated as Maritime Life Series 1 Second Preferred Shares and 4,000,000 have been designated as Maritime Life Series 2 Second Preferred Shares. As at September 30, 2002, Maritime Life had outstanding 350,175 Maritime Life Common Shares and 1,400,000 Maritime Life Series A Preferred Shares and 4,000,000 Maritime Life Series 1 Second Preferred Shares. Subsequent to September 30, 2002, Maritime Life authorized and issued an additional 4,000,000 Maritime Life Second Preferred Shares designated as Maritime Life Series 3 Second Preferred Shares, as set out more particularly in Maritime Life's short form prospectus dated December 6, 2002. The Maritime Life First Preferred Shares and Maritime Life Second Preferred Shares are issuable in series, with each series to consist of such number of Shares with such designation, rights, restrictions, conditions and limitations as Maritime Life's Board of Directors may determine.

The Notes

9. The Trust will offer the Notes from time to time under prospectus supplements to the Shelf Prospectus. As of the date of this application, the Trust has issued $150,000,000 aggregate principal amount of floating-rate Notes, designated Series 2002-1 (the "Series 2002-1 Notes") and $200,000,000 aggregate principal amount of 5.390% Notes, designated Series 2002-2 (the "Series 2002-2 Notes").

10. Apart from the Series 2002-1 Notes and the Series 2002-2 Notes, the Trust currently has no securities issued or outstanding.

11. The Notes are issued by the Trust in accordance with the terms of:

    (a) a trust indenture dated December 21, 2001, as supplemented, amended or consolidated, from time to time (the "Indenture"), under which Computershare Trust Company of Canada is the indenture trustee (the "Indenture Trustee"); and

    (b) a master programme agreement dated December 21, 2001 (the "Master Programme Agreement") between the Trust, the Trustee, the Indenture Trustee, Maritime Life, RBC DS, and certain other securities dealers who may offer Notes. The provisions of the Master Programme Agreement include the following:

        (i) a detailed set of obligations, conditions, and limitations relating to the issuance of the Annuities by Maritime Life;

        (ii) representations and warranties by each of the parties relating to its existence, business, power and capacity, and the truth and completeness of information regarding such parties in the Shelf Prospectus, as supplemented by an applicable prospectus supplement;

        (iii) representations and warranties by Maritime Life to each of the other parties relating to the issuance of Annuities;

        (iv) undertakings of Maritime Life to each of the other parties to comply with applicable laws (including its continuous disclosure obligations applicable to it under the Legislation), to deliver the Trust and the Trustee continuous disclosure information required by the Act in the event Maritime Life is no longer a reporting issuer and Notes remain outstanding, and to deliver information respecting any material change in the affairs of Maritime Life;

        (v) an indemnity by Maritime Life to each of the parties in respect of certain aspects of the Programme (the details of such indemnity with respect to costs and expenses associated with the Programme are described in paragraph 15); and

        (vi) an acknowledgement respecting the limited liability of the Trustee.

12. The obligations of the Trust under each series of Notes and to related obligees of the Trust will be payable only from cashflows from, and the recourse of the Noteholders will be limited to the related security over, the "Series Collateral" applicable to such series. "Series Collateral" for a series refers to the right, title and interest and property of the Trust in and to the following:

    (a) each Annuity issued by Maritime Life and acquired by the Trust in connection with such series;

    (b) certain contractual obligations relating to such series ("Series Specific Contractual Obligations"); and

    (c) all related rights, entitlements, privileges and benefits derived from the Annuity and Series Specific Contractual Obligations and related contractual rights, proceeds and other rights and property relating to such series.

13. The maturity, payment and annuity rate provisions of an Annuity acquired by the Trust in connection with the issuance of a tranche of Notes are structured so that Maritime Life is obligated to make payments under that Annuity which are sufficient to satisfy the Trust's scheduled principal, interest (if any) and other payment obligations (if any) in connection with the tranche, and the Trust's costs and expenses related to that tranche.

14. The costs associated with issuing a tranche of Notes will be financed by a non-interest bearing, unsecured, subordinated, limited recourse loan made to the Trust by Maritime Life (a related "Series Subordinated Loan"). Repayment of a Series Subordinated Loan is funded from the

payments to the Trust under the applicable Annuity.

15. Under the Master Programme Agreement, Maritime Life has granted to the Trust an indemnity (the "Indemnity") with respect to claims, liabilities, losses, costs and expenses which the Trust may incur in respect of:

(a) certain amounts owed by the Trust under the Indenture to the Indenture Trustee;

(b) amounts payable by the Trust with respect to any unauthorized mortgage, charge, lien, security interest or other charge or encumbrance against any Series Collateral;

(c) amounts to maintain, preserve or otherwise protect the Series Collateral or to carry out any of the transactions necessary under the Programme;

(d) fees and expenses to carry out the business of the Trust;

(e) amounts payable to the Trustee with respect to expenses or obligations for which the Trustee is not otherwise indemnified; and

(f) other obligations, costs and expenses incurred by the Trust in connection with the Programme,

other than amounts which a court determines have been caused by the bad faith, gross negligence or wilful conduct of the Trustee.

16. Maritime Life has also provided an indemnity to the Trust in respect of taxes which may be incurred by the Trust with respect to:

(a) amounts received by the Trust from the Annuities and any other amounts which form part of the Series Collateral; and

(b) amounts required to be included in the capital of the Trust in respect of the issuance of Notes to finance the acquisition of, or the payment of a premium under, an Annuity.

17. If an event of default occurs in respect of a series of Notes, remedies will be available to the Noteholders under the Indenture.

18. The Trustee's responsibilities on behalf of the Trust under the Programme documents are substantially limited to the following:

(a) preparing financial statements;

(b) preparing and filing tax returns;

(c) complying with continuous disclosure requirements from time to time applicable to the Trust under applicable laws;

(d) directing Maritime Life to deposit Annuity payments into an account created in respect of a series of Notes and paying principal, interest and any other amounts on the series of Notes from such account;

(e) instructing the Indenture Trustee to pay liabilities for a series from amounts on deposit in a related expense account;

(f) exercising the Trust's rights under the Programme documents, including claiming against Maritime Life under the Master Programme Agreement;

(g) providing required notices to the Indenture Trustee; and

(h) delivering documentation to rating agencies.

19. The market value of the Notes will depend primarily on the following:

(a) the creditworthiness of Maritime Life with respect to the Annuities and other contractual arrangements in place to fund payments in respect of the Notes;

(b) the Noteholders' security and remedies (directly and indirectly) under the Programme documents; and

(c) the rate of interest on the Notes in comparison to the prevailing Canadian interest rates.

20. The Trust will continue to file its AIF, annual financial statements and management's discussion and analysis thereon with the Decision Makers in accordance with the Legislation.

21. Noteholders are entitled and shall continue to be entitled to receive the following documentation and information:

(a) the Shelf Prospectus and prospectus supplement related to the series of Notes of which they are holders and, upon request, all documents incorporated by reference therein;

(b) the list of holders in the register of Noteholders for a particular series, provided that such Noteholder or Noteholders represent at least 10% of

the aggregate principal amount of a series and are accessing the list for the purpose of communicating with other Noteholders;

(c) notice by the Indenture Trustee to Noteholders of a series of the occurrence of a continuing event of default in respect of such series; and

(d) all such continuous disclosure documents of the Trust as the Trust as may be required to deliver to its security holders under the Legislation, if any, except as such requirements are modified by this Decision Document.

22. The Trust will issue press releases and file material change reports in accordance with the requirements of the Legislation in respect of material changes in its affairs which do not relate solely to the affairs of Maritime Life and which have not been the subject of a filing by Maritime Life.

AND WHEREAS pursuant to the System, this MRRS Decision Document evidences the decision of each Decision Maker (collectively, the "Decision");

AND WHEREAS each of the Decision Makers is satisfied that the test contained in the Legislation that provides the Decision Maker with the jurisdiction to make the Decision has been met;

THE DECISION of the Decision Makers pursuant to the Legislation is:

1. that the requirements contained in the Legislation:

(a) to make an Annual Filing, where applicable, with the Decision Makers in lieu of filing an information circular;

(b) to file an information circular with the Decision Maker in Québec and deliver such information circular to Noteholders resident in Québec;

(c) to file Interim Financial Statements with the Decision Makers and to deliver such Interim Financial Statements to Noteholders; and

(d) to satisfy the Material Change Reporting Requirement,

shall not apply to the Trust, provided that, at the time that any such requirement would otherwise apply:

(i) the Trust has filed a current AIF on SEDAR;

(ii) Maritime Life is a reporting issuer;

(iii) the Trust carries on no other business or activities other than those set out at paragraph 4 hereof;

(iv) the Trust complies with paragraph 22 hereof; and

(v) the Trust files a notice to Noteholders on SEDAR that it will undertake upon the request of a Noteholder to deliver to that Noteholder the continuous disclosure materials of Maritime Life which have been filed with the Decision Makers,

provided that this Decision shall terminate within thirty (30) days of a material change in the affairs of the Trust, except where such material change relates solely to the affairs of Maritime Life and which is the subject of a filing by Maritime Life, unless the Trust satisfies the Decision Makers that the Decision should continue, which satisfaction shall be evidenced in writing; and that

2. the Insider Reporting Requirements shall not apply to the Trust or any insider of the Trust, who is not otherwise an insider of Maritime Life and who does not receive or have access to, in the ordinary course, information as to material facts or material changes concerning the Trust before the material facts or material changes are generally disclosed.

February 28, 2003.

"Robert W. Korthals" "Robert L. Shirriff"

AND THE FURTHER DECISION of the Decision Makers in Ontario and Saskatchewan is that the Interim MD&A Requirement to file and send and deliver to the registered holders of Notes, as the case may be, the Interim MD&A, shall not apply to the Trust.

February 28, 2003.

"John Hughes"

2.1.3 McLean Budden Limited - MRRS Decision

Headnote

Exemptions from the mutual fund self-dealing prohibitions of clauses 111(2)(a), 111(3) and 118(2)(a) of the Securities Act (Ontario). Mutual funds allowed to make purchases and sales of securities of Sun Life Financial Services of Canada Inc. and CI Fund Management Inc., related companies to the manager of the mutual funds, and to retain those securities provided that a fund governance mechanism is used to oversee the holdings, purchases or sales of these securities for the mutual funds and to ensure that such holdings, purchases or sales have been made free from any influence by Sun Life Financial Services of Canada Inc. or CI Fund Management Inc., and without taking into account any consideration relevant to Sun Life Financial Services of Canada Inc. or CI Fund Management Inc.

Statutes Cited

Securities Act (Ontario), R.S.O. 1990 c. S.5, as am., 111(2)(a), 111(3) and 118(2)(a).

IN THE MATTER OF
THE SECURITIES LEGISLATION OF
BRITISH COLUMBIA, ALBERTA, SASKATCHEWAN,
ONTARIO, QUÉBEC, NOVA SCOTIA AND
NEWFOUNDLAND AND LABRADOR

AND

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

AND

IN THE MATTER OF
MCLEAN BUDDEN LIMITED ("MCLEAN BUDDEN")
MCLEAN BUDDEN BALANCED GROWTH FUND
MCLEAN BUDDEN CANADIAN EQUITY GROWTH FUND
MCLEAN BUDDEN CANADIAN EQUITY VALUE FUND
MCLEAN BUDDEN GLOBAL EQUITY FUND
(collectively, "MB Mutual Funds")
MB BALANCED GROWTH PENSION FUND
MB CANADIAN EQUITY GROWTH FUND
MB GLOBAL EQUITY FUND
MB BALANCED GROWTH FUND
MB CANADIAN EQUITY PLUS FUND
MB PRIVATE BALANCED FUND
MB CANADIAN EQUITY FUND
MB BALANCED FUND
MB CANADIAN EQUITY VALUE FUND
MB SELECT BALANCED FUND
MB SELECT CANADIAN EQUITY FUND
MB SELECT GLOBAL EQUITY FUND
MB BALANCED VALUE FUND
MB GLOBAL EQUITY GROWTH FUND
MB GLOBAL EQUITY VALUE FUND
MB LIFEPLAN INCOME FUND
MB LIFEPLAN GROWTH AND INCOME FUND
MB LIFPLAN GROWTH FUND
(collectively, "MB Pooled Funds")

MRRS DECISION DOCUMENT

WHEREAS McLean Budden has made an application for a decision (the "Decision") of the local securities regulatory authority or regulator (the "Decision Maker") in each of the provinces of British Columbia, Alberta, Saskatchewan, Ontario, Québec, Nova Scotia and Newfoundland and Labrador (the "Jurisdictions") pursuant to the securities legislation of the Jurisdictions (the "Legislation") that the following provisions of the Legislation do not apply so as to prevent the MB Mutual Funds and, where applicable, the MB Pooled Funds, or other mutual funds of which McLean Budden is or may be the manager or portfolio adviser (individually, a "Fund", and, collectively, the "Funds") from investing in, or continuing to hold an investment in, securities of the Sun Life Financial Services of Canada Inc. ("Sun Life") or in CI Fund Management Inc. ("CI"):

a. the provision prohibiting a mutual fund from knowingly making or holding an investment in any person or company who is a substantial security holder of the mutual fund, its management company or distribution company or in any person or company in which a substantial security holder of the mutual fund, its management company or its distribution company has a significant interest; and

b. the provision prohibiting the portfolio manager of an investment portfolio from causing the investment portfolio or in British Columbia prohibiting a mutual fund or a responsible person from causing a mutual fund to invest in an issuer in which a responsible person is a director or an officer unless the specific fact is disclosed to the client and the written consent of the client to the investment is obtained before the purchase (the provisions of a. and b. being, collectively, the "Investment Restrictions");

AND WHEREAS the Investment Restrictions described in paragraph (a) above are applicable to the MB Pooled Funds in the following Jurisdictions: Alberta, Ontario and Québec and the Investment Restrictions described in paragraph (b) above are applicable to the MB Pooled Funds in the following Jurisdictions: Alberta, Saskatchewan, Ontario, Québec, Nova Scotia and Newfoundland and Labrador.

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

AND WHEREAS unless otherwise defined, the terms herein have the meaning set out in National Instrument 14-101 Definitions or in Québec Commission Notice 14-101;

AND WHEREAS it has been represented by McLean Budden to the Decision Makers that:

1. Each of the MB Mutual Funds is a mutual fund within the meaning of the Legislation and is a reporting issuer subject to National Instrument 81-102.

2. Each of the MB Mutual Funds is not in default under the Legislation.

3. Each of the MB Pooled Funds is not a reporting issuer under the Legislation and is not subject to National Instrument 81-102.

4. McLean Budden is or will be the portfolio manager of the Funds and is or will be the management company of the Funds for purposes of the Legislation.

5. Securities of the Funds are or will be offered in all the Jurisdictions.

6. McLean Budden is a 57 percent owned indirect subsidiary of Sun Life and as a result Sun Life is a substantial security holder of McLean Budden.

7. Sun Life has approximately an aggregate 31.6 percent indirect ownership interest in CI through two of Sun Life's wholly-owned subsidiaries, Sun Life Assurance Company of Canada and Clarica Life Insurance Company and as a result CI is an issuer in which a substantial security holder of McLean Budden has a significant interest.

8. Certain directors and/or officers of McLean Budden who are responsible persons in respect of the Funds are also directors and/or officers of Sun Life and CI; however, such individuals do not participate in the formulation of, or generally have access prior to implementation to, the day to day investment decisions made on behalf of the Funds.

9. McLean Budden is prohibited by the Investment Restrictions from causing the investment portfolios of the Funds to invest in securities of Sun Life because:

    (i) Sun Life is a substantial security holder of the management company of the Funds; and

    (ii) Certain directors of McLean Budden are also directors and/or officers of Sun Life.

10. McLean Budden is prohibited by the Investment Restrictions from causing the investment portfolios of the Funds to invest in securities of CI because:

    (i) CI is an issuer in which a substantial security holder of the management company of the Funds has a significant interest; and

    (ii) certain directors of McLean Budden are also directors and/or officers of CI.

11. For purposes of the requirement of section 11.3(b) of Part B of Form 81-101 FI – Contents of Simplified Prospectus – under National Instrument 81-101, the broad based securities market index which is relevant to comparing the performance of many of the MB Mutual Funds is the BMO/TSX Composite Cap 10% Index. This is also an index against which the performance of the MB Pooled Funds is measured.

12. The common shares of Sun Life and CI are represented in the BMO/TSX Composite Cap 10% Index in approximately 2.9 percent and 0.3 percent respectively as at November 30, 2002.

13. With a market capitalization of over $17 billion Sun Life is currently the 8th largest company in the publicly traded Canadian equity market. It is currently the second largest company in the insurance sector in Canada. CI is the second largest publicly traded mutual fund company in the Canadian market and has a market capitalization of over $1.7 billion.

14. The number of publicly traded mutual fund companies in Canada has been significantly reduced over the last few years. CI represents one of the remaining opportunities for the Funds to invest in this sector.

15. In the context of the Canadian capital markets, the ability to invest in securities of Sun Life and CI is extremely important to the Funds. It is not prudent for a portfolio manager to arbitrarily exclude securities of such issuers from the universe of securities available for investment.

16. McLean Budden considers that it would be in the best interests of investors in the Funds if McLean Budden were permitted to invest the portfolios of the Funds in securities of Sun Life and/or CI where such investments are consistent with the investment objectives of the Funds.

17. McLean Budden has agreed to appoint an independent committee (the "Independent Committee") to review the Funds' purchases, sales and continued holdings of securities of Sun Life and CI to ensure that they have been made

free from any influence by Sun Life or CI and without taking into account any consideration relevant to Sun Life and CI or any associate or affiliate of Sun Life or CI.

18. In reviewing the Funds' purchases, sales and continued holdings of securities of Sun Life and CI, the Independent Committee will take into account the best interests of the unitholders of the Funds and no other factors.

19. Compensation to be paid to members of the Independent Committee will be paid on a per meeting plus expenses basis and will be allocated among the Funds in a manner that is considered by the Independent Committee to be fair and reasonable to the Funds.

AND WHEREAS pursuant to the System this MRRS Decision Document evidences the decision of each Decision Maker (collectively, the "Decision");

AND WHEREAS each of the Decision Makers is satisfied that the test contained in the Legislation that provides the Decision Maker with the Jurisdiction to make the Decision has been met;

THE DECISION of the Decision Makers pursuant to the Legislation is that:

1. McLean Budden and the MB Mutual Funds are exempt from the Investment Restrictions so as to enable the MB Mutual Funds to invest, and continue to hold an investment in, securities of Sun Life and CI;

2. McLean Budden and the MB Pooled Funds are exempt from the Investment Restrictions in each of the Jurisdictions in which such Investment Restrictions are applicable to the MB Pooled Funds (as described in the recitals to this decision) so as to enable the MB Pooled Funds to invest, and continue to hold an investment in, securities of Sun Life and CI; and

3. the 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 mutual fund governance in a manner that conflicts with or makes inapplicable any provision of this Decision;

provided that:

a. McLean Budden has appointed the Independent Committee to review the Funds' purchases, sales and continued holdings of securities of Sun Life and CI;

b. the Independent Committee has at least three members, none of whom is an employee, director, officer or associate of:

(i) Sun Life or CI;

(ii) McLean Budden or any other portfolio manager of the Funds; or

(iii) any associate or affiliate of Sun Life, CI, McLean Budden or any other portfolio manager of the Funds;

c. the Independent Committee has a written mandate describing its duties and standard of care which, at a minimum, sets out these conditions;

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

e. none of the Funds relieves 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 (d);

f. none of the Funds indemnifies the members of the Independent Committee against legal fees, judgements and amounts paid in settlement as a result of a breach of the standard of care set out in paragraph (d);

g. none of the Funds incurs 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 (d);

h. the cost of any indemnification or insurance coverage paid for by McLean Budden, any other portfolio manager of the Funds, or any associate or affiliate of McLean Budden or any other portfolio managers of the Funds to indemnify or insure the members of the Independent Committee in respect of a loss that arises out of a failure to satisfy the standard of care set out in paragraph (d) is not paid either directly or indirectly by the Funds;

i. the Independent Committee reviews the Funds' purchases, sales and continued holdings of securities of Sun Life and CI regularly, but not less frequently than quarterly or such shorter period as the Independent Committee may require;

j. the Independent Committee forms the opinion at any time, after reasonable inquiry, that the decisions made on behalf of each Fund by McLean Budden or the Fund's portfolio manager to purchase, sell or continue to hold securities of Sun Life and CI were, and continue to be, in the best interests of the Fund and to:

(i) represent the business judgement of McLean Budden or the Fund's portfolio manager, uninfluenced by considerations other than the best interests of the Fund;

(ii) have been made free from any influence by Sun Life or CI and without taking into account any consideration relevant to Sun Life or CI or any associate or affiliate of Sun Life or CI ; and

(iii) not exceed the limitations of the applicable legislation;

k. the determination made by the Independent Committee pursuant to paragraph (j) above is included in detailed written minutes provided to McLean Budden not less frequently than quarterly;

l. the reports required to be filed pursuant to applicable legislation with respect to every purchase and sale of securities of Sun Life and CI are filed on SEDAR in respect of the relevant Fund;

m. the Independent Committee advises the Decision Makers in writing of:

(i) any determination by it that condition (j) has not been satisfied with respect to any purchase, sale or holding of securities of Sun Life or CI;

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

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

(iv) any action taken, or proposed to be taken, by Sun Life, CI, McLean Budden or a portfolio manager of the Funds in response to the determinations referred to above;

n. the relationship between related parties including the percentage of ownership will be the initial information stated followed thereafter with disclosure of the existence, purpose, duties and obligations of the Independent Committee, the names of its members, whether and how they are compensated by the Funds, and the fact that they meet the requirements of condition (b);

(A) in the case of the MB Mutual Funds,

(i) in a press release issued, and a material change report filed, prior to reliance on the Decision;

(ii) in item 12 of Part A of the simplified prospectus of the Funds; and

(iii) on McLean Budden's internet website; and

(B) in the case of the MB Pooled Funds, in a written notice mailed to each investor.

February 28, 2003.

"Robert Korthals" "Robert L. Shirriff"

2.1.4 Delrina Corporation - MRRS Decision

Headnote

Mutual Reliance Review System for Exemptive Relief Applications - Reporting issuer deemed to have ceased to be a reporting issuer - only one security holder remaining.

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

Applicable Ontario Statutory Provisions

Securities Act, R.S.O. 1990, c. S.5, as am., ss. 1(1), 6(3) and 83.
Business Corporations Act, R.S.O. 1990, c. B.16, as am., s. 1(6).

IN THE MATTER OF
THE SECURITIES LEGISLATION OF
ONTARIO AND QUEBEC

AND

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

AND

IN THE MATTER OF
DELRINA CORPORATION

MRRS DECISION DOCUMENT

WHEREAS the local securities regulatory authority or regulator (the Decision Maker) in each of Ontario and Quebec (the Jurisdictions) has received an application from Delrina Corporation (the Issuer), a wholly-owned subsidiary of Symantec Corporation (Symantec), for:

(i) a decision under the securities legislation of the Jurisdictions (the Legislation) that the Issuer be deemed to have ceased to be a reporting issuer under the Legislation;

(ii) in Ontario only, an order under the *Business Corporations Act* (Ontario) (the OBCA) that the Issuer be deemed to have ceased to be offering its securities to the public;

AND WHEREAS, unless other defined, the terms herein have the meaning set out in National Instrument 14-101 – Definitions or in Quebec Commission Notice 14-101;

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

AND WHEREAS Symantec and the Issuer have represented to the Decision Makers that:

1. The Issuer is a corporation governed by the *Business Corporations Act* (Ontario) (the OBCA) with its registered office located at 895 Don Mills Road 700-2 Morneau Sobeco Centre Toronto, Ontario, M3C 1W3;

2. The Issuer is a reporting issuer in Ontario, British Columbia and Quebec and is not on the list of reporting issuers that are noted in default;

3. The exchangeable shares of the Issuer were listed on the Toronto Stock Exchange (the TSX). However, the exchangeable shares of the Issuer were de-listed from the TSX effective as of the close of business on November 22, 2002, following the exercise of a redemption call right by Symantec.

4. Symantec is a company incorporated under the laws of the State of Delaware, is subject to the reporting requirements of the United States Securities Exchange Act of 1934 and is not a reporting issuer under the Legislation of any the Jurisdictions;

5. Symantec's head office is located at Cupertino, California, U.S.A. Symantec's common shares are quoted on the National Association of Securities Dealers' Automated Quotation System (NASDAQ) and trade under the symbol "SYMC";

6. On November 22, 1995, Symantec and the Issuer entered into an acquisition agreement pursuant to which the Issuer was acquired by Symantec by way of an arrangement under section 182 of the OBCA (the Arrangement);

7. Pursuant to the Arrangement, each holder of the common shares of the Issuer exchanged the common shares of the Issuer for newly created exchangeable shares of the Issuer and the Issuer issued one class A preferred share to Symantec which was exchanged by it for one common share of the Issuer;

8. As a result of the Arrangement, Symantec has owned the only outstanding common share of the Issuer since 1995;

9. The above-noted Arrangement contemplated that the exchangeable shares would have a term of seven years starting from November 22, 1995, following which they would be either redeemed by the Issuer or purchased by Symantec through a redemption call right relating to the exchangeable shares of the Issuer. The exchangeable shares were intended to represent the economic value of a common share of Symantec, and were exchangeable at the option of the holder into a common share of Symantec;

10. On July 19, 2002, Symantec and the Issuer announced that Symantec had delivered a notice of its intent to purchase all of the outstanding exchangeable shares of the Issuer on November 22, 2002, pursuant to the exercise of Symantec's redemption call right relating to the exchangeable shares of the Issuer;

11. On November 22, 2002, Symantec completed the exercise of its redemption call right contained in the Arrangement, pursuant to which it purchased all of the outstanding exchangeable shares as of that date in exchange for the equivalent number of Symantec common shares. Since that date, Symantec has been the registered holder of all of the outstanding shares of all classes of the Issuer;

12. All the issued and outstanding securities of the Issuer are owned by Symantec.

13. The Issuer is not in default of any requirements of the Legislation.

14. No securities of the Issuer are listed or quoted on any market or exchange.

15. The Issuer does not intend to seek public financing by way of an offering of its securities.

AND WHEREAS under the System, this MRRS Decision Document evidences the decision of each Decision Maker (collectively, the Decision);

AND WHEREAS each of the Decision Makers is satisfied that the test contained in the Legislation that provides the Decision Maker with the jurisdiction to make the Decision has been met;

THE DECISION of the Decision Makers under the Legislation is that the Issuer is deemed to have ceased to be a reporting issuer under the Legislation;

March 4, 2003.

"John Hughes"

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

March 4, 2003.

"Robert W. Korthals" "Robert L. Shirriff"

2.1.5 RBC Dominion Securities Inc. et al. - MRRS Decision

Headnote

Mutual Reliance Review System for Exemptive Relief Applications – revocation and restatement of MRRS Decision Document dated October 31, 2002 In The Matter of RBC Dominion Securities Inc. and In The Matter of Strip Residuals, Strip Coupons and Strip Packages (Including Packages of Strip Coupons and Par Adjusted Rate Strips™) Derived by RBC Dominion Securities Inc. from Debt Obligations of Canadian Corporate and Trust Issuers ("CARS and PARS Programme") of RBC Dominion Securities Inc. permitting Strip Securities to be issued under the CARS and PARS Programme by other dealers in addition to RBC Dominion Securities Inc.

Exemption granted from the eligibility requirements of National Instrument 44-102 Shelf Distributions and National Instrument 44-101 Short Form Prospectus Distributions to permit the filing of an amended and restated shelf prospectus and prospectus supplements (the "Amended and Restated Prospectus") qualifying for distribution strip residuals, strip coupons and strip packages (the "Strip Securities") to be derived from debt obligations ("Underlying Obligations") of Canadian corporations and trusts; exemption also granted from the requirements that the Amended and Restated Prospectus contain a certificate of the issuer and that it incorporate by reference documents of the Underlying Issuer.

The exemptions are subject to the following conditions (i) all of the Underlying Obligations from which the Strip Securities are derived were qualified under prospectuses filed in British Columbia, Alberta, Ontario, Quebec, at least four months have passed from the sale of the Underlying Obligations and the distribution of the Underlying Obligations is complete; (ii) when the Strip Securities are sold the Underlying Issuer is eligible to file a short form prospectus; (iii) the Amended and Restated Prospectus is not effective after December 19, 2004; (iv) the Amended and Restated Prospectus complies with all the requirements of NI 44-101 and NI 44-102 except those from which an exemption is granted by the decision document or granted by the regulators as evidenced by the receipt for the Amended and Restated Prospectus; (v) the Filer issues a press release and files a material change report for each material change which affects the Strip Securities but not an Underlying Issuer and any change in CDS's Debt Clearing Procedures which may have a significant effect on a holder of Strip Securities; (vi) the Filer files the Amended and Restated Prospectus, the required material changes reports and all other documents related thereto on SEDAR under a SEDAR profile for the Strip Securities and pays all SEDAR filing fees (vii) if the Underlying Obligations Prospectus is not available through the SEDAR website, each Filer who is participating in the offering of the series of Strip Securities derived from those Underlying Obligations agrees to provide a copy of it without charge and (viii) the exemptions given do not apply to any offering of securities in which CIBC World Markets Inc. participates if any securities are distributed under the

prospectus dated February 11, 2003 filed for the C&T Strips Program of CIBC World Markets Inc. after the date following the date of the final receipt for the Amended and Restated Prospectus if those securities could have been distributed at the time under the Amended and Restated Prospectus.

Applicable Ontario Statutory Provisions

Securities Act, R.S.O. 1990, c. S.5, as am., subsection 58(1).

Applicable National Instruments

National Instrument 44-101 Short Form Prospectus Distributions.
National Instrument 44-102 Shelf Distributions.

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

AND

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

AND

IN THE MATTER OF
RBC DOMINION SECURITIES INC., BMO NESBITT BURNS INC., CIBC WORLD MARKETS INC., NATIONAL BANK FINANCIAL INC., SCOTIA CAPITAL INC. AND TD SECURITIES INC. (THE "DEALERS")

AND

IN THE MATTER OF
THE COUPONS AND RESIDUALS ("CARS"™) AND PAR ADJUSTED RATE STRIPS™ ("PARS"™) PROGRAMME OF THE DEALERS

MRRS DECISION DOCUMENT

WHEREAS RBC Dominion Securities Inc. obtained a MRRS Decision Document dated October 31, 2002 from the local securities regulatory authority or regulator (the "Decision Maker") in each of British Columbia, Alberta, Saskatchewan, Manitoba, Ontario, Québec, New Brunswick, Prince Edward Island, Nova Scotia, Newfoundland and Labrador, Yukon Territory, Northwest Territories and Nunavut (collectively, the "Jurisdictions") to permit it to establish a strip bond product programme to be offered by shelf prospectus;

AND WHEREAS CIBC World Markets Inc. obtained a MRRS Decision Document dated January 29, 2003 from the Decision Makers to permit it to establish a similar strip bond programme to be offered by shelf prospectus;

AND WHEREAS the Decision Makers have received a subsequent application from RBC Dominion Securities Inc., BMO Nesbitt Burns Inc., CIBC World Markets Inc., National Bank Financial Inc., Scotia Capital Inc. and TD Securities Inc. (each a "Filer", and collectively, the "Filers" or the "Dealers") for a decision pursuant to the securities legislation of the Jurisdictions (the "Legislation") that the following requirements shall not apply, in respect of any Underlying Issuer (as defined below) whose Underlying Obligations (as defined below) are purchased by the Filer(s) on the secondary market, and separate components of interest, principal or combined principal and interest components derived therefrom sold under the CARS and PARS Programme (as defined below):

(a) Section 2.1 of National Instrument 44-102 *Shelf Distributions* ("NI 44-102") and section 2.1 of National Instrument 44-101 *Short Form Prospectus Distributions* ("NI 44-101") so that an amended and restated short form prospectus (which amends and restates the base shelf prospectus dated November 19, 2002 for the CARS and PARS Programme) which is a base shelf prospectus together with the appropriate prospectus supplements (the "Amended and Restated Prospectus") can be filed to offer the Strip Securities (as defined below) in the Jurisdictions;

(b) the requirements of the Legislation that the Amended and Restated Prospectus contain a certificate of the issuer; and

(c) the requirements of the Legislation that the Amended and Restated Prospectus incorporate by reference documents of an Underlying Issuer.

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

AND WHEREAS, unless otherwise defined, the terms herein have the meaning set out in National Instrument 14-101 *Definitions* or in Quebec Securities Commission Notice 14-101;

AND WHEREAS the Filers have represented to the Decision Makers that:

1. The Filers propose to operate a strip bond product programme (the "CARS and PARS Programme") to be offered by shelf prospectus;

2. The CARS and PARS Programme will be operated by purchasing, on the secondary market,

publicly-issued debt obligations of Canadian corporate and/or or trust issuers ("Underlying Issuers"), which obligations will carry an "approved rating" as such term is defined in NI 44-101 (the "Underlying Obligations"), at the time of the closing of the discrete offering in respect of the related strip securities (the "Offering Date"), and deriving separate components therefrom, being:

(a) separate components of principal ("Strip Residuals") and interest ("Strip Coupons"), and/or

(b) packages of strip securities ("Strip Packages"), including packages of:

(i) Strip Coupons; and

(ii) Par Adjusted Rate Strips ("PARS"). PARS will comprise an entitlement to receive the principal amount of, and a portion, equal to a market rate (at the time of issuance of the PARS), of the interest payable under the Underlying Obligations.

The Strip Residuals, Strip Coupons and Strip Packages (including packages of Strip Coupons and PARS) are each referred to as "Strip Securities");

3. The relevant Underlying Issuer will, to the best of the knowledge of each Filer participating in the relevant offering under the CARS and PARS Programme, be eligible to file a short form prospectus under NI 44-101 (whether such eligibility results from the specific qualification criteria of NI 44-101 or from the granting of an exemption from those criteria) at the Offering Date;

4. The Underlying Obligations will have been distributed under a prospectus for which a receipt was granted by the regulator in British Columbia, Alberta, Ontario, and Quebec;

5. A single short form base shelf prospectus has been established for the CARS and PARS Programme as a whole, with a separate series of Strip Securities being offered under a discrete prospectus supplement for each distinct series or class of Underlying Obligations;

6. It is expected that the Strip Securities will be predominantly sold to retail customers;

7. The CARS and PARS Programme is designed to provide a mechanism for retail investors to participate in the secondary market for corporate debt. The PARS component of the CARS and PARS Programme is designed to make available a strip package that is priced at or about par by way of including an interest component reflective of a current market rate plus return of principal at maturity;

8. It is expected that the Filers, or certain of them, will periodically identify, as demand indicates, series of outstanding debt obligations of Canadian corporations or trusts and will purchase and "repackage" individual series of these for sale under the CARS and PARS Programme as discrete series of Strip Securities. In purchasing the Underlying Obligations and creating the Strip Securities, the Filers will not enter into any agreement or other arrangements with the Underlying Issuers;

9. The Amended and Restated Prospectus will refer purchasers of the Strip Securities to the System for Electronic Document Analysis and Retrieval ("SEDAR") website maintained by The Canadian Depository for Securities Limited ("CDS") (currently located at www.sedar.com) where they can obtain the continuous disclosure materials of the Underlying Issuer;

10. The Filers, or certain of them, may, from time to time, form and manage a selling group consisting of other registered securities dealers to solicit purchases of and sell to the public the Strip Securities;

11. The Strip Securities will be sold in series, each such series relating to separate Underlying Obligations of an Underlying Issuer. The base shelf prospectus for use with the CARS and PARS Programme will describe the CARS and PARS Programme in detail. The shelf prospectus supplement for any series of Strip Securities that are offered will describe the specific terms of the Strip Securities;

12. Each offering of Strip Securities will be derived from one or more Underlying Obligations of a single class or series of an Underlying Issuer. The Filer(s) participating in each offering under the CARS and PARS Programme intend to separate the Underlying Obligations for such series into separate principal and interest components, or strip bonds. These components will, in connection with each series, be re-packaged if and as necessary to create the Strip Securities;

13. The Strip Residuals of a particular series will consist of the entitlement to receive payments of a portion of the principal amounts payable under the Underlying Obligations, if, as and when paid by the Underlying Issuer on the Underlying Obligations, in accordance with their respective terms;

14. The Strip Coupons of a particular series will consist of the entitlement to receive a payment of

a portion of the interest payable under the Underlying Obligations, if, as and when paid by the Underlying Issuer on the Underlying Obligations, in accordance with their respective terms;

15. The Strip Packages will consist of the entitlement to receive (a) in the case of PARS, both payments of a portion of the principal amounts payable and periodic payments of a portion equal to a market rate (at the time of issuance of the PARS) of the interest payable under the Underlying Obligations, and/or (b) in the case of packages consisting of Strip Coupons, periodic payments of portions of the interest payable, or the principal amounts payable, under the Underlying Obligations, in each case, if, as and when paid by the Underlying Issuer on the Underlying Obligations, in accordance with their respective terms;

16. Holders of a series of Strip Securities will be entitled to payments from cash flows from the related Underlying Obligations if, as and when made by the respective Underlying Issuer. The Strip Securities of one series will not be entitled to receive any payments from the cash flows of Underlying Obligations related to any other series. As the Underlying Issuers will be the sole obligors under the respective Underlying Obligations, holders of Strip Securities will be entirely dependent upon the Underlying Issuers' ability to perform their respective obligations under their respective Underlying Obligations;

17. The Strip Securities will be sold at prices determined by the Filers from time to time and, as such, these may vary as between purchasers of the same series and during the offering period of Strip Securities of the same series. In quoting a price for the Strip Securities, the Filers will advise the purchaser of the annual yield to maturity thereof based on such price;

18. The Underlying Issuers will not receive any proceeds, and the Filers will not be entitled to be paid any fee or commission by the Underlying Issuers, in respect of the sale by the Filers or the members of any selling group of the Strip Securities. Each Filer's overall compensation will be increased or decreased by the amount by which the aggregate price paid for a series of the Strip Securities by purchasers exceeds or is less than the aggregate price paid by such Filer for the related Underlying Obligations;

19. The maturity dates of any particular series of Strip Coupons and the interest component of Strip Packages will be coincident with the interest payment dates for the Underlying Obligations, with terms of up to 30 years or longer. The maturity date of a particular series of Strip Residuals and the principal component of Strip Packages, if any, will be the maturity date of the Underlying Obligations for the series;

20. The Strip Securities will be issuable in Canadian and U.S. dollars and in such minimum denomination(s) and with such maturities as may be described in the applicable shelf prospectus supplement;

21. The Underlying Issuers will be Canadian corporations or trusts. The Underlying Obligations are securities of the Underlying Issuers. The Strip Securities will be derived without regard, except as to ratings and eligibility to file a short form prospectus under NI 44-101, for the value, price, performance, volatility, investment merit or creditworthiness of the Underlying Issuers historically or prospectively;

22. To be eligible for inclusion in the CARS and PARS Programme, the Underlying Obligations must have been qualified for distribution under a prospectus for which a receipt was issued by the regulators in British Columbia, Alberta, Ontario and Quebec, at least four months must have passed from the date of closing of the original issue of the relevant class or series of Underlying Obligations and the distribution of the Underlying Obligations must be complete;

23. The Filers will cause all Underlying Obligations from which the Strip Securities will be derived and which are not already in the CDS system to be delivered to CDS and registered in the name of CDS. The Underlying Obligations from which the Strip Securities will be derived will, except in very limited circumstances, be held by CDS until their maturity and will not otherwise be released or removed from the segregated account used by CDS to maintain the Underlying Obligations. A separate security identification number or ISIN will be assigned by CDS to each series of Strip Securities;

24. Pursuant to the operating rules and procedures of its Debt Clearing Service, or any successor operating rules and procedures, CDS will maintain book based records of ownership for the Strip Securities, entering in such records only the names of participants ("Participants") in the depository system of CDS. No purchaser of Strip Securities will be entitled to any certificate or other instrument from the Underlying Issuer, the Filers or CDS evidencing the Strip Securities or the ownership thereof, and no purchaser of Strip Securities will be shown on the records maintained by CDS except through the book entry account of a Participant. Upon the purchase of Strip Securities, the purchaser will receive only the customary confirmation slip that will be sent to such purchaser by one of the Filers or another Participant;

25. Transfers of beneficial ownership in Strip Securities will be effected through records maintained for Strip Securities by CDS or its nominee (with respect to interests of Participants) and on the records of Participants (with respect to interests of persons other than Participants). Beneficial holders who are not Participants, but who desire to purchase, sell or otherwise transfer beneficial ownership of, or any other interest in, such Strip Securities of a series, may do so only through Participants;

26. Payments in respect of a principal component (if any), interest component(s) (if any), or other amounts (if any) owing under a series of Strip Securities will be made from payments received by CDS in respect of the related Underlying Obligations from the relevant Underlying Issuer. Amounts payable on the maturity of the Strip Securities will be payable by the Underlying Issuer to CDS as the registered holder of the Underlying Obligations. Following receipt thereof, CDS will pay to each of its Participants shown on its records as holding matured Strip Securities the amount to which such Participant is entitled. The Filers will, and the Filers understand that each other Participant, who holds such Strip Securities on behalf of a purchaser thereof will, pay or otherwise account to such purchaser for the amounts received by it in accordance with the instructions of the purchaser to such Participant. Holders of a series of Strip Securities will not have any entitlement to receive payments under any Underlying Obligations acquired in connection with the issue of any other series of Strip Securities;

27. As the registered holder of the Underlying Securities, CDS will receive any voting rights in respect of the Underlying Obligations for the Strip Securities. CDS will allocate these rights to the holders of the Strip Securities in accordance with the operating rules and procedures of its Debt Clearing Service, or any successor operating rules and procedures, in effect at the time. These procedures currently provide for the distribution of the voting rights based on the "proportionate economic interest", determined as described in the base shelf prospectus for use with the CARS and PARS Programme. Such voting rights will be vested on a series by series basis. In order for a holder of Strip Securities to have a legal right to attend a meeting of holders of Underlying Obligations, or to vote in person, such holder of Strip Securities must be appointed as proxyholder for the purposes of the meeting by the CDS Participant through whom he or she holds Strip Securities;

28. In the event that an Underlying Issuer repays a callable Underlying Obligation prior to maturity in accordance with its terms, CDS will allocate the amount of proceeds it receives as the registered holder of the Underlying Obligations to the holders of the Strip Securities in accordance with the operating rules and procedures of its Debt Clearing Service, or any successor operating rules and procedures, in effect at the time. These procedures currently provide for the distribution of proceeds on the repayment of a callable Underlying Obligation based on the “proportionate economic interest”; and

29. Any other entitlements received by CDS with respect to the Underlying Obligations upon the occurrence of an event other than in respect of maturity, including entitlements on the insolvency or winding-up of an Underlying Issuer, the non-payment of interest or principal when due, or a default of the Underlying Issuer under any trust indenture or other agreement governing the Underlying Obligations, will be processed by CDS in accordance with the operating rules and procedures of its Debt Clearing Service, or any successor operating rules and procedures, in effect at the time. These procedures also currently provide for CDS to distribute the resulting cash and/or securities to the holders of the Strip Securities based on "proportionate economic interest". In addition, if the Underlying Issuer offers an option to CDS as the registered holder of the Underlying Obligations in connection with the event, the Filers understand that CDS will attempt to offer the same option to the holders of the Strip Securities, where feasible.

AND WHEREAS under the System, this MRRS Decision Document evidences the decision of each Decision Maker (collectively, the "Decision");

AND WHEREAS each of the Decision Makers is satisfied that the test contained in the Legislation that provides the Decision Maker with the jurisdiction to make the Decision has been met;

THE DECISION of the Decision Makers under the Legislation is that:

1. in respect of the CARS and PARS Programme:

   (a) An exemption is granted from section 2.1 of NI 44-102 and section 2.1 of NI 44-101 to permit the Amended and Restated Prospectus to be filed and receipts issued therefor;

   (b) The requirements in the Legislation that the Amended and Restated Prospectus contain a certificate of the issuer shall not apply; and

   (c) The requirement in the Legislation that the Amended and Restated Prospectus incorporate by reference any document of an Underlying Issuer shall not apply;

provided that:

(i) The Underlying Obligations were qualified for distribution under a prospectus (the "Underlying Obligations Prospectus") for which a receipt was issued by the regulators in British Columbia, Alberta, Ontario and Quebec, at least four months have passed from the date of closing of the original issue of the relevant class or series of Underlying Obligations and the distribution of the Underlying Obligations is complete;

(ii) If the Underlying Obligations Prospectus is not available through the SEDAR website, the prospectus supplement for the series of Strip Securities derived from the Underlying Obligations for which the prospectus is not available states that a copy of the Underlying Obligations Prospectus may be obtained, upon request, without charge, from each Filer who is participating in the offering of the series of Strip Securities derived from these Underlying Obligations;

(iii) To the best of the knowledge of the Filer(s) participating in a relevant offering under the CARS and PARS Programme, the relevant Underlying Issuer is eligible to file a short form prospectus under NI 44-101 (whether such eligibility results from the specific qualification criteria of NI 44-101 or from the granting of an exemption from those criteria) at the Offering Date;

(iv) A receipt issued for the Amended and Restated Prospectus issued in reliance on this Decision Document is not effective after December 19, 2004;

(v) The offering and sale of the Strip Securities complies with all the requirements of NI 44-102 and NI 44-101 as varied by NI 44-102, other than those from which an exemption is granted by this Decision Document or from which an exemption is granted in accordance with Part 11 of NI 44-102 by the securities regulatory authority or regulator in each of the Jurisdictions as evidenced by a receipt for the Prospectus;

(vi) The Filers issue a press release and file a material change report in respect of:

A. a material change to the CARS and PARS Programme which affects any of the Strip Securities other than a change which is a material change to an Underlying Issuer; and

B. a change in the operating rules and procedures of the Debt Clearing Service of CDS, or any successor operating rules and procedures in effect at the time, which may have a significant effect on a holder of Strip Securities.

(vii) The Filers file the Amended and Restated Prospectus, the material change reports referred to above, and all documents related thereto on SEDAR under a SEDAR profile for the Strip Securities and pay all filing fees applicable to such filings; and

(viii) The exemptions given in this Decision Document do not apply to any offering of securities in which CIBC World Markets Inc. participates if any securities are distributed under the prospectus dated February 11, 2003 filed for the C&T Strips Program of CIBC World Markets Inc. after the date following the date of the final receipt for the Amended and Restated Prospectus if those securities could have been distributed at the time under the Amended and Restated Prospectus; and

2. the MRRS Decision Document dated October 31, 2002 In The Matter of RBC Dominion Securities Inc. and In The Matter of Strip Residuals, Strip Coupons and Strip Packages (Including Packages

of Strip Coupons and Par Adjusted Rate Strips™) Derived by RBC Dominion Securities Inc. from Debt Obligations of Canadian Corporate and Trust Issuers ("CARS and PARS Programme") of RBC Dominion Securities Inc. is revoked effective as of the date following the date of the final receipt for the Amended and Restated Prospectus.

March 6, 2003.

"Margo Paul"

2.1.6 National Bank Financial Inc. and National Bank of Canada - MRRS Decision

Headnote

MRRS – Issuer is a related and connected issuer of the sole agent – issuer proposing distribution by prospectus of notes providing a return representing the return of a basket of securities managed by the agent – complete relief from independent underwriter requirement granted as agent has no input in the pricing of the notes and notes are clearly a house product of the issuer marketed exclusively to the existing clients of the issuer.

National Instruments Cited

National Instrument 33-105 – Underwriting Conflicts ss. 2.1 and 5.1.

IN THE MATTER OF
THE SECURITIES LEGISLATION OF
THE PROVINCES OF BRITISH COLUMBIA, ALBERTA,
ONTARIO, QUÉBEC, NEW BRUNSWICK,
NOVA SCOTIA, PRINCE EDWARD ISLAND,
NEWFOUNDLAND AND LABRADOR

AND

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

AND

IN THE MATTER OF
NATIONAL BANK OF CANADA
AND NATIONAL BANK FINANCIAL INC.

MRRS DECISION DOCUMENT

WHEREAS the local securities regulatory authority or regulator (the "Decision Maker") in each of British Columbia, Alberta, Ontario, Québec, New Brunswick, Nova Scotia, Prince Edward Island, Newfoundland and Labrador (collectively, the "Jurisdictions") has received an application from National Bank Financial Inc. ("NBF") and National Bank of Canada (the "Issuer") for a decision under the securities legislation of the Jurisdictions (the "Legislation") that the requirement contained in the Legislation regarding acting as an underwriter in connection with a distribution of securities of an issuer made by means of a prospectus where the issuer is a "related issuer" of the registrant (the "Independent Underwriter Requirements"), shall not apply to NBF in respect of the proposed distributions (the "Offerings") of an aggregate amount of up to $500,000,000 of notes (the "Notes") of the Issuer to be made under a short form shelf prospectus (the "Prospectus") and prospectus supplements (the "Prospectus Supplements") expected to be filed with the Decision Maker in each of the Jurisdictions;

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

AND WHEREAS, unless otherwise defined, the terms herein have the meaning set out in National Instrument 14-101 Definitions or in Québec Commission Notice 14-101;

AND WHEREAS NBF has represented to the Decision Makers that:

1. The Issuer is a bank governed by the *Bank Act* (Canada). The Issuer's head office and principal place of business is located at 600, de la Gauchetière Street West, Montreal, Québec, H3B 4L2.

2. The Issuer is a "reporting issuer" or the equivalent not in default under the Legislation of any of the provinces of Canada.

3. NBF is registered as a dealer under the Legislation of each of the Jurisdictions and has its head office and principal place of business in Québec.

4. NBF is a wholly-owned subsidiary of the Issuer.

5. The Offerings will consist of Notes of up to seven designations, issuable in series. Each designation of Notes will provide the holder with a return at maturity representing the return of a basket of securities managed by NBF (collectively, the "Baskets"). Capital of the Notes will not be guaranteed.

6. The Prospectus will qualify the offering of Notes of seven designations, e.g. the NBF Top-15 Basket Linked Notes, the NBF U.S. Basket Linked Notes, the NBF Growth Basket Linked Notes, the NBF Dividend Basket Linked Notes, the NBF Stripped Coupon Basket Linked Notes, the NBF Bond Basket Linked Notes and the NBF Asset Allocation Basket Linked Notes. Each issue of Notes will be made under a Prospectus Supplement and will constitute a new series of Notes of all relevant designations. The issue price of each Offering, along with other information regarding each issue of Notes, will be set forth in the Prospectus Supplement that will accompany the Prospectus.

7. All Notes of all designations and series issued in the same calendar year will have the same maturity date, which is expected to be December 31 on the tenth year following the year of issue of the Notes.

8. Holders of Notes will have no interest in the assets comprising the relevant Basket, but an entitlement under the Notes, enforceable against the Issuer, the value of which will be determined by the performance of the relevant Basket.

9. NBF intends to enter into an agency agreement (the "Agency Agreement") under which NBF would act as the Issuer's exclusive agent in respect of the sale of Notes by the Issuer, up to an aggregate principal amount of $500,000,000, under a Prospectus Supplement for each particular Offering.

10. The Notes issued at the initial closing date under the first Prospectus Supplement will constitute the first series of Notes and will be issued at an initial price per Note of $100 (U.S.$100 in respect of the NBF U.S. Basket Linked Notes and the NBF Asset Allocation Linked Notes). Thereafter, Notes will be sold at a price per Note equal to the Basket Value of the relevant Basket at that date. The "Basket Value" of a Basket will be calculated by reference to the return of the net asset value of the relevant Basket under a pre-determined formula (the "Formula").

11. The Issuer will retain an independent calculation agent to calculate the net asset value of the Baskets.

12. A management fee will be deducted from the assets comprising the Baskets and will include (i) a management fee payable to the Issuer and (ii) a management fee payable to NBF as manager of the Baskets. A structuring and sale fee will be paid by the Issuer to NBF as agent under the Offerings out of the management fee payable to the Issuer.

13. The Issuer and NBF will enter into a management agreement under which NBF will be responsible for the management of the Baskets.

14. Since NBF is a wholly-owned subsidiary of the Issuer, the Issuer is a related issuer to NBF under the definition of "related issuer" under the Legislation.

15. Under National Instrument No. 33-105 ("NI 33-105"), subject to certain exceptions, a registrant may not act as an underwriter or agent in a distribution of securities of a related issuer unless, among other things, an independent underwriter receives a certain portion of the total agents' fees.

16. Because of the nature of the Notes, NBF will have no input in the pricing of the Notes. As indicated above, the Notes will be initially priced at $100 (US$100 in respect of the NBF U.S. Basket Linked Notes and the NBF Asset Allocation Linked Notes). Thereafter, the price of issue of the Notes will be equal to the Basket Value which will be calculated under the Formulae and which will ultimately be determined by the market.

17. NBF as agent will not receive any benefit in connection with the Offerings other than the fee payable by the Issuer to NBF as agent.

18. The Prospectus will contain the information specified in Appendix "C" of NI 33-105 on the basis that the Issuer is a "related issuer" of NBF, including disclosure concerning the nature of the relationship with the Issuer (the "Disclosure Requirements").

19. The Issuer is not and it is not expected that the Issuer could be in financial difficulty.

AND WHEREAS under the System, this MRRS Decision Document evidences the decision of each Decision Maker (collectively, the "Decision");

AND WHEREAS each of the Decision Makers is satisfied that the test contained in the Legislation that provides the Decision Maker with the jurisdiction to make the Decision has been met;

THE DECISION of the Decision Makers under the Legislation is that the Issuer and NBF are exempt from the Independent Underwriter Requirements in connection with the Offerings, subject to compliance with the Disclosure Requirements.

August 27, 2002.

"Viateur Gagnon" "Micheline Brochu"

2.1.7 Big Rock Brewery Ltd. - MRRS Decision

Headnote

Mutual Reliance Review System for Exemptive Relief Applications - Decision declaring corporation to be no longer a reporting issuer following the acquisition of all of its outstanding securities by another issuer.

Applicable Ontario Statutory Provisions

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

IN THE MATTER OF
THE SECURITIES LEGISLATION OF
ALBERTA, SASKATCHEWAN, AND ONTARIO

AND

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

AND

IN THE MATTER OF
BIG ROCK BREWERY LTD.

MRRS DECISION DOCUMENT

1. WHEREAS the local securities regulatory authority or regulator (the "Decision Maker") in each of Alberta, Saskatchewan, and Ontario (the "Jurisdictions") has received an application from Big Rock Brewery Ltd. ("Big Rock") for a decision under the securities legislation of the Jurisdictions (the "Legislation") that Big Rock be deemed to have ceased to be a reporting issuer under the Legislation;

2. AND WHEREAS under the Mutual Reliance Review System for Exemptive Relief Application (the "System"), the Alberta Securities Commission is the principal regulator for the application;

3. AND WHEREAS, unless otherwise defined, the terms herein have the meaning set out in National Instrument 14-101 Definitions or in Québec Commission Notice 14-101;

4. AND WHEREAS Big Rock has represented to the Decision Makers that:

   4.1 Big Rock is a corporation formed by an amalgamation (the "Amalgamation") among Big Rock Brewery Ltd. and 1015047 Alberta Ltd. ("AcquisitionCo"), as part of a statutory arrangement (the "Arrangement") that occurred on January 10, 2003 under section 193 of the *Business Corporations Act* (Alberta) involving Big Rock, AcquisitionCo, Big Rock Income Trust (the "Trust") and the

shareholders and optionholders of Big Rock;

4.2 Big Rock is currently a reporting issuer in the Jurisdictions and became a reporting issuer in Alberta as a result of the Amalgamation;

4.3 Big Rock is not in default of any requirements of the Legislation;

4.4 the head and registered office of Big Rock is located in Calgary, Alberta;

4.5 the authorized capital of Big Rock consists of an unlimited number of common shares (the "Common Shares"), class "A" shares ("Class "A" Shares"), class "B" shares ("Class "B" Shares"), class "C" shares ("Class "C" Shares") and preferred shares of which there are currently 100 Class "A" Shares and 5,486,556 Class "C" Shares outstanding, all of which are held by the Trust;

4.6 the Trust is an unincorporated open-ended limited purpose trust established under the laws of Alberta and governed by a trust indenture dated November 18, 2002;

4.7 the head and registered office of the Trust is located in Calgary, Alberta;

4.8 the Trust is a reporting issuer in the Jurisdictions and in British Columbia, and is not in default of any of the requirements of the Legislation;

4.9 the trust units (the "Trust Units") of the Trust have been listed and posted for trading on the Toronto Stock Exchange since January 15, 2003;

4.10 under the Arrangement, Big Rock shareholders indirectly received one Trust Unit of the Trust in exchange for each Common Share held;

4.11 as a result of the Arrangement, all of the outstanding Common Shares and Class "B" Shares were cancelled and all of the Class "A" Shares and Class "C" Shares are held by the Trust;

4.12 the consolidated financial statements of the Trust will include the results of Big Rock's operations;

4.13 in addition to the outstanding Class "A" Shares and Class "C" Shares, and in connection with the Arrangement, Big Rock issued unsecured notes in the aggregate principal amount of $37,815,827 (the "Notes") issued under a note indenture dated January 10, 2003;

4.14 all of the Notes are held by the Trust;

4.15 the Common Shares of Big Rock Brewery Ltd. were delisted from the Toronto Stock Exchange on January 15, 2003 and were delisted from the NASDAQ system on January 13, 2003, and no securities of Big Rock are listed or quoted on any exchange or market;

4.16 other than the outstanding Class "A" Shares, Class "C" Shares and Notes, Big Rock has no securities, including debt securities, outstanding; and

4.17 Big Rock does not intend to seek public financing by way of an offering of its securities;

5. AND WHEREAS under the System, this MRRS Decision Document evidences the decision of each of the Decision Makers (collectively, the "Decision");

6. AND WHEREAS each of the Decision Makers is satisfied that the test contained in the Legislation that provides the Decision Maker with the Jurisdiction to make the Decision has been met;

7. THE DECISION of the Decision Makers under the Legislation is that Big Rock is deemed to have ceased to be a reporting issuer under the Legislation.

March 6, 2003.

“Patricia M. Johnston”

2.1.8 Provident Acquisitions Inc. - MRRS Decision

Headnote

Mutual Reliance Review System for Exemptive Relief Applications - issuer deemed to no longer be a reporting issuer.

Applicable Ontario Statutory Provisions

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

IN THE MATTER OF
THE SECURITIES LEGISLATION OF
ALBERTA, SASKATCHEWAN, ONTARIO,
QUEBEC, NOVA SCOTIA AND
NEWFOUNDLAND AND LABRADOR

AND

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

AND

IN THE MATTER OF
PROVIDENT ACQUISITIONS INC.
(FORMERLY MEOTA RESOURCES CORP.)

MRRS DECISION DOCUMENT

1. WHEREAS the local securities regulatory authority or regulator (the "Decision Maker") in each of the provinces of Alberta, Saskatchewan, Ontario, Quebec, Nova Scotia, and Newfoundland and Labrador (the "Jurisdictions") has received an application from Provident Acquisitions Inc. ("PAI") for a decision pursuant to the securities legislation of the Jurisdictions (the "Legislation") that PAI be deemed to have ceased to be a reporting issuer or equivalent under the Legislation;

2. AND WHEREAS, unless otherwise defined, the terms used herein have the meaning set out in National Instrument 14-101 *Definitions*;

3. AND WHEREAS pursuant to the Mutual Reliance Review System for Exemptive Relief Applications (the "System") the Alberta Securities Commission is the principal regulator for this application;

4. AND WHEREAS PAI has represented to the Decision Makers that:

   4.1 PAI was formed under the laws of Alberta on August 19, 2002;

   4.2 the authorized share capital of PAI consists of an unlimited number of common shares (the "Common Shares") and 6,000,000 shares exchangeable ("Exchangeable Shares") into units ("Units") of Provident Energy Trust ("Provident Trust"), of which one common share and 6,000,000 Exchangeable Shares are issued and outstanding as of October 2, 2002;

   4.3 the Common Share is indirectly owned by Provident Trust;

   4.4 PAI was the offeror under an offer to purchase (the "Offer") made by Provident Trust to acquire all of the issued and outstanding common shares of Meota Resources Corp. ("Meota");

   4.5 under the Offer, each holder of Meota common shares could elect to receive cash, a portion of a Unit, a portion of an Exchangeable Share, or a combination of cash, Units, and Exchangeable Shares;

   4.6 each Exchangeable Share entitles the holder to receive one Unit and an additional number of Units calculated based on the amount of any intervening distributions in respect of the Units;

   4.7 the Exchangeable Shares are the economic equivalent of the Units;

   4.8 there are a total of 46 registered holders of Exchangeable Shares who reside in the Jurisdictions as follows: 18 in Ontario, 15 in British Columbia, 7 in Quebec, and 6 in Alberta;

   4.9 no securities of PAI are traded on a marketplace as such term is defined in National Instrument 21-101 *Marketplace Operation*;

   4.10 Provident Trust has entered into a support agreement whereby it has agreed to provide the holders of Exchangeable Shares the same documents and information (including, but not limited to, its annual report and all proxy solicitation material) that it will provide to holders of Units under the Legislation;

   4.11 as a result of the Offer and the subsequent exercise of its rights of compulsory acquisition, PAI became the sole shareholder of Meota;

   4.12 PAI became a reporting issuer in British Columbia and the Jurisdictions by virtue of completing an amalgamation (the "Amalgamation") with Meota;

4.13 prior to the Amalgamation Meota was a reporting issuer in British Columbia and the Jurisdictions;

4.14 PAI has applied to the British Columbia Securities Commission (the "BCSC") under BC Instrument 11-502 for non-reporting status and has received a letter from staff of the BCSC advising that non-reporting status was in effect for PAI on November 15, 2002;

4.15 aside from the Common Share and the Exchangeable Shares, there are no securities of PAI, including debt securities, outstanding;

4.16 PAI is not in default of any of the requirements under the Legislation;

4.17 PAI does not intend to seek public financing by way of an offering of its securities;

5. AND WHEREAS under the System, this MRRS Decision Document evidences the decision of each Decision Maker (collectively, the "Decision");

6. AND WHEREAS each of the Decision Makers is satisfied that the test contained in the Legislation that provides the Decision Maker with the jurisdiction to make the Decision has been met;

7. THE DECISION of the Decision Makers under the Legislation is that PAI is deemed to have ceased to be a reporting issuer or the equivalent under the Legislation.

March 6, 2003.

"Patricia M. Johnston"

2.1.9 Six Continents plc et al. - MRRS Decision

Headnote

Mutual Reliance Review System for Exemptive Relief Applications – application for relief from registration and prospectus requirements in connection with certain trades arising out of a plan of arrangement and demerger involving issuer based in the United Kingdom – existing exemptions relating to arrangements and reorganizations arguably may not be available for certain trades for technical reasons – filer has *de minimis* connection to Canada – relief granted subject to resale restrictions.

Applicable Ontario Statutory Provisions

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

Applicable Ontario Rules

OSC Rule 45-501 – Exempt Distributions, s. 2.8.

Applicable Multilateral Instrument

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

IN THE MATTER OF
THE SECURITIES LEGISLATION OF
ONTARIO, MANITOBA AND NOVA SCOTIA

AND

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

AND

IN THE MATTER OF
SIX CONTINENTS PLC, NEWCO PLC AND TOPCO PLC

MRRS DECISION DOCUMENT

WHEREAS the local securities regulatory authority or regulator (the "Decision Maker") in each of Ontario, Manitoba and Nova Scotia (the "Jurisdictions") has received an application from Six Continents plc ("Six Continents"), TopCo plc ("TopCo") and NewCo plc ("NewCo", and together with Six Continents and TopCo, the "Applicants") for a decision under the securities legislation of the Jurisdictions (the "Legislation") that the requirement contained in the Legislation to file and obtain a receipt for a preliminary prospectus and a prospectus (the "Prospectus Requirement") and the requirement to register to trade in a security (the "Registration Requirement") shall not apply to the issuance of the NewCo Shares (as defined below) or to the first trades to be made by holders of NewCo Shares which shares were acquired pursuant to a reorganization of Six Continents;

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

AND WHEREAS, unless otherwise defined, the terms herein have the meaning set out in National Instrument 14-101 Definitions or in Québec Commission Notice 14-101;

AND WHEREAS the Applicants have represented to the Decision Makers as follows:

Background Information

1. Six Continents is a company which was incorporated and registered in England and Wales on 17 August 1967 as Bass Public Limited Company under the *Companies Acts 1948* to *1981.* Six Continents changed its name from Bass Public Limited Company to Six Continents plc on July 27, 2001.

2. Six Continents is a provider of hospitality services. Its hotel business (the "Hotel Business") includes brands such as InterContinental, Crowne Plaza and Holiday Inn and operates over 3,300 hotels in approximately 100 countries. Its retail business (the "Retail Business") includes pubs, bars and restaurants of brands such as All Bar One, Browns and O'Neills. Six Continents operates approximately 2000 sites, 1,100 of which are branded outlets. Six Continents is also the majority shareholder of the Britvic soft drinks business (the "Drinks Business").

3. As of November 29, 2002, the authorized share capital of Six Continents was £1,148,800,287 divided into 888,343,756 non-cumulative redeemable preference shares of 95½ pence each and 1,072,971,427 ordinary shares (the "Six Continents Shares") of 28 pence each, of which no non-cumulative redeemable preference shares and 866,614,035 ordinary shares have been issued and are credited as fully paid. The remainder are unissued.

4. Six Continents is currently listed on the London Stock Exchange (the "LSE") under the symbol "SXC". The closing market price of Six Continents Shares on November 28, 2002 was 590 pence and Six Continents' market capitalization on such date was approximately £5.1 billion.

5. TopCo was incorporated and registered in England and Wales under the *Companies Act, 1985* (the "Act") on October 2, 2002 as Hackplimco (No.111) Public Limited Company as a public company. NewCo was incorporated and registered in England and Wales under the Act on October 2, 2002 as Hackplimco (No.112) Public Limited Company as a public company.

6. Six Continents, TopCo and NewCo are not and do not intend to become reporting issuers under the Legislation.

7. As of November 29, 2002, there were approximately 172 Six Continents Shareholders resident in Canada. The Six Continents Shareholders resident in Canada hold approximately 136,049 shares representing approximately 0.0001 % of the Six Continents Shares. Of the Six Continents Shareholders resident in Canada, there are approximately 94 resident in Ontario, 38 resident in British Columbia, 20 resident in Alberta, 2 resident in Saskatchewan, 5 resident in Manitoba, 9 resident in Quebec, and 3 resident in Nova Scotia.

The Plan of Arrangement and Demerger

8. Six Continents is proposing to "demerge" its hotel, drinks and retail businesses by incorporating two new companies, TopCo and NewCo, to be listed on the LSE. One of the new holding companies, TopCo, will acquire all of the issued and outstanding shares of Six Continents by way of a plan of arrangement (the "Plan of Arrangement"). After the Plan of Arrangement has been completed, the Six Continents hotel and drinks businesses (without the retail business) will be transferred to the other newly-incorporated holding company, NewCo, by a series of transactions (the "Demerger").

9. Pursuant to the Plan of Arrangement, Six Continents Shareholders' Six Continents Shares will be exchanged for TopCo Shares on a one-for-one basis and a cash payment from TopCo (which will be paid a few days after such exchange) for each Six Continents Share held as of the record date of the Plan of Arrangement.

10. An application will be made for a meeting to be convened by the High Court of Justice in England and Wales (the "Court") to enable each Six Continents Shareholder to consider and, if thought fit, approve the Plan of Arrangement. The resolution must be approved by the majority in number of the Six Continents Shareholders representing not less than three-fourths of the nominal value of the Six Continents Shares held by such shareholders. In addition, an extraordinary general meeting of Six Continents will be convened for the Six Continents Shareholders to approve the Plan of Arrangement and Demerger and other matters relating to the Demerger.

11. A circular describing the Plan of Arrangement of TopCo (the "Six Continents Scheme Document") and forms of proxy will be sent to every Six Continents Shareholder, including those resident in Canada. The Six Continents Scheme Document shall be prepared in accordance with

the Act and the Listing Rules of the UK Listing Authority (some of which will be provided by cross reference to the listing particulars prepared in respect of each of TopCo and NewCo) and will provide, among other things, the following:

(a) general descriptions of the business of each of TopCo and NewCo following implementation of the Demerger;

(b) financial information on the hotel business and retain business segments of Six Continents and pro forma financials for TopCo and NewCo;

(c) the interests of the Six Continents directors and the effect of the Plan of Arrangement on their interests; and

(d) the conditions for the implementation of both the Plan of Arrangement and Demerger.

12. The Plan of Arrangement is conditional, *inter alia*, upon the following:

(a) approval of a majority of Six Continents Shareholders who represent not less than three-fourths of the nominal value of the Six Continents Shares voting at a meeting convened by the Court to approve the Plan of Arrangement;

(b) the passing of a special resolution of Six Continents Shareholders at an extraordinary general meeting;

(c) the sanction by the Court of the Plan of Arrangement, and the confirmation of the reduction in capital of Six Continents which comprises part of the Plan of Arrangement; and

(d) the registration by the Registrar of Companies of an office copy of the order of the Court sanctioning the Plan of Arrangement and reduction in capital.

13. The proposed court convened meeting and extraordinary general meeting of the Six Continents Shareholders are currently scheduled for March 12, 2003 and, if all of the conditions are met, it is expected that the Plan of Arrangement will be effective on April 11, 2003. On the effective date, the Six Continents Shares will be cancelled.

14. After the Plan of Arrangement has become effective, there will be a share consolidation, the precise terms of which are likely to be determined immediately prior to posting of the documents to shareholders. The number of shares in TopCo held by former Six Continents Shareholders will therefore be less than the number of Six Continents Shares held previously. In addition, there will be a reorganisation the effect of which shall be that the Retail Business will no longer be owned by Six Continents but by TopCo.

15. Pursuant to the Demerger, TopCo will issue NewCo Shares to TopCo shareholders at the Demerger record time on a one-for-one basis. The Demerger will be effected by a reduction of capital of TopCo. The reduction of capital of TopCo will take place as follows:

(a) after the Plan of Arrangement has become effective, the capital of TopCo will be reduced by reducing the nominal value of each TopCo Share by an amount to be determined by the directors of TopCo at the time to be at least the market value of all shares in Six Continents held by TopCo, with Six Continents being the holding company of the companies constituting the Hotel Business and Drinks Business at this stage;

(b) TopCo will transfer Six Continents to NewCo such that NewCo shall come to own all of the Hotel and Drinks Businesses; and

(c) the TopCo Shareholders on the date of record of the Demerger will be allotted and issued one NewCo Share, credited as fully paid, for each TopCo Share.

16. The following procedural steps, *inter alia*, must be taken in order for the Demerger to become effective:

(a) the Plan of Arrangement becoming effective;

(b) the passing of a special resolution of the Six Continents Shareholders at the extraordinary general meeting;

(c) the board of directors of TopCo resolving, following the Plan of Arrangement becoming effective, that the Demerger is in the best interests of Six Continents;

(d) the transfer of the Retail Business to TopCo having taken place;

(e) the High Court of Justice in England and Wales granting an order sanctioning the reduction of capital of TopCo; and

(f) the order referred to in (e) being registered by the Registrar of Companies at Companies House in Cardiff, UK.

17. Admission of the NewCo Shares and the TopCo Shares to the Official List and to trading on the LSE may also be a condition necessary to give effect to the Demerger. If all of the conditions of the Plan of Arrangement and Demerger are met, they will become effective. It is currently anticipated that listing of the TopCo Shares and NewCo Shares will become effective, and that dealings will commence, on April 15, 2003.

18. Listing particulars of TopCo and NewCo will also be provided to each Six Continents Shareholder, including those resident in Canada. The listing particulars will be prepared in accordance with the listing rules of the UK Listing Authority pursuant to the *Financial Services and Markets Act 2000*. The listing particulars will contain a description of the business of TopCo and NewCo. It will summarise the Plan of Arrangement and the Demerger. The Six Continents Scheme Documents will contain a more fulsome description of the Plan of Arrangement and the Demerger.

19. Generally, the purpose of the Six Continents Scheme Document, and the listing particulars is to provide sufficient information to all Six Continents Shareholders entitled to vote at the meetings to allow them to make an informed decision as to whether to vote in favour of or against the Plan of Arrangement and Demerger.

20. An application will be made for admission to the Official List of the UK Listing Authority and admission to trading on the LSE of the ordinary shares of each of TopCo and NewCo.

21. Every Six Continents Shareholder resident in Canada holding TopCo Shares and NewCo Shares after the completion of the Plan of Arrangement and Demerger will receive all continuous disclosure documents required to be sent to holders resident in England and Wales in the case of TopCo Shares and NewCo Shares pursuant to the laws, rules and regulations of England and Wales, and applicable stock exchange rules.

22. There is a *de minimis* number of Six Continents Shareholders in Canada and therefore there will be, upon implementation of the Plan of Arrangement and Demerger, a *de minimis* number of TopCo and NewCo shareholders in Canada.

23. An exemption from the Prospectus Requirements and Registration Requirements of the Legislation is not available for the issuance of the NewCo Shares in the Jurisdictions.

24. An exemption from the Prospectus Requirements of the Legislation is not available for the first trade in NewCo Shares in the Jurisdictions.

AND WHEREAS under the System, this MRRS Decision Document evidences the decision of each Decision Maker (collectively, the "Decision");

AND WHEREAS each of the Decision Makers is satisfied that the requirements contained in the Legislation that provide the Decision Maker with the jurisdiction to make the Decision has been met;

THE DECISION of the Decision Makers under the Legislation is that:

1. the Registration Requirement and the Prospectus Requirement shall not apply to the issuance of NewCo Shares in connection with the Plan of Arrangement and Demerger, provided that the first trade in securities acquired under this Decision in a Jurisdiction shall be deemed to be a distribution or primary distribution to the public under the Legislation of such Jurisdiction; and

2. the Prospectus Requirement shall not apply to the first trade in a security acquired under this Decision if the conditions in subsection 2.14(1) of Multilateral Instrument 45-102 *Resale of Securities* are satisfied.

February 12, 2003.

"R.W. Korthals" "R.L. Shirriff"

2.1.10 KeyWest Energy Corporation et al. - MRRS Decision

Headnote

Mutual Reliance Review System for Exemptive Relief Applications. Relief from registration and prospectus requirements for trades made in connection with an arrangement. Issuer deemed to be a reporting issuer. Requirements that one of the parties file a "current AIF" upon SEDAR to be a qualified issuer as contemplated under MI 45-102, shall not apply. Relief from "current AIF" requirement, subject to certain conditions.

Applicable Statutory Provisions

Securities Act, R.S.O. 1990, c. S.5, as am., sections 25, 53, 74 and 83.1(1).

Applicable Instruments

Multilateral Instrument 45-102 Resale of Securities.

IN THE MATTER OF
THE SECURITIES LEGISLATION OF
ALBERTA, BRITISH COLUMBIA, ONTARIO,
SASKATCHEWAN, MANITOBA, QUÉBEC,
NEW BRUNSWICK, NOVA SCOTIA,
PRINCE EDWARD ISLAND AND
NEWFOUNDLAND AND LABRADOR

AND

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

AND

IN THE MATTER OF
KEYWEST ENERGY CORPORATION,
LUKE ENERGY LTD., VIKING ENERGY ROYALTY
TRUST, VIKING HOLDINGS INC. AND
VIKING KEYWEST INC.

MRRS DECISION DOCUMENT

1. **WHEREAS** the local securities regulatory authority or regulator (the "Decision Maker") in each of Alberta, British Columbia, Ontario, Saskatchewan, Manitoba, Québec, Nova Scotia, New Brunswick, Prince Edward Island and Newfoundland (the "Jurisdictions") has received an application from KeyWest Energy Corporation ("KeyWest"), Viking Energy Royalty Trust ("Viking"), Luke Energy Ltd. ("Luke"), Viking Holdings Inc. ("VHI") and Viking KeyWest Inc. ("AcquisitionCo") (Viking, VHI and Acquisitionco collectively referred to as the "Viking Entities") (collectively, the "Filers") for a decision pursuant to the securities legislation of the Jurisdictions (the "Legislation") that:

   1.1 the registration and prospectus requirements of the Legislation (the "Applicable Legislation") in the Provinces of Alberta, Manitoba, Québec, New Brunswick and Newfoundland (the "Applicable Jurisdictions") shall not apply to certain trades made by the Viking Entities in connection with a proposed plan of arrangement (the "Arrangement") involving KeyWest, Viking, Luke and the Viking Entities; and

   1.2 (i) the registration and prospectus requirements of the Legislation of Alberta, Saskatchewan, Manitoba, Québec, New Brunswick, Prince Edward Island and Newfoundland shall not apply to certain trades made in securities of Luke; (ii) the immediate resale of the common shares of Luke ("Luke Shares") be allowed; (iii) Luke be declared to be a reporting issuer in each of Alberta, Ontario and Québec from the time the Arrangement becomes effective; and (iv) the requirement of Luke to have a current annual information form filed upon SEDAR under Multi-lateral Instrument 45-102 ("MI 45-102") would not apply;

2. **AND WHEREAS** pursuant to the Mutual Reliance Review System for Exemptive Relief Applications (the "System"), the Alberta Securities Commission is the principal regulator for this application;

3. **AND WHEREAS** the Filers have represented to the Decision Makers that:

   3.1 KeyWest is a corporation continued under the CBCA and is headquartered in Calgary, Alberta;

   3.2 KeyWest's business is the acquisition, development, production and marketing of petroleum and natural gas in Western Canada;

   3.3 the authorized capital of KeyWest consists of an unlimited number of Shares and an unlimited number of preferred shares, issuable in series, of which, as at January 15, 2003, 65,813,608 KeyWest Shares and 5,105,834 Options were issued and outstanding;

   3.4 KeyWest is, and has been for a period of time in excess of 12 months, a reporting issuer (where such concept exists) under the Securities Laws of British Columbia, Alberta, Ontario and Québec. To the best of its knowledge, information and belief, KeyWest is not in default of the requirements under the Securities Laws or the regulations made thereunder;

3.5 the KeyWest Shares are listed and posted for trading on the Toronto Stock Exchange (the "TSX") under the trading symbol "KWE";

3.6 Viking is a trust formed under the laws of Alberta and is headquartered in Calgary, Alberta;

3.7 Viking's business is the acquisition of interests in crude oil and natural gas rights and the development, production, marketing and sale of crude oil and natural gas;

3.8 the authorized capital of Viking consists of an unlimited number of Trust Units, of which, as at January 23, 2003, 55,364,931 Trust Units were issued and outstanding;

3.9 Viking is, and has been for a period of time in excess of 12 months, a reporting issuer (where such concept exists) under the Securities Laws of each of the Jurisdictions. To the best of KeyWest's knowledge, information and belief, Viking is not in default of the requirements under the Securities Laws or the regulations made thereunder;

3.10 the Trust Units are listed and posted for trading on the TSX under the trading symbol "VKR.UN";

3.11 Luke is a wholly-owned subsidiary of KeyWest and is incorporated under the CBCA and headquartered in Calgary, Alberta;

3.12 Luke has not carried on any active business to date;

3.13 as part of the Arrangement, Luke will acquire certain assets (the "Retained Assets") from KeyWest in exchange for Luke Shares, which Luke Shares will be distributed to shareholders of KeyWest. The Retained Assets are comprised principally of certain producing properties and undeveloped acreage of KeyWest located in Alberta which represent production of approximately 160 BOE/d (485 mmcf/d of gas and 80 bbls/d of oil), 415 mboe of proved producing reserves, and approximately 11,720 net acres of undeveloped land;

3.14 the authorized capital of Luke includes an unlimited number of Luke Shares;

3.15 Luke has applied to list the Luke Shares on the TSX;

3.16 on December 19, 2002, KeyWest and Viking jointly announced that they had entered into an agreement to effect a business combination by way of plan of arrangement pursuant to the CBCA whereby KeyWest and Viking would combine their mature assets and certain of KeyWest's growth assets would be transferred to Luke. On January 17, 2003, KeyWest, Luke, Viking, VHI and Acquisitionco entered into the Arrangement Agreement formalizing the terms and conditions upon which the Arrangement would occur;

3.17 under the terms of the Arrangement, KeyWest has agreed to transfer certain KeyWest properties to Luke and then combine the remaining business of KeyWest and Viking. The Arrangement provides that Viking (or a subsidiary of Viking) will acquire all of the KeyWest Shares. Each KeyWest Share will be exchanged, for 0.5214 Trust Units of Viking (to a maximum of 28 million Trust Units) or $3.65 in cash (to a maximum of $66 million). In addition, each KeyWest Shareholder will receive 0.10 of one Luke Share for each KeyWest Share held. All holders of outstanding Options have agreed to surrender and terminate their Options prior to the Meeting in consideration of the payment of an amount per Option not exceeding the difference between the exercise price and $3.65 for each Common Share issuable under the Option. In connection with such agreement, each optionholder has acknowledged they will not be entitled to vote such Options at the Meeting and will not be entitled to exercise any rights of dissent;

3.18 under the terms of the Arrangement, KeyWest has agreed to transfer the Retained Assets to Luke and then combine the remaining business of KeyWest with Viking.

3.19 the Arrangement provides for the following transactions to occur on the Effective Date:

3.19.1 the Retained Assets shall be transferred by KeyWest to Luke, and Luke shall issue Luke Shares to KeyWest in consideration therefor in accordance with the terms and conditions of the Purchase and Sale Agreement. The number of Luke Shares to be issued to KeyWest shall be: (i) the difference between the number of KeyWest Shares outstanding immediately prior to the effective time of the Arrangement (the "Effective Time") and the number of Luke Shares held by KeyWest immediately prior to the Effective Time, divided by ten (10); less (ii) the number of Luke Shares held by KeyWest immediately prior to the Effective Time divided by ten (10);

3.19.2 each issued and outstanding KeyWest Share (other than KeyWest Shares held by Dissenting Shareholders) shall be transferred to Viking KeyWest Inc. ("Acquisitionco") (free and clear of all claims) in exchange for:

3.19.2.1 Luke Share Consideration on the basis of one Luke Note for each ten (10) KeyWest Shares held; and

3.19.2.2 in accordance with the election or deemed election of the holder of such KeyWest Share and subject to sections 3.02 and 3.03 of the Plan of Arrangement:

3.19.2.2.1 Trust Unit consideration on the basis of one Acquisition Note for each KeyWest Share held ("Trust Unit Consideration");

3.19.2.2.2 Cash consideration on the basis of $3.65 in cash for each KeyWest Share held ("Cash Consideration"); or

3.19.2.2.3 a combination of Trust Unit Consideration and Cash Consideration;

3.19.3 each Acquisition Note shall be exchanged with Viking for 0.5214 of a Trust Unit;

3.19.4 KeyWest and Acquisitionco shall be amalgamated (the "Amalgamation") and continue as one corporation (the "Amalgamated Corporation") in accordance with the following:

3.19.4.1 the KeyWest Shares shall be cancelled without any repayment of capital;

3.19.4.2 the articles of the Amalgamated Corporation shall be the same as the articles of Acquisitionco, and the name of the amalgamated corporation shall be the name of Acquisitionco;

3.19.4.3 no securities shall be issued by the Amalgamated Corporation in connection with the Amalgamation and for greater certainty, the Acquisitionco shares, Acquisition Notes and Luke Notes shall survive and continue to be Acquisitionco shares, Acquisition Notes and Luke Notes of the Amalgamated Corporation without amendment;

3.19.4.4 the property of each of the amalgamating corporations shall continue to be the property of the Amalgamated Corporation;

3.19.4.5 the Amalgamated Corporation shall continue to be liable for the obligations of each of the amalgamating corporations;

3.19.4.6 any existing cause of action, claim or liability to prosecution of any of the amalgamating corporations shall be unaffected;

3.19.4.7 any civil, criminal or administrative action or proceeding pending by or against any of the amalgamating corporations may be continued to be prosecuted by or against the Amalgamated Corporation;

3.19.4.8 a conviction against, or ruling, order or judgment in favour of or against, any of the amalgamating corporations may be enforced by or against

the Amalgamated Corporation;

3.19.4.9 the Articles of Amalgamation of the Amalgamated Corporation shall be deemed to be the Articles of Incorporation of the Amalgamated Corporation and the Certificate of Amalgamation of the Amalgamated Corporation shall be deemed to be the Certificate of Incorporation of the Amalgamated Corporation;

3.19.4.10 the by-laws of Acquisitionco shall be the by-laws of the Amalgamated Corporation;

3.19.4.11 the first directors of the Amalgamated Corporation shall be the directors of Acquisitionco;

3.19.4.12 the first officers of the Amalgamated Corporation shall be the officers of Acquisitionco; and

3.19.4.13 the registered office of the Amalgamated Corporation shall be the registered office of Acquisitionco; and

3.19.5 subject to adjustment as provided in the Plan of Arrangement, the Luke Notes shall be redeemed by the Amalgamated Corporation in exchange for Luke Shares on the basis of one Luke Note for one Luke Share;

3.19.6 with respect to the elections to be made by KeyWest Shareholders other than Dissenting Shareholders:

3.19.6.1 each KeyWest Shareholder shall elect to receive either the Trust Unit Consideration, the Cash Consideration or a combination thereof by depositing with the Depositary, prior to the Election Deadline, a duly completed Letter of Transmittal and Election Form indicating such holder's election, together with certificates representing such holder's KeyWest Shares; and

3.19.6.2 any KeyWest Shareholder who does not deposit with the Depositary a duly completed Letter of Transmittal and Election Form prior to the Election Deadline, or otherwise fails to comply with the requirements of subsection 3.02(a) of the Plan of Arrangement and the Letter of Transmittal and Election Form, shall be deemed to have elected to receive the Trust Unit Consideration for such holder's KeyWest Shares;

3.19.7 with respect to elections by KeyWest Shareholders to receive the Cash Consideration and elections by KeyWest Shareholders to receive a combination of the Cash Consideration and the Trust Unit Consideration, the aggregate amount of cash available is limited to $66,000,000 (the "Cash Limit"). With respect to elections by KeyWest Shareholders to receive the Trust Unit Consideration and elections by KeyWest Shareholders to receive a combination of the Cash Consideration and the Trust Unit Consideration, the aggregate number of Trust Units that may be issued is limited to 28,000,000 (the "Trust Unit Limit"). If the aggregate cash elected exceeds the Cash Limit, the amount of Cash Consideration paid to the holders of KeyWest Shares so electing shall be prorated (based on the fraction equal to the Cash Limit divided by the aggregate cash elected) among all such holders who made an election to receive the Cash Consideration or an election to receive a combination of the Cash Consideration and the Trust Unit Consideration so that the aggregate amount of cash payable

to all such holders shall be equal to the Cash Limit, and such holders shall receive the Trust Unit Consideration in respect of the balance of such holders' KeyWest Shares. If the aggregate Trust Units elected exceeds the Trust Unit Limit, the amount of Trust Unit Consideration issued to the holders so electing shall be prorated (based on the fraction equal to the Trust Unit Limit divided by the aggregate Trust Units elected) among all holders who made (or are deemed to have made) an election to receive the Trust Unit Consideration or an election to receive a combination of the Cash Consideration and the Trust Unit Consideration so that the number of Trust Units issuable to all such holders shall be equal to the Trust Unit Limit, and such holders shall receive the Cash Consideration in respect of the balance of such holders' KeyWest Shares;

3.19.8 with respect to the transfer of the Retained Assets to Luke in exchange for the issuance to KeyWest of the Luke Shares immediately before the Effective Time pursuant to subsection 3.01(a) of the Plan of Arrangement, KeyWest shall become the holder of the Luke Shares so exchanged and shall be added to the register of holders of Luke Shares;

3.19.9 with respect to each KeyWest Shareholder (other than Dissenting Shareholders) immediately before the Effective Time:

3.19.9.1 upon the exchange of KeyWest Shares thereof pursuant to subsection 3.01(b) of the Plan of Arrangement:

3.19.9.1.1 such holder shall cease to be a holder of KeyWest Shares and the name of such holder shall be removed from the register of holders of KeyWest Shares;

3.19.9.1.2 Acquisitionco shall become the holder of the KeyWest Shares so exchanged and shall be added to the register of holders of KeyWest Shares;

3.19.9.2 Acquisitionco shall allot and issue to such holder the number of Luke Notes issuable to such holder on the basis set forth in subsection 3.01(b)(i) of the Plan of Arrangement, and the name of such holder shall be added the register of holders of Luke Notes; and

3.19.9.3 Acquisitionco shall allot and issue to such holder the number of Acquisition Notes issuable and/or Cash Consideration payable to such holder on the basis set forth in subsection 3.01(b)(ii) of the Plan of Arrangement, and the name of such holder shall be added to the register of holders of Acquisition Notes, as applicable;

3.19.10 upon the exchange of Acquisition Notes for Trust Units pursuant to subsection 3.01(c) of the Plan of Arrangement:

3.19.10.1 such holder shall cease to be a holder of Acquisition Notes and the name of such holder shall be removed from the register of holders of Acquisition Notes;

3.19.10.2 Viking shall become the holder of the Acquisition Notes so exchanged and shall be entered on the register of holders of Acquisition Notes; and

3.19.10.3 Viking shall allot and issue to such holder the

number of Trust Units issuable to such holder on the basis set forth in subsection 3.01(c) of the Plan of Arrangement and the name of such holder shall be added to the register of holders of Trust Units; and

3.19.11 upon the exchange of Luke Notes for Luke Shares pursuant to subsection 3.01(e) of the Plan of Arrangement:

3.19.11.1 such holder shall cease to be a holder of Luke Notes and the name of such holder shall be removed from the register of holders of Luke Notes;

3.19.11.2 the Amalgamated Corporation shall cease to be a holder of Luke Shares and the Amalgamated Corporation shall be removed from the register of holders of Luke Shares;

3.19.11.3 the Amalgamated Corporation shall transfer to such holder the number of Luke Shares issuable to such holder on the basis set forth in subsection 3.01(e) of the Plan of Arrangement, and the name of such holder shall be added to the register of holders of Luke Shares; and

3.19.11.4 all of the Luke Notes shall be cancelled.

3.20 no certificates representing fractional Luke Shares or Trust Units shall be issued upon the exchange of Luke Notes for Luke Shares or Acquisition Notes for Trust Units, as the case may be. In lieu of any fractional Luke Shares or Trust Units, each registered KeyWest Shareholder otherwise entitled to a fractional interest in a Luke Share or Trust Unit will receive the next highest whole number of Luke Shares or Trust Units, as the case may be.

3.21 the Information Circular in connection with the Arrangement provided to all holders of common Shares, and filed in all of the Jurisdictions contains (or, to the extent permitted, has incorporated by reference) prospectus-level disclosure in respect of KeyWest, Viking and Luke;

3.22 the Retained Assets have been the subject of continuous disclosure on an ongoing basis for more than 12 months, in accordance with KeyWest's responsibilities as a reporting issuer;

3.23 holders of Common Shares will have the right to dissent from the Arrangement under Section 192 of the CBCA, and the Information Circular discloses full particulars of this right in accordance with applicable law;

3.24 exemptions from registration and prospectus requirements of the Atlantic Legislation in respect of trades made in securities of Viking are not available. Exemptions from registration and prospectus requirements of the Legislation in respect of trades made in securities of Luke in connection with the Arrangement and exemptions from prospectus requirements of the Legislation in respect of first trades in Trust Units and Luke Shares following the Arrangement are not otherwise available in all Jurisdictions;

3.25 Luke will not be a reporting issuer within the definitions of all of the applicable Jurisdictions at the time of the Arrangement becoming effective;

4. **AND WHEREAS** under the System, this MRRS Decision Document evidences the decision of each Decision Maker (collectively, the "Decision");

5. **AND WHEREAS**, each of the Decision Makers is satisfied that the test contained in the Legislation that provides the Decision Maker with the jurisdiction to make the Decision has been met;

6. **THE DECISION** of the Decision Makers under the Legislation and the Applicable Legislation is that:

6.1 all trades made in securities of the Viking Entities in connection with the Arrangement shall not be subject to the registration and prospectus requirements of the Applicable Legislation;

6.2 all trades made in securities of Luke in connection with the Arrangement shall not be subject to the registration and prospectus requirements of the Legislation in Alberta, Saskatchewan, Manitoba, Québec, New Brunswick, Prince Edward Island and Newfoundland;

6.3 except in British Columbia, Québec and Nova Scotia, the first trade in a Jurisdiction of Luke Shares acquired by former holders of Common Shares in connection with the Arrangement shall be a distribution or primary distribution to the public under the Legislation of such Jurisdiction, except that where:

6.3.1 Luke is a reporting issuer in a jurisdiction listed in Appendix B to Multi-lateral Instrument 45-102 Resale of Securities preceding the trade;

6.3.2 the seller is in a special relationship with Luke, as defined in the Legislation, the seller has reasonable grounds to believe that Luke is not in default of any requirement of the Legislation; and

6.3.3 no unusual effort is made to prepare the market or to create a demand for the securities and no extraordinary commission or consideration is paid in respect of the first trades;

then such a first trade shall be a distribution or a primary distribution to the public only if it is from the holdings of any person, company or combination of persons or companies holding a sufficient number of securities of Luke, as the case may be, to affect materially the control of Luke, but any holding of any person, company or combination of persons or companies holding more than 20% of the outstanding voting securities of Luke shall, in the absence of evidence to the contrary, be deemed to affect materially the control of Luke;

6.4 in Québec, the first trade (alienation) of Luke Shares acquired by former holders of Common Shares in connection with the Arrangement shall be distributions under the legislation of Québec except that where:

6.4.1 Luke is a reporting issuer in Québec immediately preceding the trade;

6.4.2 no unusual effort is made to prepare the market or to create a demand for the securities that are the subject of the trade;

6.4.3 no extraordinary commission or consideration is paid to a person or company in respect of the trade; and

6.4.4 if the selling shareholder is an insider or officer of Luke, the selling securityholder has no reasonable grounds to believe that Luke is in default of any requirement of securities legislation;

6.5 in Quebec, the alienation of Trust Units acquired by former holders of Common Shares in connection with the Arrangement shall be distributions under the legislation of Québec except where:

6.5.1 Viking is a reporting issuer in Québec immediately preceding the trade;

6.5.2 no unusual effort is made to prepare the market or to create a demand for the securities that are the subject of the trade;

6.5.3 no extraordinary commission or consideration is paid to a person or company in respect of the trade; and

6.5.3.1 if the selling shareholder is an insider or officer of Viking, the selling shareholder has no reasonable grounds to believe that Viking is in default of any requirement of securities legislation;

6.6 upon the effectiveness of the Arrangement:

6.6.1 in British Columbia, Alberta, Saskatchewan, Ontario and Nova Scotia, the requirement contained in the Legislation to have a Current AIF filed on SEDAR in order to be a Qualifying Issuer under MI 45-102 shall not apply to Luke provided that:

6.6.1.1 Luke files a notice on SEDAR advising that the Information Circular has been filed as an alternate form of annual information form and identifying the SEDAR Project Number under which the Information Circular was filed;

6.6.1.2 Luke files a Form 45-102F2 on or before the tenth day after the distribution day of any securities certifying that it is a Qualifying Issuer except for the requirement to have a current AIF;

6.6.1.3 such order to expire 140 days after Luke's financial year ended December 31, 2003; and

6.7 in Québec, Luke will be exempted from the requirements of sub-paragraph 1(e) of decision no. 2003-C-0016 of the Commission des valeurs mobilieres du Québec given that the Information Circular in connection with the Arrangement contains prospectus level disclosure including audited financial statements for the year ended December 31, 2001, for the purpose of Luke qualifying for the shortened hold period. This exemption will expire 140 days after Luke's financial year ended December 31, 2003; and

6.8 Luke shall be deemed or declared a reporting issuer at the time of the Arrangement becoming effective for the purposes of the Legislation of Alberta, Ontario and Québec.

February 25, 2003.

"Stephen P. Sibold" "Glenda A. Campbell"

2.1.11 RBC Global Investment Management Inc. - MRRS Decision

Headnote

Mutual Reliance Review System for Exemptive Relief Applications – Government-owned investment manager exempted from early warning and insider reporting requirements provided that it complies with reporting and filing requirements as if it were an "eligible institutional investor" under National Instrument 62-103.

Applicable Ontario Statutory Provisions

Securities Act, R.S.O. 1990, c. S.5, as am., ss. 101, 104(2)(c), 107 and 121(2).

Applicable National Instruments

National Instrument 62-103 The Early Warning System and Related Take-over Bid and Insider Reporting Issues.

IN THE MATTER OF
THE SECURITIES LEGISLATION OF
BRITISH COLUMBIA, ALBERTA, SASKATCHEWAN, MANITOBA, ONTARIO, QUEBEC, NOVA SCOTIA AND NEWFOUNDLAND AND LABRADOR

AND

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

AND

IN THE MATTER OF
THE ROYAL MUTUAL FUNDS AND
THE RBC ADVISOR FUNDS

MRRS DECISION DOCUMENT

WHEREAS the local securities regulatory authority or regulator (the "Decision Maker") in each of the provinces of British Columbia, Alberta, Saskatchewan, Manitoba, Québec, Nova Scotia, Newfoundland and Labrador and Ontario (collectively, the "Jurisdictions") has received an application from RBC Global Investment Management Inc. (**"GIM"**) for the Mutual Funds (as listed in Schedule A) (the **"Applicants" or the "Filer"**) for a decision under the securities legislation of the Jurisdictions (the "**Legislation**") that the Applicants be exempt from:

1. the requirements triggered by the acquisition of beneficial ownership of, or the power to exercise control or direction over, or securities convertible into, 10% or more of a class of voting or equity securities under the provisions of the Legislation listed in Appendix B of National Instrument 62-103, *The Early Warning System and Related Take-Over Bid and Insider Reporting Issues*, (**"NI 62-103"**) (the **"Early Warning Requirements"**);

2. the restrictions regarding further acquisitions of the securities described in 1. above under the provisions of the Legislation listed in Appendix C of NI 62-103 (the **"Moratorium Requirements"**); and

3. the requirement in the Legislation for an insider of a reporting issuer to file reports disclosing the insider's direct or indirect beneficial ownership of, or control or direction over, securities of a reporting issuer (the **"Insider Reporting Requirements"**, and collectively with the Early Warning Requirements and the Moratorium Requirements, the **"Requirements"**);

provided that the Applicants comply with, and otherwise meet, the reporting and filing requirements and the other applicable conditions of NI 62-103, in each case, as if the Applicants were "eligible institutional investors" thereunder;

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

AND WHEREAS, unless otherwise defined, the terms herein have the meaning set out in National Instrument 14-101, *Definitions*, or in Québec Commission Notice 14-101;

AND WHEREAS the Applicants have represented to the Decision Makers that:

1. GIM is a corporation incorporated under the laws of Canada. GIM's head office is located in the Province of Ontario;

2. GIM is registered under the securities legislation in each province and territory of Canada, except Nunavut, as an advisor in the categories of investment counsel and portfolio manager. GIM acts as portfolio manager for each of the Mutual Funds;

3. The Mutual Funds include the Royal Mutual Funds and the RBC Advisor Funds, as listed in the attached Schedule A (the **"Existing Funds"**), and any public mutual fund(s) that may be created in the future as part of the Royal Mutual Funds, the RBC Advisor Funds or otherwise, and for which GIM would act as portfolio manager (the **"New Funds"**);

4. Each of the Existing Funds is a reporting issuer. As such, the Existing Funds are not "eligible institutional investors" under NI 62-103. Any New Funds would be reporting issuers and, therefore, would not be "eligible institutional investors" under NI 62-103;

AND WHEREAS pursuant to the System this MRRS Decision Document evidences the decision of each Decision Maker (collectively, the "Decision");

AND WHEREAS each of the Decision Makers is satisfied that the test contained in the Legislation that provides the Decision Maker with the jurisdiction to make the Decisions has been met;

THE DECISION of the Decision Makers pursuant to the Legislation is that the Applicants be exempt from the Requirements contained in the Legislation, provided that the Applicants comply with, and otherwise meet, the reporting and filing requirements and the other applicable conditions of NI 62-103, in each case, as if the Applicants were "eligible institutional investors" thereunder.

February 4, 2003.

"Howard I. Wetston" "Robert L. Shirriff"

SCHEDULE A

Royal Mutual Funds

Royal Canadian Bond Index Fund
Royal Canadian Index Fund
Royal International RSP Index Fund
Royal Premium Canadian Index Fund
Royal Premium U.S. Index Fund
Royal U.S. Index Fund
Royal U.S. RSP Index Fund
O'Shaughnessy Canadian Equity Fund
O'Shaughnessy U.S. Growth Fund
O'Shaughnessy U.S. Value Fund
Royal $U.S. Money Market Fund
Royal Asian Equity Fund
Royal Balanced Fund
Royal Balanced Growth Fund
Royal Bond Fund
Royal Canadian Equity Fund
Royal Canadian Growth Fund
Royal Canadian Money Market Fund
Royal Canadian Small Cap Fund
Royal Canadian T-Bill Fund
Royal Canadian Value Fund
Royal Dividend Fund
Royal Energy Fund
Royal European Equity Fund
Royal Global Balanced Fund
Royal Global Bond Fund
Royal Global Communications and Media Sector
Royal Global Consumer Trends Sector Fund
Royal Global Education Fund
Royal Global Financial Services Sector Fund
Royal Global Health Sciences Sector Fund
Royal Global Industrials Sector Fund
Royal Global Resource Sector Fund
Royal Global Technology Sector Fund
Royal Global Titans Fund
Royal International Equity Fund
Royal Japanese Stock Fund
Royal Latin American Fund
Royal Life Science and Technology Fund
Royal Monthly Income Fund
Royal Short-Term Income Fund
Royal Precious Metals Fund
Royal Premium Money Market Fund
Royal Select Balanced Portfolio
Royal Select Growth Portfolio
Royal Select Income Portfolio
Royal U.S. Equity Fund
Royal U.S. Mid-Cap Equity Fund
Royal Tax Managed Return Fund
Royal Select Choices Aggressive Growth Portfolio
Royal Select Choices Balanced Portfolio
Royal Select Choices Growth Portfolio
Royal Select Choices Conservative Portfolio

RBC Advisor Funds

RBC Advisor Global Titans Class
RBC Advisor Global Communications and Media Class
RBC Advisor Global Consumer Trends Class
RBC Advisor Global Financial Services Class
RBC Advisor Global Health Sciences Class
RBC Advisor Global Industrials Class
RBC Advisor Global Resources Class
RBC Advisor Global Technology Class
RBC Advisor U.S. Equity Class
RBC Advisor Global Small Cap Equity Class
RBC Advisor Emerging Markets Equity Class
RBC Advisor Global Balanced Class
RBC Advisor Short-Term Income Class
RBC Advisor Canadian Bond Fund
RBC Advisor Global High Yield Fund
RBC Advisor Blue Chip Canadian Equity Fund

2.1.12 Merrill Lynch Canada Finance Company et al. - MRRS Decision

Headnote

Mutual Reliance Review System for Exemptive Relief Applications – dealer and issuer are indirect subsidiaries of U.S.-based parent – issuer is therefore a "related issuer" of dealer – dealer proposing to underwrite 100% of certain offerings of medium term notes to be made by issuer from time to time under a prospectus – notes will be guaranteed by U.S. parent – subsections 2.1(2) and (3) of National Instrument 33-105 Underwriting Conflicts require participation of independent underwriter in related issuer offering – relief granted from independent underwriter requirement – filers expect that approximately 90% of the offerings will be made to Canadian institutions, pension funds, endowment funds or mutual funds – offerings subject to a minimum subscription amount of $150,000 – all notes have and will have an approved rating – the independent review provided by a rating agency accepted by the Decision Makers in the circumstances of this offering as an acceptable alternative to the independent review which an independent underwriter would provide.

Applicable Rules

National Instrument 33-105 Underwriting Conflicts, ss. 5.1, 2.1.

IN THE MATTER OF
THE SECURITIES LEGISLATION OF
BRITISH COLUMBIA, ALBERTA, ONTARIO, QUÉBEC,
NOVA SCOTIA, PRINCE EDWARD ISLAND AND
NEWFOUNDLAND AND LABRADOR

AND

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

AND

IN THE MATTER OF
MERRILL LYNCH CANADA FINANCE COMPANY
MERRILL LYNCH & CO., INC. AND
MERRILL LYNCH CANADA INC.

MRRS DECISION DOCUMENT

WHEREAS the local securities regulatory authority or regulator (the "Decision Maker") in each of British Columbia, Alberta, Ontario, Québec, Nova Scotia, Prince Edward Island and Newfoundland and Labrador (the "Jurisdictions") has received an application from Merrill Lynch Canada Finance Company (the "Issuer"), Merrill Lynch & Co., Inc. ("ML&Co") and Merrill Lynch Canada Inc. ("ML Canada") (the Issuer, ML&Co and ML Canada are collectively referred to herein as the "Filers") for a decision under section 5.1 of National Instrument 33-105 Underwriting Conflicts (the "National Instrument") and section 263 of the Securities Act (Quebec) (the "Quebec Act") (collectively, the "Legislation") that the provision contained in section 2.1 of the National Instrument and sections 236.1 and 237.1 of the regulation to the Quebec Act mandating independent underwriter involvement shall not apply to ML Canada and the Issuer in respect of offerings (the "MLCFC Offerings") of medium term notes (the "Notes") issued by the Issuer from time to time by way of a short form base shelf prospectus dated May 10, 2002 (the "Prospectus") and pricing supplements thereto (the "Prospectus Supplements") on the terms herein specified;

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

AND WHEREAS, unless otherwise defined, the terms herein have the meaning set out in National Instrument 14-101 Definitions or in Québec Commission Notice 14-101;

AND WHEREAS the Filers have represented to the Decision Makers that:

1. the Issuer is an unlimited liability company incorporated under the *Companies Act* (Nova Scotia). The Issuer was incorporated on August 25, 1999 and has a registered office in Halifax, Nova Scotia and its principal place of business in Toronto, Ontario. The Issuer is an indirect wholly-owned subsidiary of ML&Co.;

2. to date, the Issuer has completed seven public medium term notes transactions (the "Prior Offerings");

3. the Issuer has been a "reporting issuer" pursuant to the securities legislation in each of the provinces of Canada for over 12 calendar months. Pursuant to a decision dated May 3, 2002 of the Decision Makers of British Columbia, Alberta, Saskatchewan, Manitoba, Ontario, Quebec, New Brunswick, Nova Scotia Newfoundland and Labrador and Prince Edward Island (the "May 3, 2002 Decision"), the Issuer has been granted certain relief in connection with the requirement in securities legislation of such jurisdictions to make continuous disclosure of its financial results, and from other forms of continuous disclosure required under such legislation, provided that the Issuer complies with the conditions set out in the May 3, 2002 Decision;

4. pursuant to the May 3, 2002 Decision, the requirement to file an annual information form does not apply to the Issuer, provided that ML&Co complies with the requirement to file an annual information form as if it were the Issuer and the Filers comply with all of the conditions in the May 3, 2002 Decision. ML&Co filed a renewal annual information form with the U.S. Securities and Exchange Commission on March 15, 2002 (consisting of Parts I and II and any exhibits

relating to the computation of the ratio of earnings to fixed charges referred to in item 14(a)(3) of Part IV of the annual report on Form 10-K of ML&Co for the year ended December 28, 2001 filed with the Securities and Exchange Commission pursuant to the *Securities Exchange Act of 1934*, as amended);

5. the Issuer was incorporated solely for the purpose of undertaking financing activities, including the issuance of Notes, to raise funds for ML&Co's Canadian operations, and does not and will not carry on any operating or other business activities;

6. the Issuer may be considered to be a related (or equivalent) issuer (as defined in the Legislation) of ML Canada for the purposes of the MLCFC Offerings because both ML Canada and the Issuer are indirect wholly-owned subsidiaries of ML&Co;

7. ML Canada was continued and amalgamated under the laws of Canada on November 5, 2002 and is an indirect wholly-owned subsidiary of ML&Co; the head office of ML Canada is located in Toronto, Ontario;

8. ML Canada is not a reporting issuer in any Canadian province;

9. ML Canada is registered in all Jurisdictions as a dealer in the categories of "broker" and "investment dealer" and is a member of the Investment Dealers Association of Canada;

10. the Issuer has established a medium term note program to raise up to $2,000,000,000 in Canada through the issuance of Notes pursuant to National Instrument 44-101 *Short Form Prospectus Distributions* (the "POP Requirements") and National Instrument 44-102 *Shelf Distributions* (the "Shelf Requirements"); the distributions of the Notes have been and will be qualified by the Prospectus and the Prospectus Supplements;

11. the Notes may be offered from time to time, under Prospectus Supplements, in an aggregate principal amount of up to $2,000,000,000 during the twenty-five month period that the Prospectus, including any amendments thereto, is valid pursuant to the POP Requirements and the Shelf Requirements;

12. all Notes have and will have an approved rating (as defined in the POP Requirements) and will be rated by a recognized security evaluation agency in one of the categories determined by the Commission des valeurs mobilieres du Québec (an "Approved Rating");

13. ML Canada proposes to act as the underwriter in connection with the distribution of 100% of the dollar value of the distribution of Notes for the MLCFC Offerings;

14. no Notes will be issued by the Issuer where ML Canada is underwriting 100% of the offering of such Notes, unless the Notes have been rated by an approved rating organization;

15. based upon the experience of the Prior Offerings, the Filers expect that approximately 90% of such MLCFC Offerings will be made to Canadian institutions, pension funds, endowment funds or mutual funds (collectively, "Institutional Investors") who can be expected to be knowledgeable about the appropriate pricing parameters for securities of the type offered under the MLCFC Offerings and to independently determine the appropriateness of the price in making a purchase decision with respect to any such MLCFC Offering;

16. a minimum of 66 2/3 % of each MLCFC Offering will be made to Institutional Investors;

17. the initial offering price of each MLCFC Offering will be determined by market comparisons in both the secondary and primary market for medium term notes at the time of pricing; secondary market levels on comparable offerings will be obtained from other dealers and investors and final pricing of each MLCFC Offering will be based on the secondary market bid spread (being the difference in yield between comparable medium term notes trading in the secondary market and the current Government of Canada bond) plus, in appropriate circumstances, a new issue premium plus the current Government of Canada bond yield;

18. if ML Canada is underwriting 100% of an offering of Notes, no Notes will be distributed at a yield higher (and correspondingly a price lower) than the mean of a reasonably interpreted, internally generated yield curve (across all available maturities) which will be based on the secondary market yields of the Issuer's outstanding debt as well as the secondary market yields on outstanding public debt issued by similarly rated issuers at arm's length to the Issuer, ML Canada or their affiliates;

19. Other than the proceeds of each MLCFC Offering, which are intended for general corporate purposes (including ML&Co's Canadian operations), the only financial benefits which ML Canada will receive as a result of the MLCFC Offerings are the normal arm's length underwriting commission and reimbursement of expenses associated with a public offering in Canada, which commissions and reimbursements shall be deemed to include the increases or decreases contemplated by section 1.5(b) of Form 44-101F3 Short Form Prospectus and by the applicable securities legislation in Quebec, and because the net proceeds from the

sale of Notes may be loaned to or otherwise invested in various affiliates of the Issuer or of ML&Co, ML Canada may also receive inter-company financing;

20. in connection with the proposed distribution by ML Canada of 100% of any Notes of the Issuer, the Prospectus and each Prospectus Supplement of the Issuer shall contain the following information:

    (a) on the front page of each such document, the information listed in Appendix C of the National Instrument as required information for the front page of such document;

    (b) in the body of each such document, the information listed in Appendix C of the National Instrument as required information for the body of such document; and

    (c) on the front page of each such document, a statement that the minimum subscription amount is $150,000;

AND WHEREAS under the System this Decision Document evidences the decision of each Decision Maker (collectively, the "Decision");

AND WHEREAS each of the Decision Makers is satisfied that the test contained in the Legislation that provides the Decision Maker with the jurisdiction to make the Decision has been met;

THE DECISION of the Decision Makers under the Legislation is that the requirement contained in the Legislation mandating independent underwriter involvement shall not apply to ML Canada and the Issuer in connection with the MLCFC Offerings provided that the Issuer complies with Paragraph 14, 16, 18 and 20 hereof.

March 7, 2003.

"Iva Vranic"

2.2 Orders

2.2.1 Meta Health Services Inc. - ss. 83.1(1)

Headnote

Subsection 83.1(1) – reporting issuer in Alberta and British Columbia listed on the TSX Venture Exchange – deemed to be a reporting issuer in Ontario.

Statutes Cited

Securities Act, R.S.O. 1990, c. S.5, as am. ss. 83(1).

Policies Cited

Policy 12-602 - Deeming an Issuer from Certain Other Canadian Jurisdictions to be a Reporting Issuer in Ontario (2001), 24 OSCB 1531.

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

AND

IN THE MATTER OF
META HEALTH SERVICES INC.

ORDER
(Subsection 83.1(1))

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

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

AND UPON the Corporation representing to the Commission as follows:

1. The Corporation was incorporated under the *Business Corporations Act* (Alberta) on March 23, 1998;

2. The head office of the Corporation is located in Mississauga, Ontario;

3. The authorized capital of the Corporation consists of an unlimited number of common shares without nominal or par value and an unlimited number of first preferred shares and an unlimited number of second preferred shares, both issuable in series without nominal or par value;

4. As at October 25, 2002, 12,768,613 common shares and no first preferred shares or second preferred shares of the Corporation were issued and outstanding;

5. The Corporation is a reporting issuer under the *Securities Act* (Alberta) (the "Alberta Act") and a reporting issuer under the *Securities Act* (British Columbia) (the "B.C. Act"). The Corporation is not in default of any of the requirements under the Alberta Act or the B.C. Act;

6. The Common Shares are listed and posted for trading on the TSX Venture Exchange (the "TSX-V") under the symbol MHS. The Corporation is in compliance with all of the requirements of the TSX-V. The Corporation is not designated a capital pool company under the policies of the TSX-V;

7. The Corporation has a significant connection to Ontario in that: (i) five of six managers of the Corporation are resident in Ontario; (ii) the Corporation operates its business through its wholly-owned subsidiary, Theramed Corporation, an Ontario corporation with its head office in Mississauga, Ontario; (iii) seven of eight managers of Theramed Corporation are resident in Ontario; and (iv) the largest shareholder of the Corporation is an Ontario corporation which beneficially holds 30.4% of the outstanding Common Shares;

8. The Corporation is not a reporting issuer in Ontario and is not a reporting issuer, or the equivalent thereof, in any jurisdiction other than Alberta and British Columbia;

9. The continuous disclosure requirements of the Alberta Act and the B.C. Act are substantially the same as the requirements under the Act;

10. The continuous disclosure materials filed by the Corporation under the Alberta Act and the B.C. Act are available on the System for Electronic Document Analysis and Retrieval.

11. Neither the Corporation nor any of its officers, directors nor, to the knowledge of the Corporation, its officers and directors, any of its controlling shareholders, has:

    (i) been the subject of any penalties or sanctions imposed by a court relating to Canadian securities legislation or by a Canadian securities regulatory authority;

    (ii) entered into a settlement agreement with a Canadian securities regulatory authority; or

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

12. Neither Theramed Corporation nor any of its officers, directors nor, to the knowledge of Theramed Corporation, its officers and directors, any of its controlling shareholders, has:

    (i) been the subject of any penalties or sanctions imposed by a court relating to Canadian securities legislation or by a Canadian securities regulatory authority;

    (ii) entered into a settlement agreement with a Canadian securities regulatory authority; or

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

13. Neither the Corporation nor any of its officers, directors, nor to the knowledge of the Corporation, its officers and directors, any of its controlling shareholders, is or has been subject to:

    (i) any known ongoing or concluded investigations 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

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

14. Neither Theramed Corporation nor any of its officers, directors, nor to the knowledge of Theramed Corporation, its officers and directors, any of its controlling shareholders, is or has been subject to:

    (i) any known ongoing or concluded investigations 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

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

15. Except for the voluntary liquidation of Medcare Logistics Inc., a former subsidiary of the Corporation, which was completed as of January 24, 2002 in British Columbia, none of the officers or directors of the Corporation, nor to the knowledge of the Corporation, its officers and directors, any of its controlling shareholders, 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:

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

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

16. None of the officers or directors of Theramed Corporation, nor to the knowledge of Theramed Corporation, its officers and directors, any of its controlling shareholders, 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:

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

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

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

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

March 4, 2003.

"Heidi Franken"

2.2.2 TD Asset Management Inc. - ss. 89(1)(b), 89(1)(c), 92(1)(c) and 92(1)(d) of Reg. 1015

Headnote

Hedge funds exempted from requirements to file statements of investment portfolio and statements of portfolio transactions provided disclosure given to investors.

Statutes Cited

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

Regulations Cited

Regulation made under the Securities Act, R.R.O. 1990, Reg. 1015, as am., s. 89(1) and s. 92(1).

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
TD ASSET MANAGEMENT INC.

AND

EMERALD CANADIAN EQUITY
MARKET NEUTRAL FUND,
EMERALD U.S. EQUITY MARKET NEUTRAL FUND,
EMERALD NORTH AMERICAN
EQUITY LONG/SHORT FUND

ORDER
(Subsections 89(1)(b), 89(1)(c), 92(1)(c)
and 92(1)(d) of the Regulation)

UPON the application of TD Asset Management Inc. ("TDAM") and the Emerald Canadian Equity Market Neutral Fund, Emerald U.S. Equity Market Neutral Fund, Emerald North American Equity Long/Short Fund and other future Emerald hedge funds managed by TDAM and operated on substantially the same basis as such funds (each a "Fund", and collectively the "Funds"), to the Ontario Securities Commission (the "Commission") for an order pursuant to section 147 of the Act that the Funds be exempted from filing with the Commission the statements of investment portfolio and statements of portfolio transactions pursuant to subsections 89(1)(b), 89(1)(c), 92(1)(c) and 92(1)(d) of the Regulation (collectively the "Portfolio Disclosure") that must be included with the interim and annual and annual financial statements of the Funds.

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

AND UPON TDAM having represented to the Commission as follows:

1. TDAM is a corporation amalgamated under the *Business Corporations Act* (Ontario). TDAM is in the business of portfolio management and investment counselling. TDAM is a wholly-owned subsidiary of The Toronto-Dominion Bank (the "Bank").

2. The Funds are being established by TDAM as investment vehicles through which sophisticated investors can participate in hedging and arbitrage investment opportunities.

3. Each of the Funds will be created under Ontario law by a trust agreement (the "Trust Agreement") between TDAM, as manager of the Fund, and The Canada Trust Company (the "Trustee"), as trustee of the Fund. The Trustee is a wholly-owned subsidiary of the Bank.

4. The interest of each beneficiary (a "Unitholder") of a Fund will be described by reference to units (the "Units") of the Fund. Each Fund will be authorized to issue an unlimited number of units of the Fund. There will be three series of Units of each Fund, the terms of which will be identical except that the following items may differ depending on the series: the initial sales charge, if any, paid by a Unitholder in connection with a purchase of Units; the management fee paid by a Fund to TDAM; and the performance fee, if any, paid by a Unitholder to TDAM. Subject to the differences in management and performance fees based on the series of Units held, a holder of a Unit will be entitled to participate equally with all other holders of Units in the distribution of net income and net taxable capital gains realized by the Fund and, on liquidation, to participate equally in the distribution of assets of the Fund remaining after satisfaction of outstanding liabilities.

5. The Units of the Funds will be sold in reliance on exemptions from the prospectus requirements of applicable Canadian securities laws. TDAM will be selling the Units of the Funds in each of the provinces of Canada on the basis of the appropriate broker or dealer registration or in reliance on exemptions from the registration requirements of applicable Canadian securities laws except for certain series of Units of the Funds which will be sold by registered dealers other than TDAM. It is expected that Units will be sold to institutional investors and high net worth individuals who qualify as "accredited investors" in Ontario or who purchase Units with an aggregate acquisition cost of at least $150,000, pursuant to sections 2.3 and 2.12 of Ontario Securities Rule 45-501 – Exempt Distributions ("OSC Rule 45-

501"), respectively, and pursuant to similar exemptions in other Canadian provinces. In offering the Funds, TDAM will impose a minimum purchase requirement of at least $100,000 in the case of individuals and at least $1,000,000 for institutions or any higher minimum purchase thresholds required by applicable Canadian securities laws. It is expected that Units will also be sold to portfolio managers and other employees of TDAM and its affiliates (the "TD Employees") who qualify as "consultants" under Ontario Securities Commission Rule 45-503 – Trades to Employees, Executives and Consultants or as accredited investors under OSC Rule 45-501. It is expected that the TD Employees will purchase Units of the Funds in order to align the interests of the TD Employees with the investors in the Funds. TD Employees will be subject to a minimum purchase requirement of at least $25,000.

6. The terms of the Units of each Fund will be described in an offering circular that will be filed with provincial securities regulators to the extent required by applicable Canadian securities laws. The offering circular will disclose that the Portfolio Disclosure will not be available through SEDAR.

7. The Funds will not be subject to the requirements of National Instrument 81-101 – Mutual Fund Prospectus Disclosure nor National Instrument 81-102 – Mutual Funds.

8. No series of Units of any Fund will be listed on any stock exchange.

9. The Funds will meet the definition of a "mutual fund in Ontario" as defined in section 1(1) of the Act and will thus be required to file interim financial statements under section 77(2) of the Act and annual financial statements under section 78(1) of the Act (collectively, the "Financial Statements").

10. Pursuant to sections 89(1)(b) and 89(1)(c) of the Regulation with respect to interim financial statements and sections 92(1)(c) and 92(1)(d) of the Regulation with respect to annual financial statements, the Portfolio Disclosure must be included with the interim and annual financial statements of each of the Funds for or as at the end of the applicable period.

11. The Financial Statements, including the Portfolio Disclosure, must be filed with the Commission through SEDAR and thus become publicly available.

12. As such, the Portfolio Disclosure will necessarily reveal key proprietary information regarding the specific strategies and positions developed by the portfolio managers of each of the Funds.

13. At the time of their initial investment in a Fund, Unitholders will be asked to sign a confidentiality agreement in which they will agree to not provide the Portfolio Disclosure to third parties and in which they will acknowledge that the Portfolio Disclosure will not be available on SEDAR. Unitholders will only be permitted to provide the Portfolio Disclosure to their advisors if their advisors have also signed a similar confidentiality agreement.

14. In addition to receiving the Financial Statements, including the Portfolio Disclosure, Unitholders will be provided with a quarterly risk report outlining various applicable risk measurements such as correlation, leverage and standard deviation relevant to the Fund (the "Base Report"). The Funds will file with the Commission through SEDAR the Base Report delivered to Unitholders at the time of filing the Financial Statements.

15. In addition, Unitholders will be advised that Section 5900 Audit of Control Processes in respect of each Fund will be completed at least once a year (the "Audit Report"). The Audit Report will be available to Unitholders or the Commission on a confidential basis upon request.

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

IT IS ORDERED, pursuant to subsection 147 of the Act, that the Funds be exempted from the requirements in sections 89(1)(b), 89(1)(c), 92(1)(c) and 92(1)(d) of the Regulation to file the Portfolio Disclosure with the Commission provided that:

1. The Funds will prepare and deliver to Unitholders the Financial Statements, including the Portfolio Disclosure, in the form and for the periods required under the Act and the Regulation;

2. The Funds will file the Base Report and the Financial Statements, excluding the Portfolio Disclosure, with the Commission through SEDAR;

3. The Funds will provide the Portfolio Disclosure and the Audit Report on a confidential basis to the Commission immediately upon the request of the Commission; and

4. In all other aspects, the Funds will comply with the requirements in Ontario securities law for financial statements.

March 7, 2003.

"Robert L. Shirriff" "Theresa McLeod"

2.3 Rulings

2.3.1 Travelex Canada Limited - ss. 74(1) and ss. 59(1) of Sched. 1 of Reg. 1015

Headnote

Subsection 74(1) - Exemption from sections 25 and 53 of the Act in connection with the writing of over-the-counter options subject to certain conditions.

Section 59, Schedule I - Issuer exempt from section 28 of Schedule I to the Regulation in connection with the writing of over-the-counter covered call options and cash covered put options.

Statutes Cited

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

Regulations Cited

Regulation made under the Securities Act, R.R.O. 1990, Reg. 1015, as am., ss. 28 and 59 of Schedule I.

IN THE MATTER OF
THE SECURITIES ACT
R.S.O. 1990, c. 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
TRAVELEX CANADA LIMITED

RULING
(Subsection 74(1) of the Act and Subsection 59(1) of Schedule 1 of the Regulation)

UPON the application of Travelex Canada Limited (the "Applicant") to the Ontario Securities Commission (the "Commission") for: (i) a ruling under subsection 74(1) of the Act that certain over-the-counter ("OTC") derivatives transactions entered into between the Applicant and certain counterparties are not subject to sections 25 and 53 of the Act; and (ii) an exemption under subsection 59(1) of Schedule 1 of the Regulation from the fees required to be paid under section 28 of Schedule 1 of the Regulation in respect of such OTC derivatives transactions;

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

AND UPON the Applicant having represented to the Commission that:

1. The Applicant is an indirect wholly-owned subsidiary of Travelex Holdings Limited. The Travelex Group (Travelex Holdings Limited and its subsidiaries, which includes the Thomas Cook Global and Financial Services business) is the world's largest retail foreign exchange business; the world's largest non-bank corporate international payment business; and the world's oldest issuer of travellers cheques. The Travelex Group is a diversified worldwide money business which, among other things, creates and markets a range of foreign exchange products that address the risk management needs of its clients. The Applicant's corporate international payment business serves a sophisticated client base, offering its services to, among others, major corporations, banks, governments and institutional investors. As at February 3, 2003, the Applicant is a Qualified Party as defined in Appendix 1 to this Ruling;

2. The Applicant transacts in OTC derivatives in Ontario with counterparties that the Applicant believes have the following general characteristics: they have a high level of business and financial sophistication; they have access to their own independent advisors who can assist in the determination of the suitability of the transaction and the creditworthiness of the Applicant; in the case of counterparties that are customers of the Applicant, they enter into OTC derivatives transactions in order to hedge or otherwise manage specific risks associated with their businesses as part of the ordinary course of their business;

3. The Applicant and the counterparties described above transact in very specialized products. All of the OTC derivatives transactions engaged in by the Applicant will involve a foreign currency option ("Foreign Currency Option") or a foreign exchange forward contract ("Foreign Exchange Forward Contract") in which:

   (i) the agreement relating to, and the material economic terms of the option or forward contract are negotiated on an individual basis and have been customized to the purposes of the parties to the agreement and the agreement is not part of a fungible class of agreements that are standardized as to their material economic terms;

   (ii) the creditworthiness of a party having an obligation under the agreement would be a material consideration in entering into or determining the terms of the agreement; and

   (iii) the agreement is not entered into or traded on or through an organized market, stock exchange or futures

exchange and cleared by a clearing corporation;

4. Each Foreign Currency Option is a contract where the seller grants to the buyer the right (but does not impose the obligation) to buy or sell a specific amount of one currency for another, at a specified price on or before a specific future date. Each Foreign Exchange Forward Contract is an agreement to buy or sell foreign currency for a specific price for settlement at some point in the future; and

5. The underlying interest of the OTC derivatives transactions between the Applicant and the counterparties will consist of Canadian or foreign currency, a foreign exchange rate or some relationship between, or combination of, any of them.

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

IT IS RULED, under subsection 74(1) of the Act, that OTC derivatives transactions entered into between the Applicant and certain counterparties in Ontario as contemplated by paragraphs 2, 3, 4 and 5 of this Ruling shall be exempt from sections 25 and 53 of the Act, provided that:

(a) each transaction involves an OTC derivative which is a Foreign Currency Option or a Foreign Exchange Forward Contract, or some relationship between, or combination, of any of them; and

(b) (i) one party to the transaction is a Qualified Party, as defined in Appendix 1 to this Ruling; or

(ii) each party to the transaction is a person or company entering into the transaction for OTC derivatives hedging purposes;

AND PURSUANT to section 59 of Schedule 1 of the Regulation, the OTC derivatives transactions entered into in reliance on this Ruling are hereby exempted from the fees which would otherwise be payable under section 28 of Schedule 1 of the Regulation.

February 7, 2003.

"Robert W. Korthals" "Robert L. Shirriff"

Appendix 1

OVER-THE-COUNTER DERIVATIVES QUALIFIED PARTIES

Interpretation

(1) The terms "subsidiary" and "holding body corporate" used in paragraphs (w), (x) and (y) of subsection (3) of this Appendix have the same meaning as they have in the *Business Corporations Act* (Ontario).

(2) All requirements contained in this Appendix that are based on the amounts shown on the balance sheet of an entity apply to the consolidated balance sheet of the entity.

Qualified Parties Acting as Principal

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

Banks

(a) A bank listed in Schedule I or II to the *Bank Act* (Canada).

(b) The Business Development Bank of Canada incorporated under the *Business Development Bank of Canada Act* (Canada).

(c) A bank subject to the regulatory regime of a country that is a member of the Basle Accord, or that has adopted the banking and supervisory rules set out in the Basle Accord, if the bank has a minimum paid up capital and surplus, as shown on its last audited balance sheet, in excess of $25 million or its equivalent in another currency.

Credit Unions and Caisses Populaires

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

Loan and Trust Companies

(e) A loan corporation or trust corporation registered under the *Loan and Trust Corporations Act* (Ontario) or under the *Trust and Loan Companies Act* (Canada), or under comparable legislation in any other province or territory of Canada.

(f) A loan company or trust company subject to the regulatory regime of a country that is a member of the Basle Accord, or that has adopted the banking and supervisory

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

Insurance Companies

(g) An insurance company licensed to do business in Canada or a province or territory of Canada;

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

Sophisticated Entities

(i) A person or company that, together with its affiliates:

(i) has entered into one or more transactions involving OTC derivatives with counterparties that are not its affiliates, if

(A) the transactions had a total gross dollar value of or equivalent to at least $1 billion in notional principal amount; and

(B) any of the contracts relating to one of these transactions was outstanding on any day during the previous 15-month period, or

(ii) had total gross marked-to-market positions of or equivalent to at least $100 million aggregated across counterparties, with counterparties that are not its affiliates in one or more transactions involving OTC derivatives on any day during the previous 15-month period.

Individuals

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

Governments/Agencies

(k) Her Majesty in right of Canada or any province or territory of Canada and each crown corporation, instrumentality and agency of a Canadian federal, provincial or territorial government.

(l) A national government of a country that is a member of the Basle Accord, or that has adopted the banking and supervisory rules set out in the Basle Accord, and each instrumentality and agency of that government or corporation wholly-owned by that government.

Municipalities

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

Corporations and other Entities

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

Pension Plan or Fund

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

Mutual Funds and Investment Funds

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

(q) A mutual fund that distributes its securities in any of the Jurisdictions, if the portfolio manager of the fund is registered as an adviser, other than a

securities adviser, under the Legislation or securities legislation elsewhere in Canada.

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

Brokers/Investment Dealers

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

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

Futures Commission Merchants

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

Charities

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

Affiliates

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

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

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

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

Guaranteed Party

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

Qualified Party Not Acting as Principal

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

Subsequent Failure to Qualify

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

2.3.2 The Boyd Group Inc. and Boyd Group Income Fund - ss. 74(1)

Headnote

Subsection 74(1) - Relief from the registration and prospectus requirements in connection with a statutory arrangement involving an exchangeable share structure. Filer advised that a separate ruling from Ontario was required to obtain an opinion and complete transaction. Relief arguably also available for trades under existing exemptions.

Applicable Statutory Provisions

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

Applicable Rules

Section 2.8 of Ontario Securities Commission Rule 45-501 – Exempt Distributions.

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

AND

IN THE MATTER OF
THE BOYD GROUP INC.

AND

IN THE MATTER OF
BOYD GROUP INCOME FUND

RULING
(Subsection 74(1) of the Act)

WHEREAS The Boyd Group Inc. ("Boyd") and Boyd Group Income Fund (the "Fund") have applied to the Ontario Securities Commission (the "Commission") for a ruling under Subsection 74(1) of the Act that the registration requirement and the prospectus requirement of Sections 25 and 53 of the Act, respectively, (the "Registration and Prospectus Requirements") shall not apply to certain trades in securities made in connection with a plan of arrangement (the "Arrangement") under section 185 of *The Corporations Act* (Manitoba) (the "MCA") involving Boyd, the Fund, Boyd Fund Limited ("Fund Subco"), Boyd Group Holdings Inc. ("Amalco Holdco"), 4612094 Manitoba Inc. ("Management Holdco") and the holders of Boyd's securities ("Boyd Securityholders");

AND WHEREAS Boyd and the Fund have represented to the Commission that:

1. Prior to the Arrangement:

   (a) Boyd was a corporation incorporated under the laws of the Province of Manitoba, was a reporting issuer in the Province of Ontario and, to the best of its knowledge, was not in default of any of the requirements of the Act;

   (b) Boyd's authorized share capital consisted of an unlimited number of Class A Shares of Boyd ("Boyd Class A Shares"), an unlimited number of Class B voting shares, an unlimited number of Class C non-voting redeemable preferred shares, 100 Class D voting shares ("Boyd Class D Shares") and an unlimited number of Class E voting cumulative redeemable convertible shares ("Boyd Class E Shares"), of which 14,737,002 Boyd Class A Shares, 100 Class D voting shares and 2,125,000 Boyd Class E Shares were issued and outstanding as of January 16, 2003; and

   (c) Boyd owned and operated, either directly or through subsidiaries, automotive collision repair centres in Canada and the United States. The principal names under which Boyd carried on business in Canada are "Boyd Autobody and Glass", "Boyd Autobody", "Imperial Collision" and "Service Collision Repair Centres".

2. The Fund is an open-ended mutual fund trust governed by the laws of the Province of Manitoba created pursuant to a declaration of trust (the "Trust Declaration"). The Fund was established for the purposes, among other things, of investing in securities of Fund Subco and Amalco (as hereinafter defined). The holders (the "Unitholders") of the units of the Fund (the "Units") are its sole beneficiaries.

3. Amalco Holdco was incorporated under the MCA for purposes of participating in the Arrangement and, upon completion of the Arrangement, owns a minority economic interest in Amalco (as hereinafter defined) through its ownership of all of the Class II Shares of Amalco (the "Amalco Class II Shares"). Amalco Holdco will, subject to applicable legal and contractual requirements, distribute its income on a monthly basis to its shareholders by way of a dividend on the common shares of Amalco Holdco.

4. Fund Subco is a wholly-owned subsidiary of the Fund and was incorporated under the MCA for purposes of participating in the Arrangement, including creating and issuing the Common Shares of Fund Subco ("Fund Subco Common Shares") and the promissory notes of Fund Subco (the "Fund Subco Notes") required for implementing the Arrangement. Pursuant to the Arrangement, Fund Subco amalgamated with Boyd and continued under the name "The Boyd Group Inc." ("Amalco").

5. Management Holdco was incorporated by the Management Group (as hereinafter defined) under the MCA for purposes of participating in the Arrangement, including holding a minority interest in the Class A Common Shares of Amalco Holdco ("Amalco Holdco Class A Common Shares").

6. As part of the approval process in connection with the Arrangement, Boyd and the Fund prepared and caused to be mailed, to each of the Boyd Securityholders, a Notice of Special Meeting, Notice of Application and Management Information and Proxy Circular (the "Circular") dated December 20, 2002. The Circular contained prospectus level disclosure relative to the Fund, Boyd and their respective businesses.

7. On January 24, 2003, the Boyd Securityholders met to consider and vote upon the Arrangement. The Arrangement was approved at that meeting in accordance with the provisions of an interim order of the Court of Queen's Bench (Manitoba). On January 28, 2003, Boyd and the Fund attended at that same court and obtained a final order approving the Arrangement.

8. The Arrangement was completed on February 28, 2003 (the "Effective Date") along with an initial public offering of Units pursuant to a final long form prospectus (the "IPO Prospectus") of the Fund dated February 14, 2003 (the "IPO"). The IPO Prospectus was filed with the Canadian securities regulatory authorities in each of the Provinces of Manitoba, British Columbia, Alberta, Saskatchewan and Ontario.

9. On the Effective Date, each of the following events occurred and was deemed to occur pursuant to the Arrangement:

   (i) the note indenture (the "Note Indenture") pursuant to which Fund Subco is authorized to issue the Fund Subco Notes was completed to provide for an interest rate under the Note Indenture and the Fund Subco Notes which is the same as the interest rate disclosed for the Note Indenture and the Fund Subco Notes by the IPO Prospectus;

   (ii) the Boyd Class A Shares were consolidated in accordance with Articles of Amendment of Boyd;

   (iii) those persons who, after December 17, 2002 and prior to the Effective Date, converted debentures convertible into Boyd Class A Shares (the "Debentures"), were issued the number of Boyd Class A Shares to which they were respectively entitled as a result of such conversion;

   (iv) those persons who, after December 17, 2002 and on or before the last business day prior to the Effective Date, exercised options to purchase Boyd Class A Shares ("Options") by notice and payment of the price therefor, were issued the number of Boyd Class A Shares to which they were entitled as a result of the exercise of such Options;

   (v) the Boyd Class D Shares were cancelled and the Boyd Class E Shares were converted into Boyd Class A Shares;

   (vi) Terry Smith, Brock Bulbuck, Coast to Coast Collision Centres Inc., Farelane Properties Ltd., Coast to Coast Franchise Services Inc. and 2630206 Manitoba Inc. (collectively, the "Management Group") exchanged 15% of the Boyd Class A Shares held by them in the aggregate for Fund Subco Notes in the principal amount determined by multiplying the price (the "IPO Price") at which Units were offered under the IPO by the number of Boyd Class A Shares for which the Fund Subco Notes were exchanged;

   (vii) the members of the Management Group exchanged their remaining Boyd Class A Shares (other than the part to be exchanged by Brock Bulbuck under paragraph (xiii) below) for common shares of Management Holdco on a one for one basis;

   (viii) each of the holders of Options who were issued Boyd Class A Shares upon the exercise of their Options, other than Terry Smith and Brock Bulbuck, exchanged such Boyd Class A Shares for Fund Subco Notes in the principal amount determined for each of them respectively by multiplying the IPO Price by the number of Boyd Class Shares for which the Fund Subco Notes were exchanged;

   (ix) all of the holders of Boyd Class A Shares on the Effective Date who did not dissent to the Arrangement, other than the Management Group (collectively, the "Boyd Public Class A Shareholders") exchanged a certain percentage (as determined by the application of formulae set out in the Arrangement) of his, her or its Boyd Class A Shares for Fund Subco Notes in a principal amount determined for each of them respectively by multiplying the IPO Price by the number of Boyd Class A Shares exchanged for the Fund Subco Notes;

(x) Management Holdco exchanged all of its Boyd Class A Shares and each of the Boyd Public Class A Shareholders exchanged his, her or its remaining Boyd Class A Shares for Amalco Holdco Class A Common Shares, on a one for one basis;

(xi) pursuant to the exchange agreement between the Fund, Amalco and Amalco Holdco described in the Circular (the "Exchange Agreement"), Management Holdco and Boyd Public Class A Shareholders, as holders of Amalco Holdco Class A Common Shares, have the right, subject to certain conditions, to retract such shares and receive Units in exchange therefor;

(xii) each member of the Management Group and each of the Boyd Public Class A Shareholders exchanged the Fund Subco Note to which he, she or it is entitled hereunder for that number of Units determined respectively by dividing the principal amount of the Fund Subco Note by the IPO Price;

(xiii) Bulbuck exchanged part of his Boyd Class A Shares for Amalco Holdco Class A Common Shares on a one for one basis;

(xiv) the Units are retractable at the request of the Unitholders, for retractions having a cash value in excess of $25,000 in a calendar month, in exchange for Fund Subco Notes, Class I Shares of Amalco (the "Amalco Class I Shares") and/or Class B Common Shares of Amalco Holdco (the "Amalco Holdco Class B Common Shares") distributed by the Fund in accordance with the terms and conditions of the Trust Declaration;

(xv) the stated capital of the Boyd Class A Shares was reduced to $1,000,000;

(xvi) Boyd and Fund Subco amalgamated to form Amalco (the "Amalgamation");

(xvii) as part of the Amalgamation, all shares in the capital of Boyd and Fund Subco were cancelled and Amalco issued:

A. to the Fund, that number of Amalco Class I Shares equal to the sum of the number of Fund Subco Common Shares held by the Fund and the number of Boyd Class A Shares held by Fund Subco, immediately prior to the Amalgamation; and

B. to Amalco Holdco, that number of Amalco Class II Shares equal to the number of Boyd Class A Shares held by Amalco Holdco immediately prior to the Amalgamation;

(xviii) each outstanding and unexercised Option was cancelled; and

(xix) the trust indentures under which Debentures were issued were amended by making the Fund a party thereto and changing certain of the provisions thereof to provide the holders of Debentures issued thereunder the right to exchange such Debentures for Units.

10. All voting shares of Boyd and Options held by persons who validly exercised the rights of dissent provided to them under the Interim Order ("Dissenting Shareholders") shall, if the Dissenting Shareholder is ultimately entitled to be paid the fair value therefor, be deemed to be transferred to Boyd on the Effective Date in exchange for such fair value.

11. Upon completion of the Arrangement, the Fund is the holder of all of the Fund Subco Notes and all of the Amalco Class I Shares, Amalco Holdco is the holder of all of the Amalco Class II Shares and the Boyd Public Class A Shareholders and Management Holdco holds Units and Amalco Holdco Class A Common Shares.

12. In general terms, pursuant to the Arrangement, the Fund directly holds a majority of the voting equity in Amalco, and the remaining minority equity interest in Amalco is owned by Amalco Holdco (which is in turn controlled by the Fund). Amalco will carry on the existing business of Boyd and distribute its cash flow to the Fund and to Amalco Holdco, for distribution to Unitholders and holders of Amalco Holdco Class A Common Shares, respectively, on a monthly basis.

13. The steps under the Arrangement, the terms of the Amalco Holdco Class A Shares and the exercise of certain rights in connection with the Arrangement or pursuant to the Exchange Agreement including, without limitation, the subsequent issuance by the Fund of Units in exchange, indirectly, for Amalco Holdco Class A Shares, involve or may involve a number of trades or potential trades of Amalco Holdco Class A Shares, Amalco Holdco Class B Shares, Amalco Class I Shares, Fund Subco Notes and Units which will occur subsequent to the Effective Date (the "Non-Effective Date Trades") for which there may be no exemption from the Registration and Prospectus Requirements.

14. No relief is being requested in respect of trades made in connection with the Arrangement on the Effective Date, since they are already exempt by virtue of section 2.8 of Commission Rule 45-501 – Exempt Distributions (the "Statutory Arrangement Exemption"). However, there is some uncertainty as to whether the Non-Effective Date Trades can occur in reliance upon the Statutory Arrangement Exemption as those trades will occur after the Effective Date.

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

IT IS RULED pursuant to subsection 74(1) of the Act that future Non-Effective Date Trades shall not be subject to the Registration and Prospectus Requirements.

March 4, 2003.

"Paul M. Moore" "Theresa McLeod"

Headnote

Subsection 144(1) – Order correcting an error in a previous ruling. Previous ruling amended to provide that the first trade in securities acquired under the ruling shall be deemed to be a distribution under the Securities Act (Ontario).

Applicable Statutory Provisions

Securities Act, R.S.O. 1990, c. S.5, as am., s. 144(1).

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

AND

IN THE MATTER OF
THE BOYD GROUP INC.

AND

IN THE MATTER OF
BOYD GROUP INCOME FUND

ORDER
(Subsection 144(1) of the Act)

WHEREAS on the application of The Boyd Group Inc. ("Boyd") and Boyd Group Income Fund (the "Fund"), the Ontario Securities Commission (the "Commission") issued a ruling dated March 4, 2003 (the "Original Ruling") under Subsection 74(1) of the Act that the registration requirement and the prospectus requirement of Sections 25 and 53 of the Act, respectively, shall not apply to certain trades in securities made in connection with a plan of arrangement under section 185 of *The Corporations Act* (Manitoba) involving Boyd, the Fund, Boyd Fund Limited, Boyd Group Holdings Inc., 4612094 Manitoba Inc. and the holders of Boyd's securities;

AND WHEREAS Boyd and the Fund have applied to amend the Original Ruling to provide that the first trade in securities acquired under the Original Ruling shall be deemed to be a distribution under the Act;

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

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

IT IS ORDERED pursuant to subsection 144(1) of the Act that the Original Ruling be amended such that the following language is inserted before the period at the end of Original Ruling: "provided that the first trade in securities acquired under this ruling shall be deemed to be a distribution under the Act".

March 11, 2003.

"Paul M. Moore" "Robert W. Korthals"

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Chapter 4

Cease Trading Orders

4.1.1 Temporary, Extending & Rescinding Cease Trading Orders

Company Name	Date of Order or Temporary Order	Date of Hearing	Date of Extending Order	Date of Lapse/Revoke
3D Visit Inc.	28 Feb 03	12 Mar 03	12 Mar 03	
ACEnetx Inc.	26 Feb 03	10 Mar 03	10 Mar 03	
Aludra Inc.	03 Mar 03	14 Mar 03		
International Rochester Energy Corp.	27 Feb 03	11 Mar 03	11 Mar 03	
New Inca Gold Ltd.	20 Feb 03	04 Mar 03		06 Mar 03
Parton Capital Inc.	11 Mar 03	21 Mar 03		

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Chapter 7

Insider Reporting

This chapter is available in the print version of the OSC Bulletin, as well as as in Carswell's internet service 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

Exempt Financings

The Ontario Securities Commission reminds issuers and other parties relying on exemptions that they are responsible for the completeness, accuracy, and timely filing of Forms 45-501F1 and 45-501F2, and any other relevant form, pursuant to section 27 of the *Securities Act* and OSC Rule 45-501 ("Exempt Distributions").

REPORTS OF TRADES SUBMITTED ON FORM 45-501F1

Transaction Date	Purchaser	Security	Total Purchase Price ($)	Number of Securities
28-Feb-2003	3 Purchasers	Alternum Capital - Global Health Sciences Hedge Fund - Limited Partnership Units	108,538.38	251.00
28-Feb-2003	10 Purchasers	Alternum Capital - North American Value Hedge Fund - Limited Partnership Units	168,328.81	330.00
07-Feb-2003	Ed Rempel	BPI American Opportunities Fund - Units	13,244.70	124.00
27-Feb-2003	David Mitchell;Eagle I Equity Corporation	Buffalo Gold Ltd. - Units	US$10,000.00	66,666.00
26-Feb-2003	13 Purchasers	Canadian Golden Dragon Resources Ltd. - Flow-Through Shares	253,000.00	2,575,000.00
19-Feb-2003	Peter Karlechuk	Candor Ventures Corp. - Common Shares	100,000.00	400,000.00
27-Feb-2003	BMO Nesbitt Burns Inc. and Silvercreek Mgmt Inc.	Chesapeake Energy Corporation - Preferred Shares	1,120,425.00	15,000.00
27-Feb-2003	EdgeStone Capital Equity	CIBC World Markets - Common Shares	20,000,000.00	44,444,444.00
29-Oct-2001	University of Toronto Asset Mgmt. Co	Commonfund Institutional Fund - Shares - Amended	15,755,628.00	1,023,716.00
29-Oct-2001	University of Toronto Asset Mgmt. Co	Commonfund Institutional Fund - Shares - Amended	4,048,674.00	260,703.00
01-Feb-2003	Arthur Ellis;Harold Smith	Currie Rose Resources Inc. - Common Shares	1,470,000.00	2,100,000.00
24-Feb-2003	7 Purchasers	eDeal Services Corp. - Common Shares	197,225.81	347,610.00
19-Feb-2003	13 Purchasers	Euston Capital Corp. - Common Shares	36,975.00	12,325.00

27-Feb-2003	George E. Patton	Expatriate Resources Ltd. - Units	140,000.00	1,400,000.00
28-Feb-2003	Ontario Municipal Employees Retirement Board	Falls Management Company - Note	20,000,000.00	1.00
25-Feb-2003	Investorco;572443 B.C. Ltd.	International Barytex Resources Ltd. - Units	40,000.00	200,000.00
24-Jan-2003	Polar Securities Inc.	International Game Technology - Convertible Debentures	71,149.20	120,000.00
25-Feb-2003	7 Purchasers	J.C. Clark Commonwealth Loyalist Trust - Units	601,500.00	6,062.00
25-Feb-2003	9 Purchasers	J.C. Commonwealth Patriot Trust - Units	623,500.00	6,862.00
25-Feb-2003	4 Purchasers	J.C. Penney Corporation, Inc. - Notes	5,937,870.04	4.00
07-Feb-2003	Freda Justiz	Landmark Global Opportunities RSP Fund - Units	25,000.00	257.00
26-Feb-2003	CPP Investment Board Real Estate Holdings Inc.	LaSalle Canada Realty Ltd. - Common Shares	3,134,900.00	31,349.00
28-Feb-2003	J. Ronald Woods	Luke Energy Ltd. - Common Shares	81,000.00	100,000.00
24-Feb-2003	4069145 Canada Inc.; MG Stratum Fund II, Limited Partnership	Matrix Packaging Inc. - Common Shares	1,848,017.06	3,554.00
27-Feb-2003	7 Purchasers	MedcomSoft Inc. - Units	231,200.00	2,312.00
20-Feb-2003	4 Purchasers	Mosaic Mapping Corporation - Convertible Debentures	102,000.00	4.00
26-Feb-2003	6 Purchasers	Mythum Interactive Inc. - Common Shares	379,802.50	151,921.00
28-Feb-2003	6 Purchasers	Nevsun Resources Ltd. - Shares	2,573,000.00	830,000.00
28-Feb-2003	Andrew Clarke	NRX Global Corp. - Common Shares	162,825.00	1,000,000.00
24-Feb-2003	90 Purchasers	Orezone Resources Inc. - Units	5,000,000.00	12,500,000.00
21-Feb-2003	Brant Investmnets	Pacific Rodera Ventures Inc. - Common Shares	100,000.00	1,000,000.00
18-Feb-2003	G. Scott Paterson	Peer 1 network Enterprises Inc. - Units	52,500.00	150,000.00
24-Feb-2003	Gordon Reid	Photon Control Inc. - Common Shares	50,000.00	500,000.00
25-Feb-2003	27 Purchasers	Quitovac Mining Company Limited - Common Shares	451,950.00	1,506,500.00
31-Jan-2003	Absolute Return Concepts Fund	RBC Global Investment Management Inc. - Units	38,000.00	105.00

18-Feb-2003	Phil Stein	Rockwater Capital Corporation - Special Warrants	48,263.60	62,680.00
27-Feb-2003	4 Purchasers	Romios Gold Resources Inc. - Flow-Through Shares	40,000.00	160,000.00
27-Feb-2003	Bistra Kileva	Romios Gold Resources Inc. - Units	10,000.00	50,000.00
14-Feb-2003	Elliott & Page Ltd.	State Street Capital Trust II - Units	4,000,000.00	4,000,000.00
26-Feb-2003	Hugh Agro	Stikine Gold Corporation - Special Warrants	15,000.00	150,000.00
24-Jan-2003	5 Purchasers	StorageMaxx Master 110 Limited Partnership - Limited Partnership Units	366,334.00	366,334.00
24-Jan-2003	Deutsche Bank AG;StorageMaxx Master 110 Limited Partnership	StorageMaxx Master 110 Limited Partnership - Limited Partnership Units	1,850,175.00	1,850,175.00
28-Feb-2003	4 Purchasers	Temex Resource Corp. - Units	104,000.00	170,000.00
06-Jan-2003	Bank of Montreal;Toronto Dominion Bank	The Goldman Sachs Group Inc. - Notes	17,995,140.00	18,000,000.00
01-Apr-2000	Canadian Institute for Advanced Research	The Governing Council of The University of Toronto - N/A	3,916,728.95	3,916,729.00
01-Jun-2002 01-Aug-2002	Council of Ontario Universities	The Governing Council of The University of Toronto - N/A	6,000,000.00	6,000,000.00
01-Oct-2002	Macgregor Estate Estate of Edwin MacGregor	The Governing Council of The University of Toronto - N/A	500,939.46	500,939.00
01-May-2001	The Royal Astronomical Society of Canada	The Governing Council of The University of Toronto - N/A	230,467.04	230,467.00
01-Mar-1996	The Torrence Trust/Trustee Assets	The Governing Council of The University of Toronto - N/A	139,996.96	139,997.00
25-Feb-2003	Gary Bartholemew	The Kewl Corporation - Common Shares	22,500.00	225,000.00
09-Jan-2002	National Life Assurance Company of Canada	The Vanguard Group, Inc. - Units	1,191,970.00	63,687.00
12/4/02 06-Mar-2003	6 Purchasers	United Reef Limited - Common Shares	258,525.00	2,585,250.00
19-Feb-2003	19 Purchasers	VSM MedTech Ltd. - Units	7,143,775.00	3,861,500.00
27-Feb-2003	170 Purchasers	Wheaton River Minerals Ltd. - Subscription Receipts	144,657,227.25	99,763,605.00

RESALE OF SECURITIES - (FORM 45-501F2)

Transaction Date	Seller	Security	Total Selling Price	Number of Securities
24-Feb-2003	Investors Group Trust Co. Ltd.	Aecon Group Inc. - Common Shares	20,000.00	$106,500.00
01-Mar-2003	Frank Davis	Sabina Resources Limited - Common Shares Warrants	150,000.00	$25,000.00

NOTICE OF INTENTION TO DISTRIBUTE SECURITIES AND ACCOMPANYING DECLARATION UNDER SECTION 2.8 OF MULTILATERAL INSTRUMENT 45-102 RESALE OF SECURITIES - FORM 45-102F3

Seller	Security	Number of Securities
John Buhler	Buhler Industries Inc. - Common Shares	450,400.00
Matthews-Cartier Holdings Limited	Canfor Corporation - Common Shares	926,990.00
Larry Melnick	Champion Natural Health.com Inc. - Shares	119,765.00
Schad Family Trust	Husky Injection Molding Systems Ltd. - Common Shares	5,696,385.00
Hugh Wynne-Edwards	Immune Network Ltd. - Common Shares	550,000.00
Mustang Minerals Corp.	JML Resources Ltd. - Common Share Purchase Warrant	697,483.00
Mustang Minerals Corp.	JML Resources Ltd. - Common Shares	951,999.00
Susan M. S. Gastle	Microbix Biosystems Inc. - Common Shares	7,548.00
William J. Gastle	Microbix Biosystems Inc. - Common Shares	494,133.00
Clifford Frame	OntZinc Corporation - Shares	400,000.00
Michael R. Faye	Spectra Inc. - Common Shares	450,000.00

REPORTS MADE UNDER SUBSECTION 2.7(1) OF MULTILATERAL INSTRUMENT 45-102 RESALE OF SECURITIES WITH RESPECT TO AN ISSUER THAT HAS CEASED TO BE A PRIVATE COMPANY OR PRIVATE ISSUER - FORM 45-102F1

Issuer	Date the Company Ceased to be a Private Company or Private Issuer
Avalon Resources Ltd.	3/4/03
Prasad Advanced Materials Inc.	2/24/03
Tone Resources Limited	2/12/03

Chapter 11

IPOs, New Issues and Secondary Financings

Issuer Name:
ACS Media Income Fund
Principal Regulator - Ontario
Type and Date:
Preliminary Prospectus dated March 6, 2003
Mutual Reliance Review System Receipt dated March 6, 2003
Offering Price and Description:
$ * - * Units @ $ 10.00 per Unit
Underwriter(s) or Distributor(s):
CIBC World Markets Inc.
RBC Dominion Securities Inc.
Scotia Capital Inc.
Promoter(s):
Alaska Communications Systems Holdings, Inc.
Project #519018

Issuer Name:
Acuity Income Trust Fund
Acuity Growth & Income Fund
Principal Regulator - Ontario
Type and Date:
Preliminary Simplified Prospectus dated March 6, 2003
Mutual Reliance Review System Receipt dated March 10, 2003
Offering Price and Description:
Class A and F Units
Underwriter(s) or Distributor(s):
-
Promoter(s):
Acuity Funds Ltd.
Project #519202

Issuer Name:
Canadian Superior Energy Inc.
Principal Regulator - Alberta
Type and Date:
Preliminary Short Form Prospectus dated March 7, 2003
Mutual Reliance Review System Receipt dated March 10, 2003
Offering Price and Description:
Maximum of $15,000,000 - 10,000,000 Units @ $1.50 per Unit
Underwriter(s) or Distributor(s):
Maison Placements Canada Inc.
Acadian Securities Incorporated
Promoter(s):
-
Project #519677

Issuer Name:
Decoma International Inc.
Principal Regulator - Ontario
Type and Date:
Preliminary Short Form Prospectus dated March 10, 2003
Mutual Reliance Review System Receipt dated March 10, 2003
Offering Price and Description:
$100,000,000.00 - 6.50% Convertible Unsecured Subordinated Debentures Due 2010
Underwriter(s) or Distributor(s):
CIBC World Markets Inc.
RBC Dominion Securities Inc.
BMO Nesbitt Burns Inc.
Griffiths McBurney & Partners
National Bank Financial Inc.
Scotia Capital Inc.
Promoter(s):
-
Project #519748

Issuer Name:
Great-West Lifeco Inc.
Principal Regulator - Manitoba
Type and Date:
Preliminary Short Form Prospectus dated March 10, 2003
Mutual Reliance Review System Receipt dated March 10, 2003
Offering Price and Description:
$600,000,000, being the aggregate of $200,000,000 principal amount of 6.14% Debentures due March 21, 2018 and
$400,000,000 principal amount of 6.67% Debentures due March 21, 2033
Underwriter(s) or Distributor(s):
BMO Nesbitt Burns Inc.
Merrill Lynch Canada Inc.
CIBC World Markets Inc.
RBC Dominion Securities Inc.
Scotia Capital Inc.
TD Securities Inc.
National Bank Financial Inc.
Casgrain & Company Limited
Promoter(s):
-
Project #519660

Issuer Name:
Imperial Canadian Dividend Income Pool
Principal Regulator - Ontario
Type and Date:
Preliminary Simplified Prospectus dated March 10, 2003
Mutual Reliance Review System Receipt dated March 11, 2003
Offering Price and Description:
Mutual Fund Securities Net Asset Value
Underwriter(s) or Distributor(s):
-
Promoter(s):
Canadian Imperial Bank of Commerce
Project #519850

Issuer Name:
Ketch Resources Ltd.
Principal Regulator - Alberta
Type and Date:
Preliminary Prospectus dated March 7, 2003
Mutual Reliance Review System Receipt dated March 7, 2003
Offering Price and Description:
$6,600,000 - 2,000,000 Common Shares issuable on exercise of Outstanding Special Warrants @ $3.30 per Special Warrant
Underwriter(s) or Distributor(s):
Griffiths McBurney & Partners
Tristone Capital Inc.
FirstEnergy Capital Corp.
TD Securities Inc.
Promoter(s):
-
Project #519508

Issuer Name:
Noranda Inc.
Principal Regulator - Ontario
Type and Date:
Preliminary Short Form Prospectus dated March 5, 2003
Mutual Reliance Review System Receipt dated March 6, 2003
Offering Price and Description:
$150,000,000.00 - 6,000,000 Cumulative Preferred Shares, Series H @ $25.00 per Cumulative Preferred Shares, Series H
Underwriter(s) or Distributor(s):
CIBC World Markets Inc.
RBC Dominion Securities Inc.
Scotia Capital Inc.
TD Securities Inc.
BMO Nesbitt Burns Inc.
National Bank Financial Inc.
Canaccord Capital Corporation
Desjardins Securities Inc.
Trilon Securities Corporation
Promoter(s):
-
Project #519003

Issuer Name:
Sleep Country Canada Income Fund
Principal Regulator - Ontario
Type and Date:
Preliminary Prospectus dated March 7, 2003
Mutual Reliance Review System Receipt dated March 7, 2003
Offering Price and Description:
$ * - * Units @ $10.00 per Unit
Underwriter(s) or Distributor(s):
CIBC World Markets Inc.
Scotia Capital Inc.
BMO Nesbitt Burns Inc.
RBC Dominion Securities Inc.
TD Securities Inc.
Promoter(s):
Mattress Holdings Corporation
Project #519339

Issuer Name:
The Consumers' Waterheater Income Fund
Principal Regulator - Ontario
Type and Date:
Preliminary Prospectus dated March 6, 2003
Mutual Reliance Review System Receipt dated March 7, 2003
Offering Price and Description:
$ * - * Units @ $ * per Unit
Underwriter(s) or Distributor(s):
Scotia Capital Inc.
TD Securities Inc.
CIBC World Markets Inc.
RBC Dominion Securities Inc.
BMO Nesbitt Burns Inc.
National Bank Financial Inc.
Promoter(s):
Enbridge Services Inc.
Project #519129

Issuer Name:
The Consumers' Waterheater Income Fund
Principal Regulator - Ontario
Type and Date:
Amended and Restated Preliminary Prospectus dated March 7, 2003
Mutual Reliance Review System Receipt dated March 10, 2003
Offering Price and Description:
$119,014,898 - 10,918,798 Units @ $10.90 per Unit
Underwriter(s) or Distributor(s):
Scotia Capital Inc.
TD Securities Inc.
CIBC World Markets Inc.
RBC Dominion Securities Inc.
BMO Nesbitt Burns Inc.
National Bank Financial Inc.
Promoter(s):
Enbridge Services Inc.
Project #519129

Issuer Name:
Transborder Capital Inc.
Principal Regulator - Alberta
Type and Date:
Preliminary Prospectus dated March 4, 2003
Mutual Reliance Review System Receipt dated March 7, 2003
Offering Price and Description:
$450,000 - 1,500,000 Common Shares @ $0.30 per Common Share
Underwriter(s) or Distributor(s):
Northern Securities Inc.
Promoter(s):
Richard W. DeVries
Byron M. Takaoka
Raymond P. Mack
Ralph G. Zielsdorf
Project #519369

Issuer Name:
Creststreet 2003 Limited Partnership
Principal Regulator - Ontario
Type and Date:
Amended Preliminary Prospectus dated March 5, 2003
Mutual Reliance Review System Receipt dated March 6, 2003
Offering Price and Description:
-
Underwriter(s) or Distributor(s):
Scoita Capital Inc.
CIBC World Markets Inc.
TD Securities Inc.
National Bank Financial Inc.
HSBC Securities (Canada) Inc.
Canaccord Capital Corporation
Raymond James Ltd.
Wellington West Capital Inc.
Promoter(s):
Creststreet 2003 Management Limited
Creststreet Asset Management Limited
Project #514176

Issuer Name:
AllBanc Split Corp.
(Class A Preferred Shares)
Principal Regulator - Ontario
Type and Date:
Final Prospectus dated March 5, 2003
Mutual Reliance Review System Receipt dated March 6, 2003
Offering Price and Description:
$54,564,595.00 - 897,444 Class A Preferred Shares @$60.80 per Class A Preferred Share
Underwriter(s) or Distributor(s):
Scotia Capital Inc.
BMO Nesbitt Burns Inc.
CIBC World Markets Inc.
RBC Dominion Securities Inc.
Promoter(s):
-
Project #509572

Issuer Name:
Canadian Revolving Auto Floorplan Trust
Principal Regulator - Ontario
Type and Date:
Final Prospectus dated March 7, 2003
Mutual Reliance Review System Receipt dated March 7, 2003
Offering Price and Description:
$200,000,000.00 - Floating Rate Dealer Floorplan Receivables-Backed Notes, Series 2003-A1 Expected Final Payment Date of March 15, 2005 and $300,000,000.00 4.645% Dealer Floorplan Receivables-Backed Notes, Series 2003-A2 Expected Final Payment Date of February 15, 2008
Underwriter(s) or Distributor(s):
TD Securities Inc.
Promoter(s):
Daimlerchrysler Services Canada Inc.
Project #513166

Issuer Name:
CARS and PARS Programme
Principal Regulator - Ontario
Type and Date:
Amended and Restated Short Form Shelf Prospectus March 6, 2003
Mutual Reliance Review System Receipt dated March 10, 2003
Offering Price and Description:
Strip Coupons, Strip Residuals and Strip Packages (including packages of Strip Coupons and PARS) derived by
RBC Dominion Securities Inc., BMO Nesbitt Burns Inc., CIBC World Markets Inc., National Bank Financial Inc., Scotia Capital Inc. and TD Securities Inc. from up to Cdn $5,000,000,000 of Debt Obligations of Various Canadian Corporations and Trusts
Underwriter(s) or Distributor(s):
RBC Dominion Securities Inc.
BMO Nesbitt Burns Inc.
CIBC World Markets Inc.
National Bank Financial Inc.
Scotia Capital Inc.
TD Securities Inc.
Promoter(s):
RBC Dominion Securities Inc.
BMO Nesbitt Burns Inc.
CIBC World Markets Inc.
National Bank Financial Inc.
Scotia Capital Inc.
TD Securities Inc.
Project #491774

Issuer Name:
Cartier Multimanagement Portfolio
Cartier Global Leaders RSP Fund
Cartier U.S. Equity Fund
Cartier Small Cap Cdn. Equity Fund
Cartier Money Market Fund
Cartier Global Equity Fund
Cartier Cdn. Equity Fund
MultiPartners Balanced Growth RSP Portfolio
(formerly, Cartier Tactical Asset Allocation Fund)
Cartier Bond Fund
Principal Regulator - Quebec
Type and Date:
Final Simplified Prospectus and Annual Information Form dated March 5, 2003
Mutual Reliance Review System Receipt dated March 11, 2003
Offering Price and Description:
Class A and Class F Units
Underwriter(s) or Distributor(s):
Cartier Partners Securities Inc.
Desjardins Trust Investment Services Inc.
Promoter(s):
-
Project #509530

Issuer Name:
Emissary Canadian Equity (formerly Emissary Canadian Equity Fund)
Emissary Canadian Fixed Income (formerly Emissary Canadian Fixed Income Fund)
Emissary Canadian Money Market (formerly Emissary Canadian Money Market Fund)
Emissary U.S. Growth (formerly Emissary U.S. Growth Fund)
Emissary U.S. Value (formerly Emissary U.S. Value Fund)
Emissary U.S. Small/Mid Cap (formerly Emissary U.S. Small/Mid Cap Fund)
Emissary International Equity (EAFE) (formerly Emissary International Equity (EAFE) Fund)
Emissary Global Equity (RSP) (formerly Emissary Global Equity (RSP) Fund)
Principal Regulator - Ontario
Type and Date:
Final Simplified Prospectus dated March 6, 2003
Mutual Reliance Review System Receipt dated March 11, 2003
Offering Price and Description:
Mutual Fund Units @ Net Asset Value
Underwriter(s) or Distributor(s):
Opus 2 Securities Inc.
Promoter(s):
Opus 2 Securities Inc.
Project #509743

Issuer Name:
Series A, B and F securities of
Front Street Small Cap Canadian Fund
(formerly Multiple Opportunities Fund)
Front Street Special Opportunities Canadian Fund Ltd.
(formerly Special Opportunities Fund Ltd.)
Principal Regulator - Ontario
Type and Date:
Final Simplified Prospectus dated March 10, 2003
Mutual Reliance Review System Receipt dated March 11, 2003
Offering Price and Description:
Series A, B and F securities
Underwriter(s) or Distributor(s):
-
Promoter(s):
-
Project #510343

Issuer Name:
Harvest Energy Trust
Principal Regulator - Alberta
Type and Date:
Final Prospectus dated March 7, 2003
Mutual Reliance Review System Receipt dated March 10, 2003
Offering Price and Description:
15,000,000.00 - 1,500,000 Trust Units issuable on exercise of 1,500,000 Special Warrants
Underwriter(s) or Distributor(s):
FirstEnergy Capital Corp.
Haywood Securities Inc.
Promoter(s):
M. Bruce Chernoff
Kevin A. Bennett
Project #513374

Issuer Name:
Members Mutual Fund
Type and Date:
Final Simplified Prospectus dated March 2, 2003
Receipted on March 10, 2003
Offering Price and Description:
Mutual Fund Units
Underwriter(s) or Distributor(s):
Members Mutual Management Corp.
Members Mutual Management Corp
Promoter(s):
Members Mutual Management Corp.
Project #509015

Issuer Name:
Optima Strategy Canadian Equity Growth Pool
Optima Strategy International Equity Value Pool
Optima Strategy International Equity Growth Pool
Principal Regulator - Manitoba
Type and Date:
Amendment #1 dated February 28, 2003 to Final Simplified Prospectus dated December 4, 2002
Mutual Reliance Review System Receipt dated March 6, 2003
Offering Price and Description:
Mutual Fund Securities Net Asset Value
Underwriter(s) or Distributor(s):
Assante Asset Management Ltd.
Assante Capital Management Ltd.
Assante Capital Managmenet Ltd.
Assante Asset Management Ltd.
Assante Capital Managment Ltd.
Promoter(s):
Assante Asset Management Ltd.
Project #488601

Issuer Name:
Real Resources Inc.
Principal Regulator - Alberta
Type and Date:
Final Short Form Prospectus dated March 7, 2003
Mutual Reliance Review System Receipt dated March 7, 2003
Offering Price and Description:
$15,345,000.00 - 3,100,000 Common Shares @ $4.95 per Common Share
Underwriter(s) or Distributor(s):
Peters & Co. Limited
Yorkton Securities Inc.
FirstEnergy Capital Corp.
Griffiths McBurney & Partners
Promoter(s):
-
Project #518016

Issuer Name:
Rio Narcea Gold Mines, Ltd.
Principal Regulator - Ontario
Type and Date:
Final Short Form Prospectus dated March 6, 2003
Mutual Reliance Review System Receipt dated March 7, 2003
Offering Price and Description:
$34,200,000.00 - 21,900,000 COMMON SHARES ISSUABLE UPON THE EXERCISE OF 21,000,000 PREVIOUSLY ISSUED SPECIAL WARRANTS
Underwriter(s) or Distributor(s):
Haywood Securities Inc.
Promoter(s):
-
Project #516954

Issuer Name:
Power Financal Corporation.
Principal Regulator - Quebec
Type and Date:
Final Short Form Prospectus dated March 4, 2003
Mutual Reliance Review System Receipt dated March 4, 2003
Offering Price and Description:
$250,000,000.00 - 6.9% Debentures Due March 11, 2033
Underwriter(s) or Distributor(s):
Merrill Lynch Canada Inc.
BMO Nesbitt Burns Inc.
CIBC World Markets Inc.
RBC Dominion Securities Inc.
Scotia Capital Inc.
TD Securities Inc.
National Bank Financial Inc.
Casgrain & Company Limited
Promoter(s):
-
Project #516293

Issuer Name:
Power Financal Corporation.
Principal Regulator - Quebec
Type and Date:
Final Short Form Prospectus dated March 4, 2003
Mutual Reliance Review System Receipt dated March 4, 2003
Offering Price and Description:
$200,000,000.00 - (8,000,000 shares) - 6.00% Non-Cumulative First Preferred Shares, Series I
Underwriter(s) or Distributor(s):
BMO Nesbitt Burns Inc.
CIBC World Markets Inc.
National Bank Financial Inc.
RBC Dominion Securities Inc.
Merrill Lynch Canada Inc.
Scotia Capital Inc.
TD Securities Inc.
Promoter(s):
-
Project #516311

Issuer Name:
Power Financal Corporation.
Principal Regulator - Quebec
Type and Date:
Final Short Form Prospectus dated March 4, 2003
Mutual Reliance Review System Receipt dated March 4, 2003
Offering Price and Description:
$150,000,000.00 - (6,000,000 Shares) - 4.70% Non-Cumulative First Preferred Shares, Series J
Underwriter(s) or Distributor(s):
BMO NESBITT BURNS INC.
CIBC World Markets Inc.
National Bank Financial Inc.
RBC Dominion Securities Inc.
Merrill Lynch Canada Inc.
Scotia Capital Inc.
TD Securities Inc.
Promoter(s):
-
Project #516298

Chapter 12

Registrations

12.1.1 Registrants

Type	Company	Category of Registration	Effective Date
New Registration	General Motors Investment Management Corporation c/o Osler Hoskin & Harcourt LLP Attention: J. Mark Deslauriers 1 First Canadian Place Suite 6100, PO Box 50 Toronto ON M5X 1B8	Non-Canadian Advisor Investment Counsel & Portfolio Manager	Mar 05/03
New Registration	The Confident Investor Coach Inc. Attention: Robert Stephen Semple 3 Haliburton Avenue Etobicoke ON M9B 4Y1	Investment Counsel & Portfolio Manager	Mar 05/03
New Registration	McDonald Investments Inc. Attention: Robert Moran 800 Superior Avenue Cleveland OH 44114-2603 USA	International Dealer	Mar 05/03
New Registration	Mercator Asset Management, L.P. Attention: Robert Black 40 King Street West Scotia Plaza, Suite 4400 Toronto ON M5H 3Y4	International Adviser Investment Counsel & Portfolio Manager	Mar 05/03
New Registration	Babson Securities Corporation c/o Borden Ladner Gervais LLP Attention: Laurie J. Cook Scotia Plaza, Suite 4400 40 King Street West Toronto ON M5H 3Y4	International Dealer	Mar 05/03
New Registration	CMS Fund Advisers, Inc. Attention: Morey Herbert Goldberg 1926 Arch Street Philadelphia PA 19103-1484 USA	Non-Canadian Adviser Investment Counsel & Portfolio Manager	Mar 05/03
New Registration	Roycap Securities Inc. Attention: Stephen Rider 4100 Yonge Street Suite 504 Toronto ON M2P 2G2	Investment Counsel & Portfolio Manager Commodity Trading Manager	Mar 05/03
Change of Name	ING Financial Markets LLC 1325 Avenue of the Americas New York NY 10019 USA	From: ING Baring Corp. To: ING Financial Markets LLC	Apr 11/02

Type	Company	Category of Registration	Effective Date
Change in Category (Categories)	Arrowstreet Capital, Limited Partnership Attention: Bruce Eric Clarke 875 Massachusetts Avenue 6th Floor Cambridge MA 02139 USA	From: International Adviser Investment Counsel & Portfolio Manager Commodity Trading Manager - Non-Resident To: Non-Canadian Advisor Investment Counsel & Portfolio Manager Commodity Trading Manager - Non-Resident	Mar 05/03

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