

## Portfolio Manager Compliance Field Review

### List of Books and Records Requested For Review

#### Instructions

Please provide the following information for ----- (“Registrant”). Unless otherwise indicated please provide the requested records for the time period ----- (“review period”). Where possible, please provide responses on Registrant’s letterhead.

Copies need not be made for those records for which only access is requested. However, please have such records collected and ready for our review. While certain books and records are specifically requested below, during the review we may request additional books and records if it becomes necessary.

During the review, we will also ask to interview persons responsible for various functions such as portfolio management, trade execution, back office and marketing. To obtain an overall view of the Registrant’s business and its internal control environment, we will also speak with senior management early in the review process.

#### I. General

1. A copy of the Registrant’s written disclosure statement(s) to clients pursuant to the disclosure obligations under National Instrument 31-103 – *Registration Requirements and Exemptions* (NI 31-103), if applicable
2. A copy of the Registrant’s Standards to ensure fairness in the allocation of investment opportunities among its clients pursuant to section 14.3 of NI 31-103
3. A copy of the Registrant’s current organization chart and employee list with telephone numbers
4. A list of individuals who are responsible for providing investment advice to the Registrant’s clients during the review period, and the name of the Chief Compliance Officer and Ultimate Designated Person
5. A list of individuals on whom the Commission has imposed “close supervision” terms and conditions
6. A list of branch and sub-branch offices of the Registrant, both active and dormant during the review period, and a description of the functions of each branch
7. A list of all affiliated parties to the Registrant, and the nature of the relationships

8. A copy of any reports issued during the review period by the Registrant's internal audit department as a result of their review of operations, including a copy of management's response, if applicable.
9. A copy of any management letters issued during the review period by the Registrant's external auditor as a result of their annual audit, including a copy of management's response, if applicable<sup>10</sup>.
10. A copy of all minutes of meetings of the Board of Directors, Audit Committee, Investment Committee or other committees of the Registrant during the review period
11. A list of any outstanding claims filed by or against the Registrant, identifying the nature of the claim and their expected outcome
12. A copy of the Registrant's written policies and procedures manual.

## II. Financial Condition and Custody

13. A copy of the Registrant's financial statements dated as at the end of the most recent fiscal year and as at the end of the review period
14. A copy of the most recent working capital calculation and those for the review period
15. A copy of the current bonding certificate or insurance
16. Access to monthly financial statements, trial balance, and general ledger for the review period
17. Access to bank statements, deposit books, cancelled cheques and bank reconciliations for all trust accounts of the Registrant for the review period
18. Access to reconciliations of security positions between the portfolio/trading records and the custodial records for all clients during the review period
19. Access to reconciliations of physical security counts and custodial records for all clients during the review period, if the Registrant acts as custodian for its clients
20. Copies of written custodial agreements with all clients for whom the Registrant acts as a signatory over their accounts, if applicable
21. If the Registrant, its related persons or affiliates have custody or possession of, or access to any client funds or securities, a list which includes the names of all such clients, the current market value of all assets in possession or to which the Registrant has access, and the location(s) where such assets are held or the name(s) of the firms holding them

## III. Contracts and Portfolio Management

22. A list of current clients as at the end of the review period. For each client, identify the custodian, type of account (e.g. equity, balanced, fixed income), whether or not the Registrant has discretionary authority, and the current balance of the client's assets under management
23. A list of clients whose contracts provide for performance based compensation to the Registrant
24. A copy of each of the Registrant's standard advisory contracts or agreements currently in use
25. A copy of powers of attorney or letters of authorization which confer discretionary authority if not incorporated directly in the contracts specified in Item 24 above
26. A copy of the Registrant's fee schedule currently in use, if not stated in the contracts specified in Item 24 above

27. A list of any joint ventures or any other businesses in which the Registrant or any officer, director, portfolio manager or trader of the Registrant participates or has any interests
28. Amount of total assets under management by the Registrant as at the end of the review period
29. A copy of any sub-advisory agreements with other investment advisers
30. Access to client files, including those of lost clients
31. Access to security holdings of individual clients throughout the review period, over which the Registrant exercises discretionary authority. This list should show the name of each security and the number of shares or principal amount held by each client

#### IV. Trading & Brokerage

32. A list of all public offerings of securities, which were traded at a premium over the public offering price whenever their secondary markets began, in which any clients or any proprietary accounts of the Registrant participated (i.e. purchased) during the review period ("hot issues")
33. A list of soft-dollar arrangements to which the Registrant is a party. This list should include the name of the broker or other entity involved in each arrangement, the nature of the goods or services received by the Registrant under each arrangement and the approximate annual amount of commissions on securities transactions needed to satisfy each arrangement
34. A copy of the Registrant's trading matching statement or trade matching agreements that it provides or enters into with its trade matching parties, including any exceptions reports filed under National Instrument 24-101 – *Institutional Trade Matching and Settlement*
35. A list of responsible persons of the Registrant who hold positions as officers or directors of any company held in client portfolios
36. A list of all proprietary trading or investment accounts of the Registrant or of any "associated persons". "Associate" is defined in subsection 1(1) of the *Securities Act* (Ontario) ("Act")
37. A list of accounts of individuals who are directly or indirectly related to the Registrant or any of its related persons, identifying the name of the account-holder, the account number, the person to whom he/she is related, and the nature of their relationship
38. A list of all persons required to report personal securities transactions to the Registrant during the review period, including any officer or employee of Registrant's affiliates deemed as associated persons
39. Records of employee personal securities transactions including those for any person deemed to be associated persons (see Item 36 above) during the review period
40. Registrant's trading blotter (purchase and sales journal) for the review period, which lists transactions in securities and other financial instruments for all clients. If possible, provide the information in chronological order with the following fields of data:
 

a. Trade date	h. Commission in cents per share
b. Type of transaction (i.e. buy/sell)	i. Fees
c. Number of shares or principal amount	j. Accrued interest
d. Security name	k. Net amount to/from client
e. Identifying number (e.g. cusip number)	l. Client name
f. Price	m. Client account number
g. Total commission	n. Broker or dealer name

If possible, please provide the trading blotter in Microsoft Excel compatible format on CD-ROM.

41. A list of clients who have instructed the Registrant to direct a portion or the entirety of their brokerage to particular broker-dealers, including the name of the brokerage firm and the client's purpose for such direction, if known
42. A list of all brokerage firms through which client transactions were effected during the review period, identifying the name of the firm, amount of agency commissions paid and the volume of transactions
43. A list of cross transactions which took place during the review period. These transactions would include those where a broker was used or where the Registrant, acting without a broker, effected the transactions
44. Access to proxy voting records, if applicable

#### V. Conflicts of Interest

45. A copy of any written policies and procedures or any Code of Ethics governing the personal securities transactions and insider trading of the Registrant's employees and those of participating affiliates
46. Access to a log of all instances of non-compliance with Registrant's Code of Ethics and internal policies on personal investing for the review period, including their resolution, if available

#### VI. Marketing

47. A copy of any promotional brochures, pamphlets, or other materials routinely furnished to prospective clients (e.g. proposals), and a copy of any marketing materials (e.g. newspaper or magazine ads, reprints, seminar materials, requests for proposals etc.) used to inform or solicit clients during the review period. If the Registrant makes information about its services available on the Internet, the address at which such information is available
48. A list of all parties who refer clients to the Registrant under a Referral Arrangement executed during the review period
49. Access to contracts governing each referral arrangement
50. Copies of disclosure provided to clients regarding referral arrangements
51. For registrants who maintain composites, a listing of client accounts opened or closed during the review period
52. A copy of all composites or representative performance reports, data, or graphs disseminated to clients or prospective clients during the review period
53. A list of clients whose portfolios were included in each of the composites described in Item 48 above
54. The criteria the Registrant employs in the construction of any composite or performance data included in the records described in Item 52 above
55. Business cards used by registered individuals

## VII. Portfolio Valuation

56. Access to statements of portfolio prepared for and delivered to clients during the review period

## VIII. Compliance and Supervision Structure

57. Complaint log and files for the review period
58. A copy of all written policies and procedures related to Anti-Money Laundering
59. Access to compliance annual reports provided to the board of directors, or individuals acting in a similar capacity
60. Access to reports used by management during the review period to monitor insider and early warning reporting requirements under the Act or under NI 62-103 alternative monthly reporting, if applicable
61. Business continuity plan