The Ontario Securities Commission

OSC Bulletin

August 29, 2013

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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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1.1 Notices

1.1.1 Current Proceedings Before The Ontario Securities Commission

August 29, 2013

CURRENT PROCEEDINGS

BEFORE

ONTARIO SECURITIES COMMISSION

- - - - - - - - - - - - - - - - - - - -

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

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Cadillac Fairview Tower
20 Queen Street West, 17th Floor
Toronto, Ontario
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Telephone: 416-597-0681 Telecopier: 416-593-8348

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Judith N. Robertson	—	JNR
AnneMarie Ryan	—	AMR
Charles Wesley Moore (Wes) Scott	—	CWMS

SCHEDULED OSC HEARINGS

September 4, 2013 10:00 a.m.	**Energy Syndications Inc., Green Syndications Inc., Syndications Canada Inc., Daniel Strumos, Michael Baum and Douglas William Chaddock** s. 127 C. Johnson in attendance for Staff Panel: AJL
September 4, 2013 11:00 a.m.	**Global Energy Group, Ltd., New Gold Limited Partnerships, Christina Harper, Howard Rash, Michael Schaumer, Elliot Feder, Vadim Tsatskin, Oded Pasternak, Alan Silverstein, Herbert Groberman, Allan Walker, Peter Robinson, Vyacheslav Brikman, Nikola Bajovski, Bruce Cohen and Andrew Shiff** s. 127 C. Watson in attendance for Staff Panel: EPK
September 5, 2013 10:00 a.m.	**2196768 Ontario Ltd carrying on business as Rare Investments, Ramadhar Dookhie, Adil Sunderji and Evgueni Todorov** s. 127 D. Campbell in attendance for Staff Panel: EPK
September 5, 2013 1:00 p.m.	**Kevin Warren Zietsoff** s. 127 J. Feasby in attendance for Staff Panel: AJL

September 6, 2013 10:00 a.m.	**Heritage Education Funds Inc.** s. 127 D. Ferris in attendance for Staff Panel: TBA
September 11, 2013 12:00 p.m.	**North American Financial Group Inc., North American Capital Inc., Alexander Flavio Arconti, and Luigino Arconti** s. 127 M. Vaillancourt in attendance for Staff Panel: JDC
September 12, 2013 10:00 a.m.	**Kolt Curry, Laura Mateyak, American Heritage Stock Transfer Inc., and American Heritage Stock Transfer, Inc.** s. 127 J. Feasby/C. Watson in attendance for Staff Panel: JDC
September 12, 2013 2:00 p.m.	**Sandy Winick, Andrea Lee McCarthy, Kolt Curry, Laura Mateyak, Gregory J. Curry, American Heritage Stock Transfer Inc., American Heritage Stock Transfer, Inc., BFM Industries Inc., Liquid Gold International Corp., (aka Liquid Gold International Inc.) and Nanotech Industries Inc.** s. 127 J. Feasby/C. Watson in attendance for Staff Panel: JDC
September 16-19, September 23, September 25, September 27 – October 7, October 9-21, October 23 – November 4, November 6-18, November 20 – December 2, December 4-16 and December 18-20, 2013 10:00 a.m.	**Eda Marie Agueci, Dennis Wing, Santo Iacono, Josephine Raponi, Kimberley Stephany, Henry Fiorillo, Giuseppe (Joseph) Fiorini, John Serpa, Ian Telfer, Jacob Gornitzki and Pollen Services Limited** s. 127 C. Price in attendance for Staff Panel: EPK/DL/AMR
September 17, 2013 10:00 a.m.	**Rezwealth Financial Services Inc., Pamela Ramoutar, Justin Ramoutar, Tiffin Financial Corporation, Daniel Tiffin, 2150129 Ontario Inc., Sylvan Blackett, 1778445 Ontario Inc. and Willoughby Smith** s. 127(1) and (5) A. Heydon/Y. Chisholm in attendance for Staff Panel : EPK
September 19, 2013 10:00 a.m.	**Quadrexx Asset Management Inc., Quadrexx Secured Assets Inc., Offshore Oil Vessel Supply Services LP, Quibik Income Fund and Quibik Opportunities Fund** s. 127 D. Ferris in attendance for Staff Panel: JEAT
September 20, 2013 10:00 a.m.	**Children's Education Funds Inc.** s. 127 D. Ferris in attendance for Staff Panel: JEAT

September 23, 2013 10:00 a.m.	**AMTE Services Inc., Osler Energy Corporation, Ranjit Grewal, Phillip Colbert and Edward Ozga** s. 127 C. Rossi in attendance for Staff Panel: JEAT
September 27, 2013 11:00 a.m.	**Global Consulting and Financial Services, Global Capital Group, Crown Capital Management Corp., Michael Chomica, Jan Chomica and Lorne Banks** s. 127 C. Rossi in attendance for Staff Panel: AJL
September 30, 2013 1:00 p.m.	**Oversea Chinese Fund Limited Partnership, Weizhen Tang and Associates Inc., Weizhen Tang Corp., and Weizhen Tang** s. 127 and 127.1 H. Craig in attendance for Staff Panel: JEAT
October 1, 2013 10:00 a.m.	**Innovative Gifting Inc., Terence Lushington, Z2A Corp., and Christine Hewitt** s. 127 M. Vaillancourt in attendance for Staff Panel: JEAT
October 1, 2013 10:30 a.m.	**Ground Wealth Inc., Michelle Dunk, Adrion Smith, Joel Webster, Douglas DeBoer, Armadillo Energy Inc., Armadillo Energy, Inc., and Armadillo Energy LLC** s. 127 J. Feasby in attendance for Staff Panel: MGC
October 9, 2013 10:00 a.m.	**Global Consulting and Financial Services, Crown Capital Management Corporation, Canadian Private Audit Service, Executive Asset Management, Michael Chomica, Peter Siklos (also known as Peter Kuti), Jan Chomica, and Lorne Banks** s. 127 C. Rossi in attendance for Staff Panel: TBA
October 9, 2013 11:00 a.m.	**Pro-Financial Asset Management Inc.** s. 127 D. Ferris in attendance for Staff Panel: JEAT
October 15-21, October 23-29, 2013 10:00 a.m.	**Normand Gauthier, Gentree Asset Management Inc., R.E.A.L. Group Fund III (Canada) LP, and CanPro Income Fund I, LP** s. 127 B. Shulman in attendance for Staff Panel: JDC
October 22, 2013 3:00 p.m.	**Knowledge First Financial Inc.** s. 127 D. Ferris in attendance for Staff Panel: JEAT
October 25, 2013 10:00 a.m.	**Juniper Fund Management Corporation, Juniper Income Fund, Juniper Equity Growth Fund and Roy Brown (a.k.a. Roy Brown-Rodrigues)** s. 127 and 127.1 D. Ferris in attendance for Staff Panel: VK

November 4 and November 6-18, 2013 10:00 a.m.	**Systematech Solutions Inc., April Vuong and Hao Quach** s. 127 D. Ferris in attendance for Staff Panel: TBA
November 4 and November 6-11, 2013 10:00 a.m.	**Portfolio Capital Inc., David Rogerson and Amy Hanna-Rogerso** s. 127 J. Lynch in attendance for Staff Panel: TBA
November 25-29, 2013 10:00 a.m.	**Global Consulting and Financial Services, Global Capital Group, Crown Capital Management Corp., Michael Chomica, Jan Chomica and Lorne Banks** s. 127 C. Rossi in attendance for Staff Panel: AJL
December 4, 2013 10:00 a.m.	**New Hudson Television Corporation, New Hudson Television L.L.C. & James Dmitry Salganov** s. 127 C. Watson in attendance for Staff Panel: TBA
January 13, January 15-27, January 29 – February 10, February 12-14 and February 18-21, 2014 10:00 a.m.	**International Strategic Investments, International Strategic Investments Inc., Somin Holdings Inc., Nazim Gillani and Ryan J. Driscoll.** s. 127 C. Watson in attendance for Staff Panel: TBA
January 27, 2014 10:00 a.m.	**Welcome Place Inc., Daniel Maxsood also known as Muhammad M. Khan, Tao Zhang, and Talat Ashraf** s. 127 G. Smyth in attendance for Staff Panel: TBA
February 3, 2014 10:00 a.m.	**Tricoastal Capital Partners LLC, Tricoastal Capital Management Ltd. and Keith Macdonald Summers** s. 127 C Johnson/G. Smyth in attendance for Staff Panel: TBA
March 17-24 and March 26, 2014 10:00 a.m.	**Newer Technologies Limited, Ryan Pickering and Rodger Frey** s. 127 and 127.1 B. Shulman in attendance for staff Panel: TBA
March 31-April 7, April 9-17, April 21 and April 23-30, 2014 10:00 a.m.	**Issam El-Bouji, Global RESP Corporation, Global Growth Assets Inc., Global Educational Trust Foundation and Margaret Singh** s. 127 and 127.1 M. Vaillancourt in attendance for Staff Panel: TBA
March 31 – April 7 and April 9-11, 2014 10:00 a.m.	**Ronald James Ovenden, New Solutions Capital Inc., New Solutions Financial Corporation and New Solutions Financial (Ii) Corporation** s. 127 Y. Chisholm in attendance for Staff Panel: TBA

September 15-22, September 24, September 29 – October 6, October 8-10, October 14-20, October 22 – November 3 and November 5-7, 2014 10:00 a.m.	**Paul Azeff, Korin Bobrow, Mitchell Finkelstein, Howard Jeffrey Miller and Man Kin Cheng (a.k.a. Francis Cheng)** s. 127 T. Center/D. Campbell in attendance for Staff Panel: TBA
In writing	**Morgan Dragon Development Corp., John Cheong (aka Kim Meng Cheong), Herman Tse, Devon Ricketts and Mark Griffiths** s. 127 J. Feasby in attendance for Staff Panel: EPK
In writing	**Blackwood & Rose Inc., Steven Zetchus and Justin Kreller (also known as Justin Kay)** s. 37, 127 and 127.1 C. Rossi in attendance for Staff Panel: JEAT
TBA	**Yama Abdullah Yaqeen** s. 8(2) J. Superina in attendance for Staff Panel: TBA
TBA	**Microsourceonline Inc., Michael Peter Anzelmo, Vito Curalli, Jaime S. Lobo, Sumit Majumdar and Jeffrey David Mandell** s. 127 Panel: TBA
TBA	**Frank Dunn, Douglas Beatty, Michael Gollogly** s. 127 Panel: TBA
TBA	**MRS Sciences Inc. (formerly Morningside Capital Corp.), Americo DeRosa, Ronald Sherman, Edward Emmons and Ivan Cavric** s. 127 and 127(1) D. Ferris in attendance for Staff Panel: TBA
TBA	**Gold-Quest International and Sandra Gale** s. 127 C. Johnson in attendance for Staff Panel: TBA
TBA	**Brilliante Brasilcan Resources Corp., York Rio Resources Inc., Brian W. Aidelman, Jason Georgiadis, Richard Taylor and Victor York** s. 127 H. Craig in attendance for Staff Panel: TBA
TBA	**Uranium308 Resources Inc., Michael Friedman, George Schwartz, Peter Robinson, and Shafi Khan** s. 127 H. Craig/C. Rossi in attendance for Staff Panel: TBA
TBA	**David M. O'Brien** s. 37, 127 and 127.1 B. Shulman in attendance for Staff Panel: TBA

TBA	**Beryl Henderson** s. 127 C. Weiler in attendance for Staff Panel: TBA	
TBA	**Crown Hill Capital Corporation and Wayne Lawrence Pushka** s. 127 A. Perschy/A. Pelletier in attendance for Staff Panel: TBA	
TBA	**Portus Alternative Asset Management Inc., Portus Asset Management Inc., Boaz Manor, Michael Mendelson, Michael Labanowich and John Ogg** s. 127 H Craig in attendance for Staff Panel: TBA	
TBA	**Irwin Boock, Stanton Defreitas, Jason Wong, Saudia Allie, Alena Dubinsky, Alex Khodjaiants Select American Transfer Co., Leasesmart, Inc., Advanced Growing Systems, Inc., International Energy Ltd., Nutrione Corporation, Pocketop Corporation, Asia Telecom Ltd., Pharm Control Ltd., Cambridge Resources Corporation, Compushare Transfer Corporation, Federated Purchaser, Inc., TCC Industries, Inc., First National Entertainment Corporation, WGI Holdings, Inc. and Enerbrite Technologies Group** s. 127 and 127.1 D. Campbell in attendance for Staff Panel: TBA	
TBA	**Ernst & Young LLP** s. 127 and 127.1 A. Clark in attendance for Staff Panel: TBA	
TBA	**Sino-Forest Corporation, Allen Chan, Albert Ip, Alfred C.T. Hung, George Ho, Simon Yeung and David Horsley** s. 127 H. Craig in attendance for Staff Panel: TBA	
TBA	**Sino-Forest Corporation, Allen Chan, Albert Ip, Alfred C.T. Hung, George Ho and Simon Yeung** s. 127 H. Craig in attendance for Staff Panel: TBA	
TBA	**Fawad Ul Haq Khan and Khan Trading Associates Inc. carrying on business as Money Plus** s. 60 and 60.1 of the *Commodity Futures Act* T. Center in attendance for Staff Panel: TBA	
TBA	**Global RESP Corporation and Global Growth Assets Inc.** s. 127 D. Ferris in attendance for Staff Panel: TBA	

TBA **Garth H. Drabinsky, Myron I. Gottlieb and Gordon Eckstein**

s. 127

A. Clark/J. Friedman in attendance for Staff

Panel: TBA

TBA **New Hudson Television LLC & Dmitry James Salganov**

s. 127

C. Watson in attendance for Staff

Panel: TBA

TBA **Bunting & Waddington Inc., Arvind Sanmugam and Julie Winget**

s. 127 and 127.1

M. Britton/A. Pelletier in attendance for Staff

Panel: TBA

TBA **Ernst & Young LLP (Audits of Zungui Haixi Corporation)**

s. 127 and 127.1

A. Clark/J. Friedman in attendance for Staff

Panel: TBA

TBA **Jowdat Waheed and Bruce Walter**

s. 127

J. Lynch in attendance for Staff

Panel: TBA

TBA **Alexander Christ Doulis (aka Alexander Christos Doulis, aka Alexandros Christodoulidis) and Liberty Consulting Ltd.**

s. 127

J. Feasby in attendance for Staff

Panel: TBA

TBA **Conrad M. Black, John A Boultbee and Peter Y. Atkinson**

s. 127 and 127.1

J. Friedman/A. Clark in attendance for Staff

Panel: TBA

TBA **David Charles Phillips and John Russell Wilson**

s. 127

Y. Chisholm in attendance for Staff

Panel: TBA

ADJOURNED SINE DIE

Global Privacy Management Trust and Robert Cranston

LandBankers International MX, S.A. De C.V.; Sierra Madre Holdings MX, S.A. De C.V.; L&B LandBanking Trust S.A. De C.V.; Brian J. Wolf Zacarias; Roger Fernando Ayuso Loyo, Alan Hemingway, Kelly Friesen, Sonja A. McAdam, Ed Moore, Kim Moore, Jason Rogers and Dave Urrutia

1.1.2 Revised Notice of Amendments to NI 13-101 System for Electronic Document Analysis and Retrieval (SEDAR), NI 31-102 National Registration Database, NI 55-102 System for Electronic Disclosure by Insiders (SEDI) and OSC Rule 31-509 National Registration Database (Commodity Futures Act)

REVISED NOTICE

OF

AMENDMENTS TO
NATIONAL INSTRUMENT 13-101
SYSTEM FOR ELECTRONIC DOCUMENT ANALYSIS AND RETRIEVAL (SEDAR)

AND TO

NATIONAL INSTRUMENT 31-102 *NATIONAL REGISTRATION DATABASE*

AND TO

NATIONAL INSTRUMENT 55-102
SYSTEM FOR ELECTRONIC DISCLOSURE BY INSIDERS (SEDI)

AND TO

ONTARIO SECURITIES COMMISSION RULE 31-509
NATIONAL REGISTRATION DATABASE (COMMODITY FUTURES ACT)

The consequential amendments made to:

- National Instrument 13-101 System for Electronic Document Analysis and Retrieval (SEDAR),
- National Instrument 31-102 National Registration Database,
- National Instrument 55-102 System for Electronic Disclosure by Insiders (SEDI), and
- OSC Rule 31-509 National Registration Database (Commodity Futures Act),

as published in Chapter 5 of the OSC Bulletin, Volume 36, Issue 29 dated July 18, 2013 (36 OSCB 7228), contained errors. In fact, the SEDAR filing service contractor, SEDI operator and NRD administrator will change from CDS Inc. to the Alberta Securities Commission (the ASC). Upon completion of the transition of operation of SEDAR, SEDI and NRD from CDS Inc. to CGI Information Systems and Management Consultants Inc., the ASC will be the representative securities regulatory authority authorized to grant licences and enter into agreements with users of SEDAR, SEDI and NRD on behalf of CSA members. The corrected versions of the amendments are being published in Chapter 5 of today's Bulletin.

1.4 Notices from the Office of the Secretary

1.4.1 Energy Syndications Inc. et al.

FOR IMMEDIATE RELEASE
August 21, 2013

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

AND

IN THE MATTER OF
ENERGY SYNDICATIONS INC.,
GREEN SYNDICATIONS INC.,
SYNDICATIONS CANADA INC.,
DANIEL STRUMOS, MICHAEL BAUM
and DOUGLAS WILLIAM CHADDOCK

TORONTO – The Commission issued an Order in the above noted matter which provides that the Sanctions and Costs Scheduling Order is amended as follows:

1. the time for the Respondents to file and serve written submissions on sanctions and costs is extended to 2:00 p.m. on August 29, 2013; and

2. Staff need not file and serve written reply submissions on sanctions and costs, but may give oral reply submissions at the Sanctions and Costs Hearing on September 4, 2013.

A copy of the Order dated August 20, 2013 is available at www.osc.gov.on.ca.

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1.4.2 Normand Gauthier et al.

FOR IMMEDIATE RELEASE
August 21, 2013

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

AND

IN THE MATTER OF
NORMAND GAUTHIER,
GENTREE ASSET MANAGEMENT INC.,
R.E.A.L. GROUP FUND III (CANADA) LP, and
CANPRO INCOME FUND I, LP

TORONTO – The Commission issued an Order in the above named matter which provides that a confidential pre-hearing conference shall take place on September 11, 2013 at 3:00 p.m. or such other date or at such other time as set by the Office of the Secretary and agreed to by the parties.

The pre-hearing conference will be *in camera*.

A copy of the Order dated August 15, 2013 is available at www.osc.gov.on.ca.

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1.4.3 Global Energy Group, Ltd. et al.

FOR IMMEDIATE RELEASE
August 21, 2013

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

AND

IN THE MATTER OF
GLOBAL ENERGY GROUP, LTD.,
NEW GOLD LIMITED PARTNERSHIPS,
CHRISTINA HARPER, VADIM TSATSKIN,
MICHAEL SCHAUMER, ELLIOT FEDER,
ODED PASTERNAK, ALAN SILVERSTEIN,
HERBERT GROBERMAN, ALLAN WALKER,
PETER ROBINSON, VYACHESLAV BRIKMAN,
NIKOLA BAJOVSKI, BRUCE COHEN and
ANDREW SHIFF

AND

IN THE MATTER OF
A SETTLEMENT AGREEMENT BETWEEN STAFF OF
THE ONTARIO SECURITIES COMMISSION AND
ELLIOT FEDER

TORONTO – The Commission issued an Order in the above named matter with provides that the hearing scheduled for August 19, 2013 to consider the May 29 Request is adjourned *sine die*.

A copy of the Order dated August 19, 2013 is available at www.osc.gov.on.ca.

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1.4.4 David Charles Phillips and John Russell Wilson

FOR IMMEDIATE RELEASE
August 21, 2013

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

AND

IN THE MATTER OF
DAVID CHARLES PHILLIPS and
JOHN RUSSELL WILSON

TORONTO – The Commission issued an Order in the above named matter which provides that;

1. the Motion will be heard before the Commission on September 9, 2013, at 10:00 a.m.; and

2. the hearing of the Parties' closing arguments in the Merits Hearing is adjourned to a date to be agreed by the Parties and fixed by the Office of the Secretary.

A copy of the Order dated August 16, 2013 is available at www.osc.gov.on.ca.

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1.4.5 Conrad M. Black et al.

FOR IMMEDIATE RELEASE
August 22, 2013

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

AND

IN THE MATTER OF
CONRAD M. BLACK, JOHN A. BOULTBEE
AND PETER Y. ATKINSON

TORONTO – The Commission issued an Order in the above named matter which provides that this matter is adjourned to a confidential pre-hearing conference to be held on Monday, October 21, 2013 at 10:00 a.m.

The pre-hearing conference will be *in camera*.

A copy of the Order dated August 16, 2013 is available at www.osc.gov.on.ca.

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1.4.6 Normand Gauthier et al.

FOR IMMEDIATE RELEASE
August 22, 2013

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

AND

IN THE MATTER OF
NORMAND GAUTHIER,
GENTREE ASSET MANAGEMENT INC.,
R.E.A.L. GROUP FUND III (CANADA) LP, and
CANPRO INCOME FUND I, LP

TORONTO – The Commission issued an Order in the above named matter which provides that a confidential pre-hearing conference shall take place on September 11, 2013 at 3:00 p.m. or such other date or at such other time as set by the Office of the Secretary and agreed to by the parties.

The pre-hearing conference will be *in camera*.

A copy of the Order dated August 15, 2013 is available at www.osc.gov.on.ca.

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1.4.7 Systematech Solutions Inc. et al.

FOR IMMEDIATE RELEASE
August 22, 2013

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

AND

IN THE MATTER OF
SYSTEMATECH SOLUTIONS INC.,
APRIL VUONG AND HAO QUACH

TORONTO – The Commission issued an Order in the above named matter which provides that the confidential pre-hearing conference is adjourned from September 4, 2013 at 10:00 a.m. to September 12, 2013 at 2:00 p.m.

The pre-hearing conference will be *in camera*.

A copy of the Order dated August 21, 2013 is available at www.osc.gov.on.ca.

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1.4.8 Ground Wealth Inc. et al.

FOR IMMEDIATE RELEASE
August 22, 2013

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

AND

IN THE MATTER OF
GROUND WEALTH INC., MICHELLE DUNK,
ADRION SMITH, JOEL WEBSTER,
DOUGLAS DeBOER, ARMADILLO ENERGY INC.,
ARMADILLO ENERGY, INC.
and ARMADILLO ENERGY LLC

TORONTO – The Commission issued an Order in the above noted matter which provides that:

1. The pre-hearing conference is adjourned and shall continue on October 1, 2013 at 10:00 a.m.;

2. The hearing in relation to the extension of the February 2013 Temporary Order is adjourned and shall continue on October 1, 2013, at 10:30 a.m.; and

3. The February 2013 Temporary Order is extended to October 3, 2013, as against the respondents GWI, Armadillo Texas, DeBoer, Dunk and Smith.

A copy of the Order dated August 20, 2013 is available at www.osc.gov.on.ca.

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1.4.9 North American Financial Group Inc. et al.

FOR IMMEDIATE RELEASE
August 23, 2013

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

AND

IN THE MATTER OF
NORTH AMERICAN FINANCIAL GROUP INC.,
NORTH AMERICAN CAPITAL INC.,
ALEXANDER FLAVIO ARCONTI AND
LUIGINO ARCONTI

TORONTO – Take notice that the Closing Submissions for the Hearing on the Merits scheduled for 10:00 a.m. on Wednesday, September 11, 2013 has been rescheduled to commence at 12:00 p.m. on Wednesday, September 11, 2013 in Hearing Room B.

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1.4.10 Oversea Chinese Fund Limited Partnership et al.

FOR IMMEDIATE RELEASE
August 23, 2013

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

AND

IN THE MATTER OF
OVERSEA CHINESE FUND LIMITED PARTNERSHIP,
WEIZHEN TANG AND ASSOCIATES INC.,
WEIZHEN TANG CORP. AND WEIZHEN TANG

TORONTO – The Commission issued a Temporary Order in the above named which provides that the Temporary Order is extended until October 2, 2013 and the hearing of this matter is adjourned to September 30, 2013 at 1:00 p.m. without prejudice to the Respondents to bring an application to vary the Temporary Order pursuant to section 144 of the Act.

A copy of the Temporary Order dated August 21, 2013 is available at www.osc.gov.on.ca.

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1.4.11 Children's Education Funds Inc.

FOR IMMEDIATE RELEASE
August 23, 2013

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

AND

IN THE MATTER OF
CHILDREN'S EDUCATION FUNDS INC.

TORONTO – The Commission issued an Order in the above named matter pursuant to section 127 of the Act which provides that:

1. the Temporary Order as amended by Commission Order dated July 19, 2013 is extended to September 23, 2013;

2. the hearing in this matter is adjourned to September 20, 2013 at 10:00 a.m.; and

3. the hearing date of August 26, 2013 at 10:00 a.m. is vacated.

A copy of the Order dated August 23, 2013 is available at www.osc.gov.on.ca.

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1.4.12 Kolt Curry et al.

FOR IMMEDIATE RELEASE
August 26, 2013

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

AND

IN THE MATTER OF
KOLT CURRY, LAURA MATEYAK,
AMERICAN HERITAGE STOCK TRANSFER INC., and
AMERICAN HERITAGE STOCK TRANSFER, INC.

TORONTO – The Commission issued an Order in the above noted matter which provides that the sanctions and costs hearing in this matter shall take place on September 12, 2013, at 10:00 am.

A copy of the Order dated August 26, 2013 is available at www.osc.gov.on.ca.

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Chapter 2

Decisions, Orders and Rulings

2.1 Decisions

2.1.1 Brookfield Property Partners L.P.

Headnote

National Policy 11-203 Process for Exemptive Relief Applications in Multiple Jurisdictions – Multilateral Instrument 61-101 Protection of Minority Security Holders in Special Transactions – issuer holds all of its properties through limited partnership – entity holds units in limited partnership which are exchangeable into and in all material respects the economic equivalent to the issuer's publicly traded units – issuer may include entity's indirect interest in issuer when calculating market capitalization for the purposes of using the 25% market capitalization exemption for certain related party transactions.

Applicable Legislative Provisions

Multilateral Instrument 61-101 Protection of Minority Security Holders in Special Transactions, ss. 5.5(a), 5.7(a), 9.1.

August 19, 2013

IN THE MATTER OF
THE SECURITIES LEGISLATION OF
ONTARIO
(THE "JURISDICTION")

AND

IN THE MATTER OF
THE PROCESS FOR EXEMPTIVE RELIEF
APPLICATIONS IN MULTIPLE JURISDICTIONS

AND

IN THE MATTER OF

BROOKFIELD PROPERTY PARTNERS L.P.
(THE "FILER")

DECISION

Background

The principal regulator in the Jurisdiction has received an application from the Filer for a decision under the securities legislation of the Jurisdiction of the principal regulator (the "**Legislation**") exempting the Filer, pursuant to section 9.1 of Multilateral Instrument 61-101 *Protection of Minority Security Holders in Special Transactions* ("**MI 61-101**") from the requirements of section 5.4 of MI 61-101 (the "**Formal Valuation Requirement**") and the requirements of section 5.6 of MI 61-101 (the "**Minority Approval Requirement**"), in each case relating to any related party transaction of the Filer entered into indirectly through Brookfield Property L.P. (the "**Property Partnership**") or any other subsidiary entity of the Property Partnership, if that transaction would qualify for the transaction size exemptions set out in sections 5.5(a) and 5.7(a) of MI 61-101 if the indirect limited partnership interest in the Filer, which is held in the form of redeemable-exchangeable limited partnership units of the Property Partnership, were included in the calculation of the Filer's market capitalization (collectively, the "**Requested Relief**").

The structure for the Filer and the Property Partnership was formalized upon the completion of a transaction (the "**Transaction**") in which: (i) the commercial property operations of Brookfield Asset Management Inc. ("**BAM**") were transferred to various holding companies controlled by the Property Partnership, a Bermuda exempted limited partnership formed by BAM and the Filer; and (ii) BAM made a special dividend to holders of its Class A limited voting shares and Class B limited voting shares of limited partnership units ("**LP Units**") in the Filer, a Bermuda exempted limited partnership formed by BAM. From completion of the Transaction until completion of the Reorganization (as defined below), the Filer's sole asset was a minority limited partnership interest in the Property Partnership.

The Filer is requesting exemptive relief in connection with a reorganization (the "**Reorganization**"), which was completed on August 8, 2013, pursuant to which: (i) the Filer has become the managing general partner of the Property Partnership; (ii) Brookfield Property GP L.P. ("**Property GP LP**"), the previous general partner of the Property Partnership, has become a special limited partner of the Property Partnership, and no longer acts as general partner of the Property Partnership; and (iii) the Voting Agreement (as defined below) has been automatically terminated in accordance with its terms.

Under the Process for Exemptive Relief Applications in Multiple Jurisdictions (for a passport application):

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

(b) the Filer has provided notice that section 4.7(1) of Multilateral Instrument 11-102 *Passport System* ("**MI 11-102**") is intended to be relied upon in Quebec.

Interpretation

Terms defined in National Instrument 14-101 – *Definitions*, MI 11-102 and MI 61-101 have the same meaning if used in this decision, unless otherwise defined.

Representations

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

1. The Filer is a Bermuda exempted limited partnership that was established on January 3, 2013.

2. The Property Partnership is a Bermuda exempted limited partnership that was established on January 4, 2013.

3. The Filer is a reporting issuer, or the equivalent, in the Jurisdictions and is not in default of any requirements under the Legislation.

4. The LP Units are listed on the New York Stock Exchange ("**NYSE**") and the Toronto Stock Exchange ("**TSX**") under the symbols "BPY" and "BPY.UN", respectively.

5. The Filer obtained relief on April 16, 2013 (the "**April 2013 Decision Document**") in connection with the Transaction, granting the Filer substantially the same relief as the Requested Relief. Since completion of the Reorganization, the Filer no longer satisfies the conditions in the April 2013 Decision Document as a result of the termination of the Voting Agreement (as defined below).

6. The general partner of the Filer is Brookfield Property Partners Limited ("**BPY General Partner**"), a Bermuda company and also a wholly-owned subsidiary of BAM. BPY General Partner holds a 0.2% general partnership interest in the Filer.

7. The Filer has entered into a master services agreement with certain subsidiaries of BAM (the "**Managers**") to provide the Filer, the Property Partnership and certain subsidiaries with management and other services.

8. The LP Units are non-voting limited partnership units and the Filer's general partner controls the Filer.

9. Prior to the Reorganization, the Filer's sole asset was a minority limited partnership interest in the Property Partnership.

10. Since completion of the Reorganization, the Filer acts as the general partner of the Property Partnership. The Filer holds a 100% general partnership interest in the Property Partnership.

11. Since completion of the Reorganization, Property GP LP no longer acts as general partner of the Property Partnership, and its interest in the Property Partnership is a special limited partnership interest in the Property Partnership with the remaining limited partnership interest held by BAM, directly or indirectly. The limited partnership units of the Property Partnership held by BAM (the "**Redemption-Exchange Units**") are subject to a redemption-exchange mechanism pursuant to which BAM is able to acquire LP Units in exchange for Redemption-Exchange Units on a one for one basis.

12. The Redemption-Exchange Units effectively represent an ownership interest in the Filer rather than the Property Partnership and are, in all material respects, economically equivalent to the LP Units.

13. At any time after two years from April 15 2013, BAM has the right to require the Property Partnership to redeem all or a portion of the Redemption-Exchange Units for cash, subject to the Filer's right to acquire such interests (in lieu of redemption) in exchange for LP Units, as described below. BAM may exercise its right of redemption by delivering a notice of redemption to the Property Partnership and the Filer. After presentation for redemption, BAM will receive, subject to the Filer's rights described below, for the Redemption-Exchange Units that are presented, either (a) cash in an amount equal to the market value of one LP Unit multiplied by the number of Redemption-Exchange Units to be redeemed (as determined by reference to the five day volume weighted average of the trading price of LP Units on the principal stock exchange for the LP Units based on trading volumes) or (b) such other amount of cash as may be agreed by BAM and the Property Partnership. Upon its receipt of the redemption notice, the Filer will have a right to elect, at its sole discretion, to acquire all (but not less than all) of the Redemption-Exchange Units presented to the Property Partnership for redemption in exchange for LP Units, on a one for one basis. Based on the number of LP Units issued on June 30, 2013, if BAM exercised its redemption right in full and the Filer exercised its right to acquire BAM's limited partnership interest in the Property Partnership in exchange for LP Units: (i) BAM would hold an aggregate interest in the Filer equal to approximately 91.8%; and (ii) the Filer would have a 99% limited partnership interest in the Property Partnership.

14. Upon completion of the Transaction, the Filer and BAM entered into a voting agreement (the "**Voting Agreement**") pursuant to which BAM agreed that any voting rights with respect to the general partner of Property GP LP, Property GP LP and the Property Partnership would be voted in accordance with the direction of the Filer with respect to (A) the election of directors of the general partner of Property GP LP and (B) the approval or rejection of the following matters relating to any such entity, as applicable: (i) any sale of all or substantially all of its assets, (ii) any

merger, amalgamation, consolidation, business combination or other material corporate transaction, except in connection with any internal reorganization that does not result in a change of control, (iii) any plan or proposal for a complete or partial liquidation or dissolution, or any reorganization or any case, proceeding or action seeking relief under any existing laws or future laws relating to bankruptcy or insolvency, (iv) any amendment to the limited partnership agreement of Property GP LP or the Property Partnership or (v) any commitment or agreement to do any of the foregoing. As a result, the Filer was able to consolidate the Property Partnership (and all of the Property Partnership's assets) in its financial statements.

15. Following completion of the Reorganization, the Filer no longer requires the Voting Agreement as it is the general partner of the Property Partnership and controls the Property Partnership directly. The Voting Agreement has been terminated in accordance with its terms.

16. The board of directors of the general partner of the Filer and the general partner of Property GP LP have each approved a conflicts policy which addresses the approval and other requirements for transactions in which there is greater potential for a conflict of interests to arise. These transactions include (i) the dissolution of the Filer; (ii) any material amendment to the Master Services Agreement, the Filer's limited partnership agreement or the Property Partnership's limited partnership agreement; (iii) any material service agreement or other arrangement pursuant to which BAM or its affiliates other than the Filer and its related entities ("**Brookfield**") will be paid a fee, or other consideration other than any agreement or arrangement contemplated by the Master Services Agreement; (iv) co-investments by the Filer and its related entities with Brookfield; (v) acquisitions by the Filer and its related entities from, and dispositions by the Filer and its related entities to Brookfield; (vi) any other material transaction involving the Filer and its related entities and Brookfield; and (vii) termination of, or any determinations regarding indemnification under, the Master Services Agreement. The conflicts policy requires the transactions described above to be approved by the nominating and governance committee of the board of directors of the general partner of the Filer. Pursuant to the conflicts policy, the nominating and governance committee of the board of directors of the general partner of the Filer may grant prior approvals for any of these transactions in the form of general guidelines, policies or procedures in which case no further special approval will be required in connection with a particular transaction or matter permitted thereby.

17. It is anticipated that the Filer will from time to time enter into transactions with certain related parties, including BAM and its affiliates other than the Filer and its related entities, indirectly through the Property Partnership and its direct and indirect wholly-owned subsidiaries.

18. If Part 5 of MI 61-101 applies to a related party transaction by an issuer and the transaction is not otherwise exempt:

    (a) the issuer must obtain a formal valuation of the transaction in a form satisfying the requirements of MI61-101 by an independent valuator; and

    (b) the issuer must obtain approval of the transaction by disinterested holders of the affected securities of the issuer (together, requirements (a) and (b) are referred to as the "**Minority Protections**").

19. A related party transaction that is subject to MI 61-101 may be exempt from the Minority Protections if at the time the transaction is agreed to, neither the fair market value of the subject matter of, nor the fair market value of the consideration for, the transaction, exceeds 25% of the issuer's market capitalization (the "**Transaction Size Exemption**").

20. It is unclear whether the Filer will be entitled to rely on the Transaction Size Exemption available under the Legislation because the definition of "market capitalization" in the Legislation does not contemplate securities of another entity that are exchangeable into equity securities of the issuer.

21. The Redemption-Exchange Units represent part of the equity value of the Filer and are, in all material respects, economically equivalent to the LP Units. Taken together, the effect of BAM's redemption right and the Filer's right of exchange is that BAM will receive LP Units, or the value of such units, at the election of the Filer. Moreover, the economic interests that underlie the Redemption-Exchange Units are identical to those underlying the LP Units; namely, the assets and operations held directly or indirectly by the Property Partnership.

22. If the Redemption-Exchange Units are not included in the market capitalization of the Filer, the equity value of the Filer will be understated by the value of BAM's limited partnership interest in the Property Partnership. As a result, related party transactions by the Filer that are entered into indirectly through the Property Partnership, may be subject to the Minority Protections in circumstances where the fair market value of the transactions are effectively less than 25% of the fully diluted market capitalization of the Filer.

23. Section 1.4 of MI 61-101 treats an operating entity of an "income trust", as such term is defined in National Policy 41-201 – *Income Trusts and Other Indirect Offerings* ("**NP 41-201**"), on a consolidated basis with its parent trust entity for the purpose of determining which entities are related parties of the issuer and to what transactions MI 61-101 should apply. Section 1.2 of NP 41-201 provides that references to an "income trust" refer to a trust or other entity (including corporate and non-corporate entities) that issues securities which provide for participation by the holder in net cash flows generated by an underlying business owned by the trust or other entity. Accordingly, it is consistent that securities of the operating entity, such as the Redemption-Exchange Units, be treated on a consolidated basis for the purposes of determining the market value of the Filer under MI 61-101.

24. The inclusion of the Redemption-Exchange Units when determining the Filer's market capitalization is consistent with the logic of including unlisted equity securities of the issuer which are convertible into listed securities of the issuer in determining an issuer's market capitalization in that both are securities that are considered part of the equity value of the issuer whose value is measured on the basis of the listed securities into which they are convertible or exchangeable.

Decision

The principal regulator is satisfied that the decision meets the test set out in the Legislation for the principal regulator to make the decision.

The decision of the principal regulator under the Legislation is that the Requested Relief is granted provided that:

1. the transaction would qualify for the Transaction Size Exemption contained in the Legislation if the Redemption-Exchange Units were considered an outstanding class of equity securities of the Filer that were convertible into LP Units;

2. there be no material change to the terms of the Redemption-Exchange Units, including the exchange rights associated therewith, as described above; and

3. any annual information form or equivalent of the Filer that is required to be filed in accordance with applicable securities laws contain the following disclosure, with any immaterial modifications as the context may require:

   "Multilateral Instrument 61-101 *Protection of Minority Security Holders in Special Transactions* ("**MI 61-101**") provides a number of circumstances in which a transaction between an issuer and a related party may be subject to valuation and minority approval requirements. An exemption from such requirements is available when the fair market value of the transaction is not more than 25% of the market capitalization of the issuer. Brookfield Property Partners L.P. ("**BPY**") has been granted exemptive relief from the requirements of MI 61-101 that, subject to certain conditions, permits it to be exempt from the minority approval and valuation requirements for transactions that would have a value of less than 25% of BPY's market capitalization, if the indirect equity interest in BPY, which is held in the form of redeemable-exchangeable limited partnership units of Brookfield Property L.P. (the "**Property Partnership**"), is included in the calculation of BPY's market capitalization. As a result, the 25% threshold, above which the minority approval and valuation requirements apply, is increased to include the approximately [_____]% indirect interest in BPY held in the form of redeemable-exchangeable limited partnership units of the Property Partnership."

"Naizam Kanji"
Deputy Director, Corporate Finance
Ontario Securities Commission

2.1.2 Information Services Corporation

Headnote

National Policy 11-203 Process for Exemptive Relief Applications in Multiple Jurisdictions – Filer granted relief from requirement in continuous disclosure provisions of securities legislation to refer to restricted securities using a non-prescribed restricted security term.

Applicable Legislative Provisions

National Instrument 51-102 Continuous Disclosure Obligations, Part 10.

August 13, 2013

IN THE MATTER OF
THE SECURITIES LEGISLATION OF
SASKATCHEWAN AND ONTARIO
(The Jurisdictions)

AND

IN THE MATTER OF
THE PROCESS FOR EXEMPTIVE RELIEF
APPLICATIONS IN MULTIPLE JURISDICTIONS

AND

IN THE MATTER OF
INFORMATION SERVICES CORPORATION
(The Filer)

DECISION

Background

The securities regulatory authority or regulator in each of the Jurisdictions (**Decision Maker**) has received an application from the Filer for a decision under the securities legislation of the Jurisdictions (the **Legislation**) that the requirements under sections 10.1(1)(a) and 10.1(4) of National Instrument 51-102 *Continuous Disclosure Obligations* (**NI 51-102**) that restricted securities be referred to in prescribed continuous disclosure documents using a term that includes the appropriate "restricted security term" (as defined under NI 51-102) not apply to any references to the Class A Limited Voting Shares of the Filer (the **Class A Limited Voting Shares**) in the prescribed continuous disclosure documents of the Filer (the **Exemption Sought**).

Under the Process for Exemptive Relief Applications in Multiple Jurisdictions (for a dual application):

(a) the Financial and Consumer Affairs Authority of Saskatchewan (**FCAA**) is the principal regulator for this application;

(b) the Filer has provided notice that Section 4.7(1) of Multilateral Instrument 11-102 *Passport System* (**MI 11-102**) is intended to be relied upon in British Columbia, Alberta, Manitoba, Quebec, New Brunswick, Nova Scotia, Prince Edward Island, Newfoundland and Labrador, the Northwest Territories, Yukon and Nunavut; and

(c) the decision is the decision of the principal regulator and evidences the decision of the securities regulatory authority or regulator in Ontario.

Interpretation

Terms defined in National Instrument 14-101 *Definitions* and MI 11-102 have the same meanings if used in this decision, unless otherwise defined.

Representations

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

1. The Filer along with Crown Investments Corporation of Saskatchewan (the **Selling Shareholder**), filed a preliminary prospectus respecting the initial public offering of the Class A Limited Voting Shares ("**IPO**") on May 31, 2013 and the final prospectus on June 27, 2013 (collectively, the Prospectus);

2. The registered and head office of the Filer is located at 300 – 10 Research Drive, Regina, Saskatchewan, S4S 7J7;

3. The registered office and headquarters of the Selling Shareholder is located at 400 – 2400 College Avenue, Regina, Saskatchewan, S4P 1C8;

4. The Filer was incorporated as Information Services Corporation of Saskatchewan, a Saskatchewan provincial Crown corporation on January 1, 2000, pursuant to *The Crown Corporations Act, 1993* (Saskatchewan). In the autumn of 2012, the Government of Saskatchewan announced its intention to privatize Information Services Corporation of Saskatchewan and introduced *The Information Services Corporation Act* (Saskatchewan) (the **ISC Act**) into the Saskatchewan Legislature on November, 19, 2012. Upon the proclamation of the ISC Act on May 30, 2013, Information Services Corporation of Saskatchewan was continued pursuant to *The Business Corporations Act* (Saskatchewan) as Information Services Corporation and became subject to that Act, resulting in *The Crown Corporations Act, 1993* (Saskatchewan) ceasing to apply to the Filer;

5. The Selling Shareholder is an agent of the Crown in right of Saskatchewan and is a wholly-owned provincial Crown corporation. It is the agency utilized for making and administering, on behalf of the Government of Saskatchewan, the investments authorized by *The Crown Corporations Act,*

1993 (Saskatchewan) and acts as a holding company for a number of wholly-owned Crown corporations and certain other entities in which the Crown in right of Saskatchewan has an interest;

6. The Filer's authorized share capital consists of an unlimited number of Class A Limited Voting Shares, one Class B Golden Share (the **Golden Share**) and an unlimited number of Preferred Shares, issuable in series (the **Preferred Shares**). The following is a summary of the rights, privileges restrictions and conditions attached to these securities under the Filer's Articles of Continuance (the **Articles of Continuance**):

Class A Limited Voting Shares. Subject to the restrictions described in paragraph 7. below, the holders of the Class A Limited Voting Shares are entitled to one vote per Class A Limited Voting Share on all matters to be voted on by the shareholders at any meetings of shareholders, other than at meetings at which only the holders of another class or series of shares are entitled to vote separately as a class or series. The holders of the Class A Limited Voting Shares are entitled to receive any dividends declared by the Filer in respect of the Class A Limited Voting Shares, subject to the rights of the holders of other classes of shares. The holders of the Class A Limited Voting Shares will be entitled to receive, subject to the rights of the holders of other classes of shares, the remaining property and assets of the Filer available for distribution, after payment of liabilities, upon the liquidation, dissolution or winding-up of the Filer, whether voluntary or involuntary.

Golden Share. As the holder of the sole Golden Share, the Selling Shareholder, an agent of the Crown in Right of Saskatchewan and a wholly-owned provincial Crown corporation, is entitled to receive notice of and to attend all meetings of shareholders including meetings of any class or series thereof, but does not have the right to vote at any such meeting other than a meeting of the holder of the Golden Share as a class. The holder of the Golden Share does not have the right to vote separately as a class, except: (i) to veto a transfer of the Filer's registered office outside of Saskatchewan; (ii) to veto a transfer of all or any part of the Filer's head office operations, or all or any part of the functions constituting the Filer's head office operations, outside of Saskatchewan; (iii) to veto the sale, lease or exchange of all or substantially all of the Filer's property; (iv) on any proposal to apply for a continuance in a jurisdiction outside of Saskatchewan; (v) on any proposal to amend the Filer's Articles of Continuance; or (vi) as otherwise provided by law. The holder of the Golden Share does not have the right to receive any dividends declared by the Filer or to participate in the distribution of the remaining property and assets of the Filer available for distribution, after payment of liabilities, upon the liquidation, dissolution or winding-up of the Filer, whether voluntary or involuntary. The holder of the Golden Share has no pre-emptive, redemption, purchase or conversion rights in respect of such share. The Golden Share may be transferred to a Crown corporation existing under *The Crown Corporations Act, 1993* (Saskatchewan), a department, ministry or agency of the Government of Saskatchewan or any other agent of the Crown in right of the Province of Saskatchewan, but is otherwise non-transferrable.

Preferred Shares. The Preferred Shares will be issuable at any time from time to time in one or more series. The board of directors of the Filer (the "**Board**") will be authorized to fix before issue the number of, the consideration per share of, the designation of, and the provisions attaching to, the Preferred Shares of each series, which may include voting rights and other provisions attaching to the Preferred Shares or shares of the series. Notwithstanding the forgoing, no series of Preferred Shares shall provide for the right to vote in connection with any election of directors of the Filer. The Preferred Shares of each series will rank on parity with the Preferred Shares of every other series and will be entitled to preference over the Class A Limited Voting Shares, the Golden Share and any other share ranking junior to the Preferred Shares with respect to the distribution of any property or assets in the event of the Filer's liquidation, dissolution or winding-up, whether voluntary or involuntary.

7. The Filer's Articles of Continuance are fully subject to the ISC Act which imposes a few limitations on the rights and privileges of the Class A Limited Voting Shares, as follows:

Appointment of Directors by Province of Saskatchewan. The ISC Act provides that, in lieu of voting the Class A Limited Voting Shares of the Filer held by the Selling Shareholder on any resolution electing directors to the Board, the Lieutenant Governor in Council of the Province of Saskatchewan (the "**Lieutenant Governor**") has the right to appoint that number of members to the Board equal to the Selling Shareholder's *pro rata* share of the issued and outstanding voting securities (rounded to the nearest whole number) (the "**Proportionate Board Appointment Right**"), but always subject to a minimum of two directors (the "**Minimum Board Appointment Right**").

Limit on Amount of Holdings. The ISC Act contains provisions imposing limits on ownership, including joint ownership, of the Class A Limited Voting Shares and any other voting securities which might subsequently be issued. Specifically, except the Province of Saskatchewan or an agent of the Province of Saskatchewan, no person, alone or together with associates (associates

being determined according to specific rules in the ISC Act), may hold, beneficially own or control, directly or indirectly, other than by way of security only or for purposes of distribution by an underwriter, voting securities to which are attached more than 15% of the votes attached to the issued and outstanding voting shares (the "**Ownership Restriction**"). Preferred Shares, if any, will not qualify as voting shares for the purposes of the ISC Act by virtue of not being entitled to vote in connection with the election of directors of the Filer. In order to give effect to the Ownership Restriction, the ISC Act and the Regulations thereunder contain provisions for the enforcement of the Ownership Restriction, including provisions for suspension of voting rights, forfeiture of rights to dividends and recovery of dividends paid to shareholders holding more than 15% of the votes attached to the issued and outstanding voting shares (i.e. the Class A Limited Voting Shares).

Other. The Articles of Continuance and the ISC Act place certain other restrictions on ISC, including a prohibition against transferring head office operations, or all or any part of head office operations (generally all executive, corporate planning, senior administrative and general management functions) outside of Saskatchewan and a prohibition against the Filer's articles or by-laws containing provisions inconsistent with the provisions included in the ISC Act. Further, all of the Filer's executive officers and substantially all of the Filer's senior officers must be ordinarily resident in Saskatchewan.

8. There are 17,500,000 Class A Limited Voting Shares issued and outstanding, one Golden Share issued and outstanding, and no Preferred Shares. The Selling Shareholder owns a minimum of 31% of the issued and outstanding Class A Limited Voting Shares and the sole Golden Share.

9. Pursuant to the Articles of Continuance, the Filer has a minimum of 6 directors and maximum of 12 directors on its Board.

10. Pursuant to NI 51-102, a "**restricted security**" means an equity security of a reporting issuer if any of the following apply:

    (a) there is another class of securities of the reporting issuer that carries a greater number of votes per security relative to the equity security;

    (b) the conditions of the class of equity securities, the conditions attached to another class of securities of the reporting issuer, or the reporting issuer's constating documents have provisions that nullify or significantly restrict the voting rights of the equity securities; or

    (c) the reporting issuer has issued another class of equity securities that entitle the owners of securities of that other class to participate in the earnings or assets of the reporting issuer to a greater extent, on a per security basis, than the owners of the first class of equity securities.

11. Part 10 of NI 51-102 requires a reporting issuer that has outstanding restricted securities, or securities that are directly or indirectly convertible into or exercisable or exchangeable for restricted securities or securities that will, when issued, result in an existing class of outstanding securities being considered restricted securities, to provide specific disclosure with respect to such securities in its information circular, a document required by NI 51-102 to be delivered upon request by a reporting issuer to any of its securityholders, an annual information form prepared by the Filer and any other document that it sends to its securityholders.

12. On May 10, 2013, the Selling Shareholder filed an application with the FCAA and Ontario Securities Commission (the **OSC**) for an exemption from, among other things, the requirements of Sections 12.2(3) and (4) of National Instrument 41-101 *General Prospectus Requirements* that the Class A Limited Voting Shares be referred to in the Prospectus using a term or defined term that includes the appropriate restricted security term, such that the Class A Limited Voting Shares to be distributed to the public can be referred to in the Prospectus using the term "Class A Limited Voting Share" and the defined term "Class A Share" and an application with the OSC for similar relief under Part 4 of OSC Rule 56-501 *Restricted Securities* (**Rule 56-501**). The OSC issued an order dated May 31, 2013 granting the Filer the exemptive relief set out therein from the requirements of Rule 56-501. FCAA issued a final prospectus receipt on June 27, 2013.

13. The Filer believes that the term "Class A Limited Voting Shares" more appropriately describes the characteristics of the Class A Limited Voting Shares than the restricted security terms referred to in NI 51-102.

Decision

Each of the Decision Makers is satisfied that the decision meets the test set out in the Legislation for the Decision Maker to make the decision.

The decision of each Decision Maker under the Legislation is that the Exemption Sought is granted provided that in its disclosure documents the Filer refers to the Class A Limited Voting Shares using the term "Class A Limited Voting Share" or the defined term "Class A Share".

"Dean Murrison"
Director, Securities Division
Financial and Consumer Affairs
Authority of Saskatchewan

2.1.3 CIBC Asset Management Inc. et al.

Headnote

National Policy 11-203 Process for Exemptive Relief Applications in Multiple Jurisdictions – exemption from sections 2.8(1)(d) and (f)(i) NI 81-102 to permit the pools when they open or maintain a long position in a standardized future or forward contract or when they enter into or maintain an interest rate swap position and during the periods when the pools are entitled to receive payments under the swap, to use as cover, an option to sell an equivalent quantity of the underlying interest of the standardized future, forward or swap.

Applicable Legislative Provisions

National Instrument 81-102 Mutual Funds, ss. 2.8(1), 19.1.

August 14, 2013

IN THE MATTER OF
THE SECURITIES LEGISLATION OF
ONTARIO
(the Jurisdiction)

AND

IN THE MATTER OF
THE PROCESS FOR EXEMPTIVE RELIEF
APPLICATIONS IN MULTIPLE JURISDICTIONS

AND

IN THE MATTER OF
CIBC ASSET MANAGEMENT INC. AND
CANADIAN IMPERIAL BANK OF COMMERCE
(collectively, the "Managers" and each individually, the "Manager")

AND

IN THE MATTER OF
FRONTIERS GLOBAL BOND POOL AND
IMPERIAL INTERNATIONAL BOND POOL
(collectively, the "Pools" and individually, the "Pool" and together with the Managers, the "Filers")

DECISION

Background

The principal regulator in the Jurisdiction has received an application from the Filers for a decision under the securities legislation of the Jurisdiction of the principal regulator (the **Legislation**) for an exemption relieving the Pools from the sections of NI 81-102 as follows:

the requirement in sections 2.8(1)(d) and 2.8(1)(f)(i) of NI 81-102 in order to permit the Pool when it

(i) opens or maintains a long position in a debt-like security that has a component

that is a long position in a forward contract or in a standardized future or forward contract, or

(ii) enters into or maintains a swap position and during the periods when the Pool is entitled to receive payments under the swap,

to use as cover, a right or obligation to sell an equivalent quantity of the underlying interest of the standardized future, forward or swap. (the **Requested Relief**)

Under the Process for Exemptive Relief Applications in Multiple Jurisdictions (for a passport application):

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

(b) the Filers have provided notice that section 4.7(1) of Multilateral Instrument 11-102 *Passport System* (**MI 11-102**) is to be relied upon in British Columbia, Alberta, Saskatchewan, Manitoba, Quebec, New Brunswick, Nova Scotia, Prince Edward Island, Newfoundland and Labrador, Yukon, Northwest Territories and Nunavut (the **Passport Jurisdictions**)

(The Jurisdiction and the Passport Jurisdictions are collectively, the **Jurisdictions**).

Interpretation

Terms defined in National Instrument 14-101 *Definitions* and MI 11-102 have the same meaning if used in this decision, unless otherwise defined.

"Frontiers Pool" means the Frontiers Global Bond Pool.

"Imperial Pool" means the Imperial International Bond Pool.

Representations

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

The Managers

1. CIBC Asset Management Inc. ("**CAMI**") is the manager and trustee of the Frontiers Pool. CAMI is also the portfolio advisor of the Pools. CAMI is a corporation incorporated under the laws of Canada and has its head office located in Toronto, Ontario.

2. CAMI is registered in the categories of portfolio manager in all Jurisdictions, as an investment fund manager in Ontario, Québec and Newfoundland and Labrador and as a commodity trading manager in Ontario.

3. Canadian Imperial Bank of Commerce ("**CIBC**") is the manager of the Imperial Pool. CIBC is a Canadian chartered bank.

4. PIMCO Canada Corp. (**PIMCO**) is registered as an adviser in the category of portfolio manager and commodity trading manager in the Province of Ontario. PIMCO's head office is in Toronto, Ontario.

5. Under its agreement with each of the Pools, CAMI, as portfolio advisor, is authorized to, and will appoint, PIMCO as sub-advisor to each of the Pools.

6. The Filers and PIMCO are not in default of securities legislation in any of the Jurisdictions.

The Pools

7. The Pools are reporting issuers and are subject to the requirements of NI 81-102. The investment objective and strategies of each of the Pools are set out in the Pool's simplified prospectus.

8. The Pools are currently permitted to use specified derivatives to hedge against losses caused by changes in securities prices, interest rates, exchange rates and/or other risks. The Pools may also use specified derivatives for non-hedging purposes under their investment strategies in order to invest indirectly in securities or financial markets or to gain exposure to other currencies, provided the use of specified derivatives is consistent with the Pool's investment objectives. When specified derivatives are used for non-hedging purposes, the Pools are subject to the cover requirements of NI 81-102.

Cover in the form of Put Options for Long Positions in Futures, Forwards and Swaps

9. Sections 2.8(1)(d) and 2.8(1)(f)(i) of NI 81-102 do not permit covering the position in long positions in futures and forwards and long positions in swaps for a period when a fund is entitled to receive payments under the swap, in whole or in part with a right or obligation to sell an equivalent quantity of the underlying interest of the future, forward or swap. In other words, those sections of NI 81-102 do not permit the use of put options or short future positions to cover long future, forward or swap positions.

10. Regulatory regimes in other countries recognize the hedging properties of options for all categories of derivatives, including long positions evidenced by standardized futures or forwards or in respect of swaps where a fund is entitled to receive payments from the counterparty, provided they are covered by an amount equal to the difference between the market price of a holding and the strike price of the option that was bought or sold to

hedge it. NI 81-102 effectively imposes the requirement to overcollateralize, since the maximum liability to the fund under the scenario described is equal to the difference between the market value of the long and the exercise price of the option and as a result overcollateralization imposes a cost on a fund.

11. Section 2.8(1)(c) of NI 81-102 permits a mutual fund to write a put option and cover it with a put option on an equivalent quantity of the underlying interest of the written put option. This position has similar risks as a long position in a future, forward or swap and therefore, the Manager submit that the Pool should be permitted to cover a long position in a future, forward or swap with a put option or short future position.

Derivative Policies and Risk Management

12. The Manager sets and reviews the investment objectives and overall investment policies of the Pool, which will allow for trading in derivatives. The derivative contracts entered into by or on behalf of the Pool must be in accordance with the investment objectives and strategies of the Pool and in compliance with NI 81-102.

13. Pursuant to its agreement with PIMCO appointing it as the sub-advisor to the Pools, CAMI will permit PIMCO to use derivatives for the Pools under certain conditions and limitations in order to gain exposure to financial markets or to invest indirectly in securities or other assets. Such agreement will also require PIMCO to use risk management processes to monitor and measure the risks of all portfolio holdings within the Pools, including derivatives positions.

14. CAMI, as portfolio advisor, will oversee PIMCO in the use of derivatives as investments within the Pools and will put in place policies and procedures which will set out oversight processes to ensure that the use of derivatives is adequately monitored and derivatives risk is appropriately managed.

15. The simplified prospectus and annual information form of the Pool will include disclosure of the nature of the Requested Relief in respect of the Pool.

Decision

The principal regulator is satisfied that the decision meets the test contained in the Legislation for the principal regulator to make the decision.

The decision of the principal regulator under the Legislation is that the Requested Relief is granted provided that:

a. when the Pool enters into or maintains a swap position for periods when the Pool would be entitled to receive fixed payments under the swap, the Pool holds:

   i. cash cover, in an amount that, together with margin on account for the swap and the market value of the swap, is not less than, on a daily mark-to-market basis, the underlying market exposure of the swap;

   ii. a right or obligation to enter into an offsetting swap on an equivalent quantity and with an equivalent term and cash cover that together with margin on account for the position is not less than the aggregate amount, if any, of the obligations of the Pool under the swap less the obligations of the Pool under such offsetting swap; or

   iii. a combination of the positions referred to in subparagraphs (i) and (ii) that is sufficient, without recourse to other assets of the Pool, to enable the Pool to satisfy its obligations under the swap; and

b. when the Pool opens or maintains a long position in a debt-like security that has a component that is a long position in a forward contract, or in a standardized future or forward contract, the Pool holds:

   i. cash cover, in an amount that, together with margin on account for the specified derivative and the market value of the specified derivative, is not less than, on a daily mark-to-market basis, the underlying market exposure of the specified derivative;

   ii. a right or obligation to sell an equivalent quantity of the underlying interest of the future or forward contract, and cash cover that together with margin on account for the position, is not less than the amount, if any, by which the price of the future or forward contract exceeds the strike price of the right or obligation to sell the underlying interest; or

   iii. a combination of the positions referred to in subparagraphs (i) and (ii) that is sufficient, without recourse to other assets of the Pool, to enable the Pool to acquire the underlying interest of the future or forward contract;

c. the Pool will not (i) purchase a debt-like security that has an option component or an option, or (ii) purchase or write an option to cover any positions under section 2.8(1)(b), (c), (d), (e) and (f) of NI 81-102, if immediately after the purchase or writing of such option, more than 10% of the net

assets of the Pool, taken at market value at the time of the transaction, would be made up of (1) purchased debt-like securities that have an option component or purchased options, in each case, held by the Pool for purposes other than hedging, or (2) options used to cover any positions under section 2.8(1)(b), (c), (d), (e) and (f) of NI 81-102;

d. on the date that is the earlier of (i) the date when an amendment to the annual information form of the Fund is filed for reasons other than the Exemption Sought and (ii) the date that the renewal annual information form of the Fund is receipted, the Fund shall

   i. disclose the nature and terms of the Exemption Sought in the annual information form of the Fund; and

   ii. include a summary of the nature and terms of the Exemption Sought in the simplified prospectus of the Fund under the Investment Strategies section or in the introduction to Part B of the simplified prospectus with a cross reference thereto under the Investment Strategies section for the Fund; and

e. this decision will terminate on the coming into force of any securities legislation relating to the use as cover of a right or obligation to sell an equivalent quantity of the underlying interest of the standardized future, forward or swap in compliance with section 2.8 of NI 81-102.

"Darren McKall"
Manager, Investment Funds Branch
Ontario Securities Commission

2.1.4 Crombie Real Estate Investment Trust

Headnote

National Policy 11-203 Process for Exemptive Relief Applications in Multiple Jurisdictions – Multilateral Instrument 61-101 Protection of Minority Security Holders in Special Transactions – issuer is a real estate investment trust which holds all of its properties through limited partnerships – entity holds units in limited partnerships which are exchangeable into and in all material respects the economic equivalent to the issuer's publicly traded units – relief granted from the valuation requirement for certain non-cash assets in connection with a specific related party transaction – valuation not required of exchangeable limited partnership units since public units can be a proxy for such exchangeable units – no information imbalance between the related party and minority shareholders since the reporting issuer has continuous disclosure obligations.

Applicable Legislative Provisions

Multilateral Instrument 61-101 Protection of Minority Shareholders in Special Transactions, ss. 5.4, 6.3, 9.1.

August 8, 2013

IN THE MATTER OF
THE SECURITIES LEGISLATION OF
ONTARIO
(the Jurisdiction)

AND

IN THE MATTER OF
THE PROCESS FOR EXEMPTIVE RELIEF
APPLICATIONS IN MULTIPLE JURISDICTIONS

AND

IN THE MATTER OF
CROMBIE REAL ESTATE INVESTMENT TRUST
(the Filer)

DECISION

Background

The principal regulator in the Jurisdiction has received an application from the Filer for a decision pursuant to Section 9.1 of Multilateral Instrument 61-101 – *Protection of Minority Security Holders in Special Transactions* ("**MI 61-101**") for discretionary relief to exempt the Filer from the requirement under Subsections 5.4 and 6.3(1)(d) of MI 61-101 to obtain a formal valuation of the Class B limited partnership units (the "**Exchangeable LP Units**") of its wholly owned subsidiary, Crombie Limited Partnership ("**Crombie LP**"), to be issued and sold by Crombie LP to ECL Developments Limited ("**ECL**"), a wholly owned subsidiary of Empire Company Limited ("**Empire**"), a related party of the Filer, pursuant to a private placement (the "**Proposed Transaction**") (the "**Requested Relief**").

Under the Process for Exemptive Relief Applications in Multiple Jurisdictions (for a passport application):

(a) the Ontario Securities Commission (the "**Decision Maker**") is the principal regulator for this application, and

(b) the Filer has provided notice that section 4.7(1) of Multilateral Instrument 11-102 – *Passport System* ("**MI 11-102**") is intended to be relied upon in Quebec.

Interpretation

Terms defined in National Instrument 14-101 – *Definitions*, MI 11-102 and MI 61-101 have the same meaning if used in this decision, unless otherwise defined.

Representations

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

1. The Filer is an unincorporated open-ended real estate investment trust established pursuant to a declaration of trust dated January 1, 2006, as amended and restated November 5, 2009 (the "**Declaration of Trust**") formed under, and governed by, the laws of the Province of Ontario. The principal, registered and head office of the Filer is located at 115 King Street, Stellarton, Nova Scotia, B0K 1S0. The Filer carries on its business operations through Crombie LP. The Ontario Securities Commission has been selected as the principal regulator for this application in accordance with the guidelines set out in Section 3.6 of National Policy 11-203 *Process For Exemptive Relief Applications in Multiple Jurisdictions* on the basis that the Filer is a trust formed under, and governed by, Ontario law, the Filer maintains an office in Toronto, the Filer owns more than twice as many properties in Ontario as it does in Quebec and the Filer's Units (defined below) are listed and posted for trading on the Toronto Stock Exchange (the "**TSX**").

2. The Filer was formed by Empire in 2006, and Empire retained an interest in the business of the Filer through ownership by ECL of Exchangeable LP Units of Crombie LP.

3. The Filer is authorized to issue an unlimited number of units (the "**Units**") and an unlimited number of special voting units (the "**Special Voting Units**"). As at July 18, 2013, there were 53,642,095 Units and 38,420,221 Special Voting Units issued and outstanding. The number of Special Voting Units outstanding at any point in time is equal to the number of Exchangeable LP Units outstanding, and each Special Voting Unit accompanies one Exchangeable LP Unit.

4. The Units are currently listed and posted for trading on the TSX under the symbol "CRR.UN".

5. The Filer is a reporting issuer, or has equivalent status, under securities legislation in all provinces of Canada and is not in default of any of the requirements of such legislation.

6. The Filer invests in income-producing retail, office and mixed use properties in Canada, with a future growth strategy focused primarily on the acquisition of retail properties. As at July 18, 2013, the Filer owned a portfolio of 176 commercial properties in nine provinces comprising approximately 14.5 million square feet of gross leaseable area.

7. Crombie LP is a limited partnership formed under the laws of the Province of Nova Scotia and governed by a third amended and restated limited partnership agreement dated April 14, 2008 (the "**Crombie LP Agreement**") among Crombie General Partner Limited ("**Crombie GP**"), ECL and Crombie Subsidiary Trust ("**CS Trust**").

8. Crombie GP, a corporation incorporated under the laws of the Province of Nova Scotia, is the general partner of Crombie LP and is wholly owned by CS Trust.

9. Under the Crombie LP Agreement, Crombie LP is authorizized to issue an unlimited number of Class A limited partnership units (the "**Class A LP Units**") and an unlimited number of Exchangeable LP Units (collectively, the "**LP Units**"), as well as an unlimited number of general partnership units.

10. All the outstanding Class A LP Units are held by CS Trust (a wholly-owned subsidiary of the Filer), all the Exchangeable LP Units are held by ECL, and all the outstanding general partnership units are held by Crombie GP.

11. ECL holds 38,430,221 Exchangeable LP Units and Special Voting Units and 909,090 Units, together representing an approximate 42.7% economic and voting interest in the Filer.

12. The Exchangeable LP Units are not listed and posted for trading on the TSX or any other stock exchange.

13. The Exchangeable LP Units are, in all material respects, equivalent to the Units on a per unit basis. Pursuant to the terms of an exchange agreement dated March 23, 2006 among the Filer, CS Trust, Crombie GP, Crombie LP and ECL Properties Limited (the "**Exchange Agreement**"), as assigned by ECL Properties Limited to ECL, each Exchangeable LP Unit is exchangeable at the option of the holder for one Unit of the Filer. Each Exchangeable LP Unit is entitled to distributions from Crombie LP in the same amounts and at the same times as the Filer makes distributions on its Units of the Filer. Each Exchangeable LP Unit is accompanied by one Special Voting Unit, which provides for the same voting rights in the Filer as a Unit.

14. The Exchangeable LP Units represent part of the equity value of the Filer and provide the holder of the Exchangeable LP Units with economic rights which are, in all material respects, equivalent to the Units. Moreover, the economic interests that underlie the Exchangeable LP Units are identical to those underlying the Units; namely, the assets and operations held directly or indirectly by Crombie LP.

15. Under Section 2.1 of the Exchange Agreement, subject to certain conditions, the Exchangeable LP Units are indirectly exchangeable on a one for one basis for Units at any time at the option of the holder.

16. The Exchangeable LP Units entitle the holder to distributions from Crombie LP equal to any distributions paid to holders of Units by the Filer. Under the Exchange Agreement, the Filer may not distribute rights, options, securities, evidence of indebtedness or assets to its Unitholders, unless the economic equivalent of such rights, options, securities, evidence of indebtedness or assets to be issued or distributed are simultaneously issued or distributed by Crombie LP to holders of Exchangeable LP Units.

17. Each Exchangeable LP Unit is accompanied by one Special Voting Unit of the Filer, which provides for the same voting rights in the Filer as a Unit. Additionally, except as required by law and in certain specified circumstances in which the rights of a holder of Exchangeable LP Units are affected, holders of Exchangeable LP Units are not entitled to vote at meetings of the holders of LP Units.

18. In accordance with Section 3.14 of the Crombie LP Agreement, the Exchangeable LP Units and accompanying Special Voting Units of the Filer may not be transferred except (i) to a wholly-owned subsidiary of Empire or (ii) where the conditions of transfer require that the transferee make an offer to the registered holders of Units to acquire Units on the same terms and conditions as if such Exchangeable LP Units had been exchanged for Units immediately prior to such transfer, and the transferee acquires such Exchangeable LP Units along with a proportionate number of Units tendered to such offer.

19. Although ECL was granted additional rights at the time of the Filer's initial public offering including pre-emptive rights (Section 7.6 of the Declaration of Trust), registrations rights (Section 6.1 of the Exchange Agreement), board appointment rights (Section 3.8(b) of the Declaration of Trust) and approval rights (Section 6.6 of the Declaration of Trust), these rights pre-exist the issuance of the Exchangeable LP Units under the Proposed Transaction and are based on ownership thresholds that treat Exchangeable LP Units and Units on a combined basis. As a result, by acquiring Exchangeable LP Units rather than Units, ECL does not gain any additional or unique rights or benefits that they would not otherwise have.

20. Other than the rights described above, the Exchangeable LP Units carry no other rights that would impact their value. The Crombie LP Agreement does contain typical rights for a limited partnership such as tag-along and drag-along rights, but these are customary limited partnership rights that do not confer any special benefit on the holders of Exchangeable LP Units aside from those relating to holding the LP Units of Crombie LP.

21. Empire's subsidiary Sobeys Inc. ("**Sobeys**") has entered into an agreement with Canada Safeway Limited ("**Canada Safeway**") to purchase all of the assets comprising Canada Safeway's retail grocery business in Canada for approximately $5.8 billion. Included among the assets to be acquired are certain real estate assets. Empire has announced that it intends to sell a portion of these real estate assets (the "**Acquisition Properties**") in order to raise approximately $1 billion. Pursuant to a right of first offer agreement between Sobeys and the Filer dated as of August 3, 2011, the Filer has a right of first offer with respect to the Acquisition Properties.

22. On July 24, 2013, the Filer announced that Crombie LP has entered into an agreement with Sobeys and a wholly-owned subsidiary of Sobeys to purchase the Acquisition Properties for a cash purchase price of $990 million. The board of trustees of the Filer formed a Special Committee of independent trustees within the meaning of MI 61-101 to review the acquisition of the Acquisition Properties and make a recommendation to the full board with respect to the transaction, and to supervise the preparation of a formal valuation of the Acquisition Properties. The Special Committee retained Cushman & Wakefield Ltd. to provide a formal valuation of the Acquisition Properties. The formal valuation was prepared under the supervision of the Special Committee and in accordance with MI 61-101 to the knowledge of the Filer and the Special Committee. The Special Committee also obtained a formal “fairness opinion” from Brookfield Financial Corp., the Special Committee’s independent financial advisor, to evaluate the acquisition of the Acquisition Properties, that, as of the date of the opinion, the cash consideration payable by Crombie for the Acquisition Properties is fair, from a financial point of view, to the Unitholders of Crombie other than Empire and its associates and affiliates.

23. In order to finance a portion of the purchase price for the Acquisition Properties, the Filer has entered into an agreement with a syndicate of underwriting to issue and sell, on a bought deal basis pursuant to a prospectus, approximately $225 million of subscription receipts exchangeable for Units upon the closing of the acquisition of the Acquisition Properties and $75 million principal amount of convertible debenture. ECL holds a pre-emptive right to participate in any equity offering by the Filer in order to maintain its proportionate ownership of the Filer. As has been the case for prior prospectus offerings of Units by the Filer, to be consistent with the majority of ECL's existing holdings, this right has been satisfied by ECL subscribing for $150 million of additional Exchangeable LP Units rather than Units, at the same price per Exchangeable LP Unit that the Subscription Receipts are being offered to the public. ECL’s subscription was reviewed and approved by a committee of trustees of the Filer who are independent within the meaning of MI 61-101. As a result of the Proposed Transaction, Empire and ECL’s direct and indirect voting interest in the Filer will be reduced from 42.7% to 42.1%.

24. As noted herein, Empire through ECL beneficially holds 38,430,221 Exchangeable LP Units (being all of the Exchangeable LP Units issued and outstanding) and 909,090 Units, together representing an approximate 42.7% economic interest in the Filer.

25. Under MI 61-101, due to Empire's ownership of Sobeys and indirect interest in the Filer and Crombie LP, Empire and its subsidiaries Sobeys and ECL are considered to be "related parties" of the Filer. Furthermore, as a result of the application of Section 1.4 of MI 61-101, the acquisition by Crombie LP of the Acquisition Properties from Sobeys and the issuance of Exchangeable LP Units to ECL would each be considered to be a related party transaction subject to the valuation and minority approval requirements of Sections 5.4 and 5.6 of MI 61-101. There is no available exemption from these requirements for the potential purchase of the Acquisition Properties due to the size of the purchase price. Consequently, the Filer has obtained a valuation of the Acquisition Properties and has called a Unitholder meeting for the purpose of obtaining the required minority Unitholder approval for the acquisition. The sale of the Acquisition Properties to Crombie LP is a downstream transaction within the meaning of MI 61-101 for Empire.

26. Ordinarily, the issuance of Exchangeable LP Units to ECL in the Proposed Transaction would be exempt from the application of Sections 5.4 and 5.6 of MI 61-101 due to the exemption in Section 5.5(a) of MI 61-101 for transactions for which neither the fair market value of the subject matter of, nor the fair market value of the consideration for, the transaction exceeds 25% of the Filer's market capitalization. However, since the purchase of the Acquisition Properties could be considered to be a connected transaction to the issuance of the Exchangeable LP Units, this threshold would be exceeded for the issuance of the Exchangeable LP Units. As a result, the Filer will seek minority Unitholder approval of ECL's subscription for Exchangeable LP Units, at the Unitholder meeting called to consider the purchase of the Acquisition Properties. ECL's subscription is also a downstream transaction for Empire.

27. MI 61-101 requires:

    (a) pursuant to Section 5.4, the preparation of a formal independent valuation of the non-cash assets involved in the transaction; and

    (b) pursuant to Section 5.6, approval by a majority of the votes cast by disinterested Unitholders (i.e. excluding votes cast by Empire and its affiliates), entitled to vote on the Proposed Transaction at a duly constituted meeting of Unitholders held to consider the Proposed Transaction.

28. Subsection 6.3(1)(d) of MI 61-101 states that an issuer required to obtain a formal valuation shall provide the valuation in respect of, subject to Subsection 6.3(2), the non-cash assets involved in a related party transaction, which would include the Exchangeable LP Units to be issued to ECL.

29. Subsection 6.3(2) of MI 61-101 states that a formal valuation of non-cash assets is not required for a related party transaction if:

    (a) the non-cash consideration or assets are securities of a reporting issuer or are securities of a class for which there is a published market;

    (b) the person that would otherwise be required to obtain the formal valuation of those securities states in the disclosure document for the transaction that the person has no knowledge of any material information concerning the issuer of the securities, or concerning the securities, that has not been generally disclosed;

    (c) in the case of an insider bid, issuer bid or business combination

        (i) a liquid market in the class of securities exists,

        (ii) the securities constitute 25 per cent or less of the number of securities of the class that are outstanding immediately before the transaction,

        (iii) the securities are freely tradeable at the time the transaction is completed, and

        (iv) the valuator is of the opinion that a valuation of the securities is not required, and

    (d) in the case of a related party transaction for the issuer of the securities, the conditions in subparagraphs (c)(i) and (ii) of section 5.5 are satisfied, regardless of the form of the consideration for the securities.

30. Subsection 5.5(c) of MI 61-101 provides an exemption from the valuation requirement in Section 5.4 for a transaction that is a distribution of securities of the issuer to a related party for cash consideration if:

(i) neither the issuer nor, to the knowledge of the issuer after reasonable inquiry, the related party has knowledge of any material information concerning the issuer or its securities that has not been generally disclosed, and the disclosure document for the transaction includes a statement to that effect; and

(ii) the disclosure document for the transaction includes a description of the effect of the distribution on the direct or indirect voting interest of the related party.

31. Subsections 5.5(c) and 6.3(2)(a) of MI 61-101 each would provide the Requested Relief if ECL were to subscribe for Units instead of Exchangeable LP Units.

32. Although the Exchangeable LP Units are not securities of the Filer, of a reporting issuer or of a class for which there is a published market, they are, as a result of the rights, privileges, restrictions and conditions attaching to such Exchangeable LP Units and the various material agreements relating to and governing the Exchangeable LP Units, equivalent to the Units in all material respects, in that:

(a) they are exchangeable into Units on a one for one basis;

(b) they have the same economic rights as Units;

(c) they carry the same voting rights as Units; and

(d) any additional rights attached to the Exchangeable LP Units either: (i) pre-exist the issuance of the Exchangeable LP Units under the Proposed Transaction and treat the Exchangeable LP Units and Units on the same basis, or (ii) arise solely by virtue of the Exchangeable LP Units being limited partnership units and are customary rights associated with limited partnership units.

33. The information circular for the Unitholder meeting being held to consider the acquisition of the Acquisition Properties and the ECL subscription will include the required disclosures under MI 61-101 with respect to the acquisition of the Acquisition Properties and will otherwise comply with the requirements of applicable securities law, and will disclose:

(a) that neither the Filer nor ECL has any knowledge of any material information concerning the Filer, Crombie LP or their securities that has not been generally disclosed, in accordance with subsection 6.3(2)(b) of MI 61-101; and

(b) a description of the effect of the Proposed Transaction on the direct or indirect voting interest in the Filer of Empire and ECL, in accordance with subsection 6.3(2)(d) of MI 61-101.

Decision

The Decision Maker is satisfied that the decision meets the test set out in MI 61-101 for the Requested Relief.

The decision of the Decision Maker is that the Requested Relief is granted, provided that the Filer and Crombie LP comply with Subsection 6.3(2) of MI 61-101 other than clause (a) thereof.

“Naizam Kanji”
Deputy Director, Corporate Finance

2.1.5 Caldwell Securities Ltd. and e3m Investments Inc.

Headnote

Under paragraph 4.1(1)(a) of National Instrument 31-103 Registration Requirements, Exemptions and Ongoing Registrant Obligations a registered firm must not permit an individual to act as a dealing, advising or associate advising representative of the registered firm if the individual acts as an officer, partner or director of another registered firm that is not an affiliate of the first-mentioned firm. The firms require relief for a limited period of time. The individual will have sufficient time to adequately serve both firms. As one firm is inactive, conflicts of interest are unlikely to arise. The firms have policies in place to handle potential conflicts of interest. The firms are exempted from the prohibition.

Applicable Legislative Provisions

Multilateral Instrument 11-102 Passport System, s. 4.7.
National Instrument 31-103 Registration Requirements, Exemptions and Ongoing Registrant Obligations, ss. 4.1, 15.1.

August 22, 2013

IN THE MATTER OF
THE SECURITIES LEGISLATION OF
ONTARIO
(THE JURISDICTION)

AND

IN THE MATTER OF
THE PROCESS FOR EXEMPTIVE RELIEF
APPLICATIONS IN MULTIPLE JURISDICTIONS

AND

IN THE MATTER OF
CALDWELL SECURITIES LTD.
(CSL)

AND

e3m INVESTMENTS INC.
(e3m)

DECISION

Background

The principal regulator in the Jurisdiction has received an application from CSL and e3m (collectively, the **Filers**) for a decision under the securities legislation of the Jurisdiction of the principal regulator (the **Legislation**) for relief from the requirement in paragraph 4.1(1)(a) of National Instrument 31-103 *Registration Requirements, Exemptions and Ongoing Registrant Obligations* (**NI 31-103**), pursuant to section 15.1 of NI 31-103, to permit Robert Goldberg, a director and the President, Chief Executive Officer and Secretary, ultimate designated person (**UDP**) and chief compliance officer (**CCO**) of e3m, to be both a registered dealing representative of CSL and the UDP, CCO, officer and a director of e3m for a limited period of time to maintain the registration of e3m for purposes of reorganizing its affairs and/or soliciting prospective purchasers of e3m (the **Exemption Sought**).

Under the Process for Exemptive Relief Applications in Multiple Jurisdictions (for a passport application):

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

(b) the Filers have provided notice that section 4.7(1) of Multilateral Instrument 11-102 *Passport System* (**MI 11-102**) is intended to be relied upon by the Filers in Alberta, British Columbia, Manitoba, New Brunswick, Nova Scotia, Saskatchewan, Newfoundland and Labrador and Prince Edward Island (with Ontario, the **Jurisdictions**).

Interpretation

Terms defined in National Instrument 14-101 *Definitions* and MI 11-102 have the same meaning if used in this decision, unless otherwise defined.

Representations

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

1. CSL is registered as (i): an investment dealer in Alberta, British Columbia, Manitoba, New Brunswick, Newfoundland and Labrador, Nova Scotia, Ontario, Prince Edward Island, Saskatchewan; (ii) a dealer member of the Investment Industry Regulatory Organization of Canada (**IIROC**); and (iii) a participating organization of the Toronto Stock Exchange (**TSX**).

2. CSL engages primarily in securities trading and portfolio management activities.

3. e3m is registered as an investment dealer in Ontario, Alberta, Nova Scotia and British Columbia, and is a dealer member of IIROC.

4. e3m is primarily engaged in the business of providing securities trading services to individuals.

5. The head office of each of the Filers is located in Ontario.

6. The Filers are not in default of any requirement of securities legislation in any of the Jurisdictions.

7. CSL has provided notice pursuant to Section 11.9 of NI 31-103 of the proposed transfer (the **Proposed Transaction**) of substantially all of the client accounts of e3m to CSL. In addition to the Proposed Transaction, CSL will be offering

employment to certain e3m employees, including Robert Goldberg, a dealing representative of e3m.

8. e3m is entering the Proposed Transaction as a result of a capital deficiency arising out of an Ontario Superior Court judgment against it. Although e3m is appealing this judgment, the Proposed Transaction will allow e3m to accumulate and maintain sufficient assets to satisfy this judgment. In addition, e3m is required to remain registered as an investment dealer and a dealer member of IIROC in the interim period before this judgment is satisfied.

9. The Proposed Transaction is also designed to permit CSL to expand its operations in the functional area of securities trading in a timely and efficient manner. It is intended that Robert Goldberg will become employed by CSL. Subject to closing the Proposed Transaction and hiring Robert Goldberg, CSL also intends to hire one other employee of e3m to assist in client servicing to complement the CSL team.

10. Robert Goldberg is currently a director, the President, the Chief Executive Officer and Secretary, and a dealing representative of e3m and acts as e3m's UDP and CCO. Following the closing of the Proposed Transaction, it is intended that Robert Goldberg will be registered with CSL as a dealing representative, and will continue to be a director and officer of e3m and act as the UDP and CCO of e3m (the **Dual Registration**).

11. e3m has agreed to certain terms and conditions being placed on its registration after the Proposed Transaction closes which include that:

    (a) e3m and all its registered individuals shall not trade in securities under securities law and will not open any new accounts.

    (b) e3m shall accumulate and maintain sufficient assets to satisfy the Ontario Superior Court judgment against it, and no distribution of these assets up to the amount of the judgment will be made prior to the satisfaction of that judgment except by consent or approval from the Ontario Securities Commission and IIROC.

    (c) on an ongoing basis, e3m will provide evidence of the accumulation and maintenance of these assets that is satisfactory to the Ontario Securities Commission.

    (d) Robert Goldberg, as Chief Executive Officer and UDP, has agreed to abide by, and ensure that e3m adheres to, the terms and conditions imposed on the registration of e3m.

    These terms and conditions will remain in place until e3m's registration is surrendered or e3m is sold and an application is made to remove those terms and conditions by the future purchaser. e3m is being granted "inactive status" by IIROC, effective as of the closing date of the Proposed Transaction, for the purpose of reorganizing its affairs and soliciting potential purchasers of e3m.

12. Prior to the closing date of the Proposed Transaction, clients of e3m will be provided with notice of the Proposed Transaction that includes information about the transfer of client accounts to CSL as well as information that e3m will no longer offer brokerage services to its clients.

13. There is a valid business reason for the Dual Registration in that it will permit e3m to retain its IIROC membership with "inactive status" and its investment dealer registration while it reorganizes its affairs and solicits potential purchasers.

14. Robert Goldberg will have sufficient time and resources to adequately meet his obligations to each firm.

15. The Filers have in place policies and procedures to address any conflicts of interest that may arise as a result of the Dual Registration and the inactive status of e3m will facilitate this, by largely or entirely avoiding any conflicts of interest.

16. Furthermore, CSL has compliance and supervisory policies and procedures in place to monitor the conduct of its representatives (including Robert Goldberg) and to ensure that CSL can deal appropriately with any conflict of interest that may arise.

17. CSL will supervise the activities that Robert Goldberg will conduct on behalf of e3m, including by holding meetings regularly with him and by obtaining regular status reports from him.

18. In the absence of the Exemption Sought, Robert Goldberg would be prohibited under paragraph 4.1(1)(a) of NI 31-103 from acting as a dealing representative of CSL while also acting as an officer, director and the UDP and CCO of e3m.

Decision

The principal regulator is satisfied that the decision meets the test set out in the Legislation for the principal regulator to make the decision.

The decision of the principal regulator under the Legislation is that the Exemption Sought is granted provided that (1) the circumstances described above in paragraphs 6, 11,

12, 14, 15, 16 and 17 remain in place, and (2) the Exemption Sought shall expire on the earlier of the following:

(i) two years after the date hereof,

(ii) on the date that e3m is sold,

(iii) on the date that the registration of e3m is surrendered or terminated.

"Marrianne Bridge"
Deputy Director,
Compliance and Registrant Regulation
Ontario Securities Commission

2.1.6 AlphaPro Management Inc.

Headnote

National Policy 11-203 Process for Exemptive Relief Applications in Multiple Jurisdictions – Relief granted from subsection 2.1(1) and paragraphs 2.2(1)(a), 2.5(2)(a), 2.5(2)(e) and 2.5(2)(f) of NI 81-102 to allow certain conventional open-end mutual funds and ETFs to invest without restriction in ETFs under common management or managed by an affiliate, and to allow the top funds to pay brokerage commissions for the purchase and sale of the securities of the underlying ETFs – Relief needed because underlying ETFs are mutual funds that do not file a simplified prospectus under NI 81-101 and are not index participation units eligible for exemptions under the rule – Underlying ETFs are subject to NI 81-102, are not commodity pools under NI 81-104, and do not rely on any exemptive relief from the restrictions regarding the purchase of physical commodities, the use of derivatives and the use of leverage – Top funds to apply "look-through" requirement in subsections 2.1(3) and (4) of NI 81-102 to each investment in securities of an Underlying ETF.

Applicable Legislative Provisions

National Instrument 81-102 Mutual Funds, ss. 2.1(1), 2.2(1)(a), 2.5(2)(a), 2.5(2)(e), 2.5(2)(f).

August 9, 2013

IN THE MATTER OF
THE SECURITIES LEGISLATION OF
ONTARIO
(the Jurisdiction)

AND

IN THE MATTER OF
THE PROCESS FOR EXEMPTIVE RELIEF
APPLICATIONS IN MULTIPLE JURISDICTIONS

AND

IN THE MATTER OF
ALPHAPRO MANAGEMENT INC.
(the Filer)

AND

THE TOP FUNDS
(as defined below)

DECISION

BACKGROUND

The principal regulator in the Jurisdiction has received an application from the Filer for a decision under the securities legislation of the Jurisdiction of the principal regulator (the **Legislation**) for an exemption relieving the existing mutual funds listed at Schedule "A" (the **Existing Top Funds**) and such mutual funds that may be managed by the Filer or its affiliates in the future (the **Future Top Funds**, and together with the Existing Top Funds, the **Top Funds** and individually, a **Top Fund**) that are subject to National Instrument 81-102 – *Mutual Funds* (**NI 81-102**), from the prohibitions in:

(a) subsection 2.1(1) of NI 81-102 to permit each Top Fund to purchase a security of an Underlying ETF (as defined below) or enter into a specified derivatives transaction with respect to an Underlying ETF even though immediately after the transaction, more than 10 percent of the net asset value of the Top Fund would be invested, directly or indirectly, in the securities of the Underlying ETF;

(b) paragraph 2.2(1)(a) of NI 81-102 to permit each Top Fund to purchase securities of an Underlying ETF such that, after the purchase, the Top Fund would hold securities representing more than 10 percent of

(i) the votes attaching to the outstanding voting securities of the Underlying ETF; or

(ii) the outstanding equity securities of the Underlying ETF.

(c) paragraph 2.5(2)(a) of NI 81-102 to permit each Top Fund to invest in exchange traded mutual funds that are not subject to National Instrument 81-101 *Mutual Fund Prospectus Disclosure* (**NI 81-101**); and

(d) paragraphs 2.5(2)(e) and 2.5(2)(f) of NI 81-102 to permit each Top Fund to pay brokerage commissions in relation to its purchase and sale on a recognized exchange of securities of exchange traded mutual funds that are managed by the Filer or an affiliate of the Filer

(collectively, the **Exemption Sought**)

Under the Process for Exemptive Relief Applications in Multiple Jurisdictions (for a passport application):

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

(b) the Filer has provided notice that section 4.7(1) of Multilateral Instrument 11-102 – *Passport System* (**MI 11-102**) is intended to be relied upon in each of the other provinces and territories of Canada.

INTERPRETATION

Terms defined in National Instrument 14-101 – *Definitions* and MI 11-102 have the same meaning if used in this decision unless otherwise defined.

REPRESENTATIONS

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

About the Filer

1. The Filer is a corporation incorporated pursuant to the laws of Canada.

2. The Filer, or an affiliate of the Filer, acts as, or will act as, the investment fund manager of the Top Funds.

3. The Filer is not in default of the securities legislation of any of the provinces or territories of Canada.

About the Top Funds

4. The Top Funds are, or will be, open end mutual funds established as trusts under the laws of the Province of Ontario.

5. The Top Funds are, or will be, governed by the provisions of NI 81-102, subject to any exemptions therefrom that have been, or may in the future be, granted by the securities regulatory authorities.

6. Each Top Fund distributes, or will distribute, securities pursuant to a simplified prospectus and annual information form prepared under NI 81-101 or pursuant to a long form prospectus prepared under Form 41-101F2 *Information Required in an Investment Fund Prospectus* (**Form 41-101F2**).

7. The Top Funds are, or will be, reporting issuers in each of the provinces and territories of Canada (the **Jurisdictions**).

8. The Existing Top Funds are not in default of any requirements of the securities legislation of any of the Jurisdictions.

9. The Filer would like to be able to invest the assets of the Top Funds in the exchange traded funds set out in Schedule "B" (the **Existing Underlying ETFs**) and such other exchange traded mutual funds that may be established by the Filer or its affiliates in the future (the **Future Underlying ETFs**, and together with the Existing Underlying ETFs, the **Underlying ETFs** or individually an **Underlying ETF**).

10. The investment by a Top Fund in securities of an Underlying ETF will be made in accordance with the fundamental investment objective of the Top Fund and will represent the business judgment of responsible persons uninfluenced by considerations other than the best interests of the Top Funds.

11. The Top Funds do not, and will not, sell short securities of any Underlying ETF.

12. Each Top Fund is not, or will not be, a commodity pool governed by National Instrument 81-104 *Commodity Pools* ("**NI 81-104**").

13. No Top Fund has, or will have, a net market exposure greater than 100% of its net asset value.

About the Underlying ETFs

14. The Filer, or an affiliate of the Filer, is or will be the investment fund manager of the Underlying ETFs.

15. Each Underlying ETF is, or will be:

    (a) an open end mutual fund subject to NI 81-102 and National Instrument 41-101 *General Prospectus Requirements* (**NI 41-101**), subject to any exemptions therefrom that have been, or may in the future be, granted by the securities regulatory authorities;

    (b) a reporting issuer in each of the Jurisdictions; and

    (c) listed on the Toronto Stock Exchange (the **TSX**) or another "recognized exchange" in Canada as that term is defined in securities legislation.

16. The Existing Underlying ETFs are not in default of any requirements of the securities legislation of any of the Jurisdictions.

17. Each Underlying ETF distributes, or will distribute, its securities pursuant to a long form prospectus prepared under Form 41-101F2.

18. Each Underlying ETF does not or will not, at the time securities of that Underlying ETF are bought by a Top Fund, hold more than 10 percent of its net asset value in securities of any other mutual fund other than the securities of a money market fund or a mutual fund that issues index participation units.

19. Each Underlying ETF does not, or will not, rely on exemptive relief from:

    (a) the requirements of section 2.3 of NI 81-102 regarding the purchase of physical commodities;

    (b) the requirements of sections 2.7 and 2.8 of NI 81-102 regarding the purchase, sale or use of specified derivatives, with the exception of the relief from subsections 2.7(1)(a) and 2.8(1) of NI 81-102 granted to certain Underlying ETFs pursuant to the *In the Matter of AlphaPro Management Inc.* decision dated November 18, 2010 (the **AlphaPro Relief**); and

    (c) subsections 2.6(a) and (b) of NI 81-102 with respect to the use of leverage.

20. Each Underlying ETF issues, or will issue, securities which are qualified for distribution in each of the Jurisdictions.

21. Each Underlying ETF is not, or will not be, a commodity pool governed by NI 81-104.

22. The Underlying ETFs do not or will not issue "index participation units" as defined in NI 81-102.

23. No Underlying ETF has, or will have, a net market exposure greater than 100% of its net asset value.

24. Each Underlying ETF does not or will not pay management or incentive fees which to a reasonable person would duplicate a fee payable by the Top Funds for the same service.

25. If the investment fund manager of a Top Fund (the "**Top Fund Manager**") determines that the management fees and incentive fees payable by an Underlying ETF to its investment fund manager (the "**Underlying ETF Manager**") would duplicate a fee payable by the Top Fund for the same service, the Underlying ETF Manager will pay a management fee rebate to the Top Fund that will not exceed the management fee payable by the Top Fund to the Top Fund Manager in respect of the Top Fund's investment in the Underlying ETF.

26. Holders of securities of an Underlying ETF may:

    (a) sell securities of the Underlying ETF on the TSX or another recognized exchange in Canada on which securities of the Underlying ETF are listed for trading;

    (b) redeem securities of the Underlying ETF in any number for cash at a redemption price equal to 95% of the closing price for a security of the Underlying ETF on the applicable exchange on the effective day of redemption; or

(c) redeem or exchange a prescribed number of securities (e.g., units) (a **PNU**) of the Underlying ETF for cash or securities equal to the net asset value of each security of the Underlying ETF tendered for redemption or exchange, respectively.

27. Each Underlying ETF may, from time to time, retain:

(a) National Bank Financial Inc., an associate of the Filer, to act as its designated broker, distributor and securities lending agent;

(b) Fiera Capital Corporation, an associate of an indirect minority shareholder of the Filer, to act as portfolio sub-adviser; and

(c) Horizons Investment Management Inc., an affiliate of the Filer, to act as its manager, trustee, or portfolio manager.

28. The Existing Underlying ETFs primarily achieve, and the Future Underlying ETFs will primarily achieve, their investment objectives through direct holdings of cash and securities and, in some circumstances, through investment in specified derivatives for hedging and non-hedging purposes, in accordance with their investment objectives and strategies and the requirements of NI 81-102.

29. All brokerage costs related to trades in securities of an Underlying ETF by a Top Fund will be borne by the Top Fund in the same manner as any other portfolio transaction made on an exchange.

30. If a Top Fund makes a trade in securities of an Underlying ETF with or through an affiliate or associate of the Filer acting as dealer, the Filer will comply with its obligations under National Instrument 81-107 *Independent Review Committee for Investment Funds* in respect of any proposed related party transactions. All such related party transactions will be disclosed to securityholders of the applicable Top Fund in its management report of fund performance.

Reasons for the Exemption Sought

31. An investment in an Underlying ETF by a Top Fund is an efficient and cost effective alternative to administering one or more investment strategies directly or engaging a sub-adviser to implement an investment strategy for the Top Fund.

32. Absent the Exemption Sought, an investment by a Top Fund in securities of an Underlying ETF would be restricted by the concentration restriction in subsection 2.1(1) to no more than 10% of the net asset value of the Top Fund. Furthermore, due to the potential size disparity between the various Top Funds and Underlying ETFs, it is possible that a relatively small investment, on a percentage of NAV basis, by a relatively large Top Fund in a relatively small Underlying ETF could result in that Top Fund holding securities representing more than 10% of (i) the votes attaching to the outstanding voting securities of an Underlying ETF, or (ii) the outstanding equity securities of that Underlying ETF, contrary to the control restriction in paragraph 2.2(1)(a) of NI 81-102.

33. Absent the Exemption Sought, an investment by a Top Fund in securities of an Underlying ETF would be prohibited by paragraph 2.5(2)(a) of NI 81-102 solely because the Underlying ETF is not governed by NI 81-101.

34. Absent the Exemption Sought, an investment by a Top Fund in securities of an Underlying ETF would not qualify for the exemptions in

(a) paragraph 2.1(2)(d) of NI 81-102 from paragraph 2.1(1) of NI 81-102;

(b) paragraph 2.2(1.1)(b) of NI 81-102 from paragraph 2.2(1)(a) of NI-81-102; and

(c) subsection 2.5(3) of NI 81-102 from paragraph 2.5(2)(a) of NI 81-102;

because the securities of the Underlying ETF would not be index participation units.

35. The only material difference between the securities of an Underlying ETF and the securities of any other mutual fund governed by NI 81-102 is the method of distribution. If the Exemption Sought is granted, the Top Funds will be permitted to purchase securities of a mutual fund that is listed on the TSX or another recognized exchange in Canada in the same manner that they are permitted to invest in securities of a mutual fund that is not listed on such an exchange.

36. It is anticipated that many of the trades made by a Top Fund will not be of the size necessary for the Top Fund to be able to purchase or redeem a PNU of an Underlying ETF directly from or to the Underlying ETF, as applicable. As a result, it is anticipated that a majority of the trades in securities of an Underlying ETF by a Top Fund will be done in the secondary market through the TSX or another recognized exchange in Canada.

37. Absent the Exemption Sought, when a Top Fund buys or sells securities of an Underlying ETF on the TSX or another recognized exchange in Canada, paragraphs 2.5(2)(e) and 2.5(2)(f) of NI 81-102 would not permit the Top Fund to pay any brokerage fees incurred in connection with such a trade.

DECISION

The principal regulator is satisfied that the decision meets the test set out in the Legislation for the principal regulator to make the decision.

The decision of the principal regulator under the Legislation is that the Exemption Sought is granted, provided that

(a) a Top Fund does not short sell securities of an Underlying ETF; and

(b) the Underlying ETFs do not rely on exemptive relief from

(i) the requirements of section 2.3 of NI 81-102 regarding the purchase of physical commodities;

(ii) the requirements of sections 2.7 and 2.8 of NI 81-102 regarding the purchase, sale or use of specified derivatives, with the exception of the relief from subsections 2.7(1)(a) and 2.8(1) of NI 81-102 granted to certain Underlying ETFs pursuant the AlphaPro Relief; and

(iii) subsections 2.6(a) and (b) of NI 81-102 with respect to the use of leverage;

(c) each Top Fund and each Underlying ETF is not a commodity pool governed by NI 81-104 and neither the Top Funds nor the Underlying ETFs will use leverage;

(d) in connection with the relief from subsection 2.1(1) under this decision allowing a Top Fund to invest more than 10% of its net asset value in the securities of an Underlying ETF, the Top Fund shall, for each investment it makes in securities of an Underlying ETF, apply subsections 2.1(3) and 2.1(4) of NI 81-102 as if those provisions applied to a Top Fund's investments in securities of an Underlying ETF, and accordingly limit a Top Fund's indirect holdings in securities of an issuer held by one or more Underlying ETFs to no more than 10% of the Top Fund's net asset value;

(e) the relief from paragraphs 2.5(2)(e) and 2.5(2)(f) will only apply to the brokerage fees incurred for the purchase and sale of securities of Underlying ETFs by the Top Funds; and

(f) the prospectus of each Top Fund discloses, or will disclose the next time it is renewed after the date of this decision, the fact that the Top Funds have obtained the Exemption Sought to permit the relevant transactions on the terms described in this decision.

"Darren McKall"
Manager, Investment Funds
Ontario Securities Commission

SCHEDULE "A"

EXISTING TOP FUNDS

Horizons Active Cdn Dividend ETF
Horizons Active Global Dividend ETF
Horizons Active Diversified Income ETF
Horizons Active Corporate Bond ETF
Horizons Active US Floating Rate Bond (USD) ETF
Horizons Active Preferred Share ETF
Horizons Active Floating Rate Bond ETF
Horizons Active High Yield Bond ETF
Horizons S&P/TSX 60 Equal Weight Index ETF
Horizons Active Cdn Bond ETF
Horizons Active Emerging Markets Dividend ETF
Horizons Universa Canadian Black Swan ETF
Horizons Universa US Black Swan ETF

SCHEDULE "B"

EXISTING UNDERLYING ETFs

Horizons Active Cdn Dividend ETF
Horizons Active Global Dividend ETF
Horizons Active Diversified Income ETF
Horizons Active Corporate Bond ETF
Horizons Active US Floating Rate Bond (USD) ETF
Horizons Active Preferred Share ETF
Horizons Active Floating Rate Bond ETF
Horizons Active High Yield Bond ETF
Horizons S&P/TSX 60 Equal Weight Index ETF
Horizons Active Cdn Bond ETF
Horizons Active Emerging Markets Dividend ETF
Horizons Universa Canadian Black Swan ETF
Horizons Universa US Black Swan ETF
Horizons US Dollar Currency ETF
Horizons Australian Dollar Currency ETF
Horizons Enhanced Income Equity ETF
Horizons Enhanced Income Energy ETF
Horizons Enhanced Income Financials ETF
Horizons Enhanced Income Gold Producers ETF
Horizons Enhanced Income US Equity (USD) ETF
Horizons Enhanced Income International Equity ETF
Horizons Enhanced US Equity Income ETF
Horizons Active S&P/TSX 60™ Index Covered Call ETF

2.1.7 Franklin Templeton Investments Corp. et al.

Headnote

NP 11-203 Process for Exemptive Relief Applications in Multiple Jurisdictions – Approval of mutual fund mergers – approval required because mergers do not meet the criteria for pre-approved reorganizations and transfers in National Instrument 81-102 – continuing funds have different investment objectives than terminating funds and certain mergers are not a "qualifying exchange" or a tax-deferred transaction under Income Tax Act – investors of terminating funds provided with timely and adequate disclosure regarding the mergers.

Applicable Legislative Provisions

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

August 21, 2013

IN THE MATTER OF
THE SECURITIES LEGISLATION OF
ONTARIO
(the "Jurisdiction")

AND

IN THE MATTER OF THE
PROCESS FOR EXEMPTIVE RELIEF
APPLICATIONS IN MULTIPLE JURISDICTIONS

AND

IN THE MATTER OF
FRANKLIN TEMPLETON INVESTMENTS CORP.
(the "Manager")

AND

FRANKLIN QUOTENTIAL CANADIAN GROWTH PORTFOLIO,
FRANKLIN QUOTENTIAL CANADIAN GROWTH CORPORATE CLASS PORTFOLIO,
FRANKLIN QUOTENTIAL GLOBAL BALANCED PORTFOLIO,
FRANKLIN QUOTENTIAL GLOBAL BALANCED CORPORATE CLASS PORTFOLIO,
FRANKLIN QUOTENTIAL MAXIMUM GROWTH PORTFOLIO AND
FRANKLIN QUOTENTIAL MAXIMUM GROWTH CORPORATE CLASS PORTFOLIO
(collectively, the "Terminating Funds")

AND

FRANKLIN BISSETT CANADIAN EQUITY FUND,
FRANKLIN BISSETT CANADIAN EQUITY CORPORATE CLASS,
FRANKLIN QUOTENTIAL BALANCED INCOME PORTFOLIO,
FRANKLIN QUOTENTIAL BALANCED INCOME CORPORATE CLASS PORTFOLIO,
FRANKLIN QUOTENTIAL GLOBAL GROWTH PORTFOLIO AND
FRANKLIN QUOTENTIAL GLOBAL GROWTH CORPORATE CLASS PORTFOLIO
(collectively, the "Continuing Funds")

DECISION

Background

The principal regulator in the Jurisdiction has received an application (the "**Application**") from the Manager for a decision under the securities legislation of the Jurisdiction of the principal regulator (the "**Legislation**") for approval of the mergers (the "**Mergers**") of the Terminating Funds into the Continuing Funds under section 5.5(1)(b) of National Instrument 81-102 ("**NI 81-102**") *Mutual Funds* (the "**Approval Sought**").

Under the Process for Exemptive Relief Applications in Multiple Jurisdictions (for a passport application):

(a) the Ontario Securities Commission is the principal regulator for this Application, and

(b) the Filer has provided notice that section 4.7(1) of Multilateral Instrument 11-202 *Passport System* ("**MI 11-202**") is intended to be relied upon in British Columbia, Alberta, Saskatchewan, Manitoba, Québec, New Brunswick, Nova Scotia, Prince Edward Island, Newfoundland and Labrador, Yukon, Northwest Territories and Nunavut (the "Non-**Principal Jurisdictions**").

Interpretation

Defined terms contained in National Instrument 14-101 *Definitions* and MI 11-102 have the same meaning if used in this decision, unless otherwise defined. The following additional terms shall have the following meanings:

"Class" or **"Classes"** means, individually or collectively, Franklin Bissett Canadian Equity Corporate Class, Franklin Quotential Balanced Income Corporate Class Portfolio, Franklin Quotential Canadian Growth Corporate Class Portfolio, Franklin Quotential Global Balanced Corporate Class Portfolio, Franklin Quotential Global Growth Corporate Class Portfolio and Franklin Quotential Maximum Growth Corporate Class Portfolio;

"Corporate Class Ltd." means Franklin Templeton Corporate Class Ltd.;

"Corporate Class Mergers" means the mergers of Franklin Quotential Global Balanced Corporate Class Portfolio into Franklin Quotential Balanced Income Corporate Class Portfolio, Franklin Quotential Canadian Growth Corporate Class Portfolio into Franklin Bissett Canadian Equity Corporate Class and Franklin Quotential Maximum Growth Corporate Class Portfolio into Franklin Quotential Global Growth Corporate Class Portfolio;

"Corporate Law" means the Business Corporations Act (Alberta);

"Effective Date" means the date the Mergers will be completed and is anticipated to be October 25, 2013, or as soon as practicable thereafter;

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

"IRC" means the independent review committee of the Funds;

"Tax Act" means the Income Tax Act (Canada);

"Trust Fund Taxable Mergers" means the mergers of Franklin Quotential Global Balanced Portfolio into Franklin Quotential Balanced Income Portfolio and Franklin Quotential Maximum Growth Portfolio into Franklin Quotential Global Growth Portfolio;

"Trust Fund Tax-Deferred Merger" means the merger of Franklin Quotential Canadian Growth Portfolio into Franklin Bissett Canadian Equity Fund.

Representations

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

1. The Manager is a corporation existing under the laws of Ontario. The Manager is the manager of each of the Funds. The registered head office of the Manager is located in Toronto, Ontario.

2. Corporate Class Ltd. is an open-ended mutual fund corporation incorporated under the laws of Alberta on June 1, 2001. Each of the Classes is a separate class of special shares of Corporate Class Ltd.

3. Securities of the Funds are currently qualified for sale by a simplified prospectus and annual information form dated June 20, 2013, which has been filed and receipted in Ontario and each of the Non-Principal Jurisdictions.

4. Each of the Funds is a reporting issuer in Ontario and in each of the Non-Principal Jurisdictions. The Funds and the Manager are not in default under the securities legislation of such jurisdictions.

5. Other than circumstances in which the Principal Regulator or the securities regulatory authority of a Non-Principal Jurisdiction has expressly exempted a Fund therefrom, each of the Funds follows the standard investment restrictions and practices set out in NI 81-102.

6. The net asset value for each series of the Funds is calculated on a daily basis on each day that the Toronto Stock Exchange is open for trading.

7. The Manager intends to merge the Terminating Funds into the Continuing Funds as follows:

   a) Franklin Quotential Canadian Growth Portfolio into Franklin Bissett Canadian Equity Fund;

   b) Franklin Quotential Global Balanced Portfolio into Franklin Quotential Balanced Income Corporate Class Portfolio;

   c) Franklin Quotential Maximum Growth Portfolio into Franklin Quotential Global Growth Portfolio;

   d) Franklin Quotential Global Balanced Corporate Class Portfolio into Franklin Quotential Balanced Income Corporate Class Portfolio;

   e) Franklin Quotential Canadian Growth Corporate Class Portfolio into Franklin Bissett Canadian Equity Corporate Class; and

   f) Franklin Quotential Maximum Growth Corporate Class Portfolio into Franklin Quotential Global Growth Corporate Class Portfolio.

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

   a) the Trust Fund Taxable Mergers do not qualify as a "qualifying exchange" or a tax deferred transaction under the Tax Act;

   b) the fundamental investment objectives of the Terminating Funds and Continuing Funds are not, or may not be considered by a reasonable person to be, "substantially similar".

9. Pursuant to the Mergers, investors will receive securities of the same series of a Continuing Fund as they currently own in the corresponding Terminating Fund.

10. Investors of the Terminating Funds, Franklin Bissett Canadian Equity Corporate Class, Franklin Quotential Balanced Income Corporate Class Portfolio and Franklin Quotential Global Growth Corporate Class Portfolio will be asked to approve the Mergers at meetings to be held on September 16, 2013. The Manager, as the sole Class A Common Shareholder of Corporate Class Ltd., will also approve the Corporate Class Mergers, as required under Corporate Law.

11. The Manager is not entitled to rely upon the approval of the IRC in lieu of investor approval for the Mergers due to the fact that one or more conditions of section 5.6 of NI 81-102 will not be met, as required by section 5.3(2)(c) of NI 81-102. The IRC has reviewed and made positive recommendations with respect to the Mergers, having determined that the Mergers, if implemented, achieve a fair and reasonable result for each of the Funds. A summary of the IRC's recommendation will be included in the notice of special meetings sent to investors in the Terminating Funds and applicable Continuing Funds as required by section 5.1(2) of National Instrument 81-107 *Independent Review Committee for Investment Funds*.

12. Each Trust Fund Taxable Merger and the Trust Fund Tax-Deferred Merger (collectively, the "**Trust Fund Mergers**") is contingent upon the corresponding Corporate Class Merger and vice versa. If applicable investor approval is not received at the special meetings in respect of a Trust Fund Merger, then neither it nor its corresponding Corporate Class Merger will proceed. Similarly, if applicable investor approval is not received at the special meetings in respect of a Corporate Class Merger, then neither it nor its corresponding Trust Fund Merger will proceed.

13. The Manager will pay for the costs of the Mergers. These costs include legal, proxy solicitation, printing, mailing and regulatory fees.

14. Investors of the Terminating Funds will continue to have the right to redeem securities of the Terminating Funds for cash at any time up to the close of business on the business day immediately before the Effective Date.

15. A material change report, press release and amendments to the simplified prospectus, annual information form and the applicable fund facts, which gave notice of the proposed Mergers, were filed via SEDAR on May 17, 2013.

16. A notice of meeting, management information circular, proxy and fund facts of each of the Continuing Funds in connection with the special meetings of investors will be mailed to investors of the Terminating Funds and applicable Continuing Funds commencing on or about August 16, 2013 and will be filed via SEDAR.

17. The information circular that will be sent to investors in connection with a Merger contains the following information:

    a) the differences between the investment objectives of the Terminating Funds and the Continuing Funds;

    b) the tax implications of the Mergers;

    c) a statement that securities of a Continuing Fund acquired by investors under a Merger will be subject to the same redemption charges, if any, which applied to their securities of the Terminating Fund immediately prior to the Mergers;

    d) a statement that investors who redeem their securities may be subject to redemption charges as outlined in the simplified prospectus; and

    e) a statement that investors can obtain a copy of the simplified prospectus and annual information form and each Fund's most recent interim and annual financial statements and management reports of fund performance by accessing the SEDAR website at www.sedar.com, by accessing the Manager's website at www.franklintempleton.ca, by calling a toll-free number or by contacting the Manager at service@franklintempleton.ca.

18. Upon request by an investor for financial statements, the Manager will make best efforts to provide the investor with financial statements of the Continuing Funds in a timely manner so that the investor can make an informed decision regarding a Merger.

19. Each Terminating Fund and Continuing Fund has an unqualified audit report in respect of its last completed financial period.

20. Subject to obtaining the necessary approvals, effective as of the close of business on September 16, 2013, the Terminating Funds will cease distribution of securities and any new purchases of securities will be disallowed. The Terminating Funds will remain closed to all purchase-type transactions until they are merged with the Continuing Funds on the Effective Date. Any existing systematic investment programs (such as pre-authorized chequing plans) that had been established with respect to the Terminating Funds will be redirected to the applicable Continuing Funds on a series-for-series basis effective September 17, 2013 unless an investor advises the Manager otherwise. Systematic withdrawal programs shall remain unaffected until the Effective Date. Following the Mergers, all systematic withdrawal programs that had been established with respect to the Terminating Funds will be re-established on a series-for-series basis in the applicable Continuing Funds unless investors advise the Manager otherwise. Investors may change or cancel any systematic program at any time and investors of the Terminating Funds who wish to establish one or more systematic programs in respect of their holdings in the Continuing Funds may do so following the Mergers.

21. The portfolio assets of each Terminating Fund to be acquired by the respective Continuing Fund will be acceptable to the portfolio adviser of the Continuing Fund and consistent with the investment objectives of the Continuing Fund.

22. The Trust Fund Tax-Deferred Merger will be implemented pursuant to the following steps:

    a) Prior to the Effective Date, all securities in the portfolio of the Terminating Fund will be liquidated. As a result, the Terminating Fund will temporarily hold cash and/or money market instruments and will not be invested in accordance with its investment objectives for a brief period of time prior to the Merger. The value of any investment sold prior to the Effective Date will depend on prevailing market conditions.

    b) Prior to the Merger, both the Terminating Fund and the Continuing Fund will distribute to their respective unitholders sufficient net income and net realized capital gains so that neither will be subject to tax under Part I of the Tax Act for the taxation year ended at the time of the Merger.

    c) On the Effective Date, the Terminating Fund will transfer all of its assets, which will consist of cash and/or money market instruments, less an amount required to satisfy the liabilities of the Terminating Fund, to the Continuing Fund, in exchange for units of the Continuing Fund. The units of the Continuing Fund received by the Terminating Fund will have an aggregate net asset value equal to the value of the net assets transferred by the applicable Terminating Fund.

d) Immediately following the above-noted transfer, the Terminating Fund will redeem its outstanding units and distribute the units of the Continuing Fund received by the Terminating Fund to unitholders of the Terminating Fund, in exchange for all such unitholders' existing units of the Terminating Fund, on a series-for-series and dollar-for-dollar basis.

e) As soon as reasonably possible following the Merger, the Terminating Fund will be wound up.

23. The Trust Fund Taxable Mergers will be implemented pursuant to the following steps:

a) Prior to the Effective Date, certain of the securities in the portfolio of the Terminating Funds may be liquidated. As a result, the Terminating Funds may temporarily hold some cash and/or money market instruments and each Terminating Fund may not be invested in accordance with its respective investment objectives for a brief period of time prior to the Mergers. The value of any investment sold prior to the Effective Date will depend on prevailing market conditions.

b) Prior to the Mergers, each Terminating Fund will distribute to its unitholders sufficient net income and net realized capital gains so that it will not be subject to tax under Part I of the Tax Act for its current taxation year.

c) On the Effective Date, each Terminating Fund will transfer all of its assets, which will consist of its investment portfolio and other assets, including cash and/or money market instruments, less an amount required to satisfy the liabilities of the Terminating Fund, to its Continuing Fund, in exchange for units of the Continuing Fund. The units of the Continuing Funds received by the respective Terminating Funds will have an aggregate net asset value equal to the value of the net assets transferred by the applicable Terminating Fund.

d) Immediately following the above-noted transfer, each Terminating Fund will redeem its outstanding units and distribute the units of the Continuing Fund received by the Terminating Fund to unitholders of the Terminating Fund, in exchange for all such unitholders' existing units of the Terminating Fund, on a series-for-series and dollar-for-dollar basis.

e) As soon as reasonably possible following the Mergers, each Terminating Fund will be wound up.

24. The proposed Corporate Class Mergers will be implemented pursuant to the following steps:

a) Review the Terminating Fund's investment portfolio and consider the portfolio in light of the investment objectives of the Continuing Fund. If the Terminating Fund holds investments that are not suitable for the Continuing Fund, those investments will be sold prior to the Effective Date. For the merger of Franklin Quotential Canadian Growth Corporate Class Portfolio into Franklin Bissett Canadian Equity Corporate Class, it is expected that the majority of the Terminating Fund's current investments will be sold prior to the Effective Date. The value of any investment sold prior to the Effective Date will depend on prevailing market conditions. As a result, the Terminating Fund and the Continuing Fund may each temporarily hold cash or money market instruments and may not be fully invested in accordance with its respective investment objective for a brief period of time prior to, and following the Mergers. Corporate Class Ltd. may pay a capital gain dividend on shares of a Terminating Fund where determined fair and equitable. Each investor of the Terminating Funds and Continuing Funds will be subject to the same tax consequences on capital gain dividends, if any, as a result of the Mergers as on regular year-end dividends made by the Corporate Funds and any dividends will be paid out in cash or reinvested in the investors account according to the investor's current instructions.

b) The articles of incorporation of Corporate Class Ltd. will be amended to authorize the exchange of all outstanding special shares of each series of the Terminating Fund for special shares of the same series of the Continuing Fund.

c) Each investor of the Terminating Fund will receive special shares of the same series of the Continuing Fund with a value equal to the value of their special shares in the Terminating Fund as determined on the Effective Date. After this step is complete, investors of the Terminating Fund will become investors of the Continuing Fund.

d) On the Effective Date, the net assets attributable to the Terminating Fund (being its investment portfolio and other assets, including cash and liabilities) will be included in the portfolio of assets attributable to the Continuing Fund.

e) As soon as reasonably possible following the Mergers, the unissued special shares of the Terminating Fund will be cancelled by Corporate Class Ltd. and the Terminating Fund will be terminated.

25. The Manager has concluded that it is in the overall best interests of investors to effect the Trust Fund Taxable Mergers on a taxable basis to preserve each of the Continuing Fund's significant unused capital losses, which would otherwise expire upon implementation of a Trust Fund Taxable Merger on a tax-deferred basis. As a result of effecting the Trust Fund Taxable Mergers on a taxable basis, the capital losses of each of the Continuing Funds will be available to shelter capital gains realized by the applicable Continuing Fund in future years and thereby reduce the amount of taxable distributions made to all investors in the applicable Continuing Fund in the future. The capital losses of each of the Terminating Funds in the Trust Fund Taxable Mergers will expire in either a taxable or a tax-deferred transaction.

26. No sales charges will be payable in connection with exchange of securities of the Terminating Funds for securities of the Continuing Funds.

27. Subject to the required approvals of the Principal Regulator and applicable investors, the Terminating Funds will merge into the Continuing Funds on the Effective Date. Following the Mergers, the Continuing Funds will continue as publicly offered open- end mutual funds.

28. Except as noted herein, the Mergers will otherwise comply with all of the other criteria for pre-approved reorganizations and transfers set out in section 5.6 of NI 81-102.

29. The Mergers will result in the following benefits:

    a) the reduction of the Franklin Quotential Program from 16 funds to ten funds will provide investors with a streamlined range of products that will make it easier for investors to select a suitable fund based on their risk tolerance;

    b) the Continuing Funds charge lower management fees than the applicable Terminating Funds; and

    c) the Mergers will eliminate the administrative and regulatory costs (which are paid by the Funds and thus indirectly by investors in the Funds) of operating the Terminating Funds as separate mutual funds.

Decision

The principal regulator is satisfied that the decision meets the test set out in the Legislation for the principal regulator to make the decision.

The decision of the principal regulator under the Legislation is that the Approval Sought is granted.

"Vera Nunes"
Assistant Manager, Investment Funds
Ontario Securities Commission

2.1.8 Wenzel Downhole Tools Ltd.

Headnote

National Policy 11-203 Process for Exemptive Relief Applications in Multiple Jurisdictions – application for an order that the issuer is not a reporting issuer under securities legislation – issuer has less than 15 securityholders in each jurisdiction and less than 51 securityholders worldwide – requested relief granted.

Applicable Legislative Provisions

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

Citation: Wenzel Downhole Tools Ltd., Re, 2013 ABASC 396

August 26, 2013

IN THE MATTER OF
THE SECURITIES LEGISLATION OF
BRITISH COLUMBIA, ALBERTA AND ONTARIO
(THE JURISDICTIONS)

AND

IN THE MATTER OF
THE PROCESS FOR EXEMPTIVE RELIEF
APPLICATIONS IN MULTIPLE JURISDICTIONS

AND

IN THE MATTER OF
WENZEL DOWNHOLE TOOLS LTD.
(THE FILER)

DECISION

Background

The securities regulatory authority or regulator in each of the Jurisdictions (the **Decision Maker**) has received an application from the Filer for a decision under the securities legislation of the Jurisdictions (the **Legislation**) that the Filer be deemed to have ceased to be a reporting issuer under the Legislation (the **Exemptive Relief Sought**).

Under the Process for Exemptive Relief Applications in Multiple Jurisdictions (for a coordinated review application):

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

(b) this decision is the decision of the principal regulator and evidences the decision of each other Decision Maker.

Interpretation

Terms defined in National Instrument 14-101 *Definitions* have the same meaning if used in this decision, unless otherwise defined herein.

Representations

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

1. Wenzel Downhole Tools Ltd. (**Wenzel**) was incorporated under the *Business Corporations Act* (Alberta) (**ABCA**) on June 9, 1994. Pursuant to a plan of arrangement (the **Arrangement**) under the ABCA completed on July 31, 2013 (the **Effective Date**), Wenzel and 1748017 Alberta Ltd. (**1748017**) amalgamated and continued as one entity (the **Amalgamation**). The Filer is the company resulting from the Amalgamation.

2. The Filer's head office is located in Calgary, Alberta.

3. The Filer is a reporting issuer in the Jurisdictions.

4. The Arrangement was approved by the securityholders (the **Securityholders**) of Wenzel at a special meeting of Securityholders held on July 30, 2013.

5. The Arrangement was approved by the Court of Queen's Bench of Alberta on July 30, 2013.

6. Pursuant to the Arrangement, among other things, (i) 1748017, a subsidiary of Basin Tools, LP (**Basin**) acquired all of the issued and outstanding common shares of Wenzel (the **Wenzel Shares**) not already owned by Basin, with each former holder of Wenzel Shares receiving $2.25 for each Wenzel Share held; (ii) all outstanding options (**Options**) of Wenzel were transferred and surrendered to Wenzel by the holders thereof in exchange for consideration of $2.25 less the exercise price for each in-the-money Option; (iii) all outstanding preferred shares of Wenzel (the **Preferred Shares**) were converted into Wenzel Shares at a conversion ratio of one Wenzel Share for each Preferred Share; (iv) each Wenzel Share owned by Basin prior to the Effective Date was transferred to 1748017 in exchange for one common share in the capital of 1748017 (the **1748017 Shares**); and (v) the Amalgamation was completed.

7. The Wenzel Shares were delisted from the Toronto Stock Exchange at the close of business on August 7, 2013.

8. The 1748017 Shares survived and continued to be the common shares of the Filer without amendment.

9. On the Effective Date, Basin transferred all of its common shares in the capital of the Filer to its indirect subsidiary, Basin US Intermediate LP (**Basin US**), a Delaware limited partnership.

10. The Filer's share capital consists of common shares that are entirely owned by Basin US.

11. The Filer is authorized to issue an unlimited number of common shares and an unlimited number of preferred shares, issuable in series.

12. No securities of the Filer, including debt securities, are traded in Canada or another country on a marketplace as defined in National Instrument 21-101 *Market Operation* or any other facility for bringing together buyers and sellers of securities where trading data is publically reported.

13. The outstanding securities of the Filer, including debt securities, are beneficially owned, directly or indirectly, by fewer than 15 securityholders in each of the jurisdictions in Canada and fewer than 51 securityholders in total worldwide.

14. The Filer is not in default of any of its obligations as a reporting issuer other than its obligation to file and deliver on or before August 14, 2013 interim financial statements and management's discussion and analysis for the three month period ended June 30, 2013, as required under National Instrument 51-102 *Continuous Disclosure Obligations* and the related certificates as required under National Instrument 52-109 *Certification of Disclosure in Issuers' Annual and Interim Filings*.

15. The Filer did not surrender its status as a reporting issuer in British Columbia pursuant to BC Instrument 11-502 *Voluntary Surrender of Reporting Issuer Status* (the **BC Instrument**) in order to avoid the 10 day waiting period under the BC instrument.

16. The Filer has no current intention to seek public financing by way of an offering of securities in Canada or to list securities on any marketplace in Canada.

17. The Filer is not eligible to use the simplified procedure under CSA Staff Notice 12-307 *Application for a Decision that an Issuer is not a Reporting Issuer* in order to apply for the decision sought because it is a reporting issuer in British Columbia and is in default of certain filing obligations under the Legislation as described in paragraph 14 above.

18. The Filer seeks an order deeming the Filer to have ceased to be a reporting issuer in the Jurisdictions.

19. Upon grant of the relief requested, the Filer will not be a reporting issuer or the equivalent in any jurisdiction in Canada.

Decision

Each of the Decision Makers is satisfied that the decision meets the test set out in the Legislation for the Decision Maker to make the decision.

The decision of the Decision Makers under the Legislation is that the Exemptive Relief Sought is granted.

"Tom Graham", CA
Director, Corporate Finance
Alberta Securities Commission

2.2 Orders

2.2.1 Energy Syndications Inc. et al. – ss. 127, 127.1

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

AND

IN THE MATTER OF
ENERGY SYNDICATIONS INC.,
GREEN SYNDICATIONS INC.,
SYNDICATIONS CANADA INC.,
DANIEL STRUMOS, MICHAEL BAUM
and DOUGLAS WILLIAM CHADDOCK

ORDER
(Sections 127 and 127.1 of the Securities Act)

WHEREAS on March 30, 2012, the Ontario Securities Commission (the "**Commission**") issued a Notice of Hearing, pursuant to sections 127 and 127.1 of the *Securities Act*, R.S.O. 1990, c. S.5, as amended (the "**Act**"), in relation to a Statement of Allegations filed by Staff of the Commission ("**Staff**") on March 30, 2012 in respect of Energy Syndications Inc. ("**Energy**"), Green Syndications Inc. ("**Green**"), Syndications Canada Inc. ("**Syndications**"), Daniel Strumos, ("**Strumos**"), Michael Baum ("**Baum**"), and Douglas William Chaddock ("**Chaddock**") (collectively, the "**Respondents**");

AND WHEREAS the Commission conducted a hearing on the merits with respect to the allegations against the Respondents on May 15, 16, 17, 22, 23 and 29, 2013 (the "**Merits Hearing"**);

AND WHEREAS on June 20, 2013, the Commission issued its reasons and decision on the merits in this matter (the "**Merits Decision**");

AND WHEREAS on June 20, 2013, the Commission ordered that: (i) Staff shall file and serve written submissions on sanctions and costs by July 10, 2013; (ii) the Respondents shall file and serve written submissions on sanctions and costs by July 31, 2013; (iii) Staff shall file and serve written reply submissions on sanctions and costs by August 14, 2013; (iv) the hearing to determine sanctions and costs will be held at the offices of the Commission at 20 Queen Street West, 17th floor, Toronto, on September 4, 2013, at 10:00 a.m., or such further or other dates as agreed by the parties and set by the Office of the Secretary; and (v) upon failure of any party to attend at the time and place aforesaid, the hearing may proceed in the absence of that party, and such party is not entitled to any further notice of the proceeding (the "**Sanctions and Costs Scheduling Order**");

AND WHEREAS on July 15, 2013, Strumos retained counsel to represent him in the sanctions and costs hearing;

AND WHEREAS on July 24, 2013, at the request of counsel for Strumos and with the consent of Chaddock, on his own behalf and on behalf of Energy, Green and Syndications, and of Staff, the Commission amended the Sanctions and Costs Scheduling Order by ordering that the date for the Respondents to file and serve written submissions on sanctions and costs is extended to August 16, 2013, and the date for Staff to file and serve reply written submissions on sanctions and costs is extended to August 26, 2013;

AND WHEREAS on August 16, 2013, Baum retained counsel to represent him in the sanctions and costs hearing;

AND WHEREAS on August 19, 2013, counsel for Baum requested that the date for Baum to file and serve written submissions on sanctions and costs be extended to August 30, 2013;

AND WHEREAS Chaddock, on his own behalf and on behalf of Energy, Green and Syndications, and counsel for Strumos, consent to the amended schedule;

AND WHEREAS Staff does not consent to the amended schedule, which may leave Staff insufficient time to file and serve written reply submissions before the Sanctions and Costs Hearing on September 4, 2013;

AND WHEREAS the Commission recognizes that the requested extension amendment leaves only a short time for Staff to file and serve its written reply submissions before the hearing, and also recognizes that the Commission's Litigation Assistance Program ("**LAP**"), through which Strumos and Baum have retained counsel, is intended to provide counsel services to self-represented respondents who are involved in enforcement proceedings before the Commission;

IT IS ORDERED THAT the Sanctions and Costs Scheduling Order is amended as follows:

1. the time for the Respondents to file and serve written submissions on sanctions and costs is extended to 2:00 p.m. on August 29, 2013; and

2. Staff need not file and serve written reply submissions on sanctions and costs, but may give oral reply submissions at the Sanctions and Costs Hearing on September 4, 2013.

DATED at Toronto this 20th day of August, 2013.

"Alan J. Lenczner"

2.2.2 Normand Gauthier et al. – s. 127

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

AND

IN THE MATTER OF
NORMAND GAUTHIER,
GENTREE ASSET MANAGEMENT INC.,
R.E.A.L. GROUP FUND III (CANADA) LP, and
CANPRO INCOME FUND I, LP

ORDER
(Section 127 of the Securities Act)

WHEREAS on March 27, 2012, the Ontario Securities Commission (the "Commission") issued a Notice of Hearing pursuant to subsection 127(1) and section 127.1 of the *Securities Act*, R.S.O. 1990, c. S.5, as amended (the "Act") in connection with a Statement of Allegations filed by Staff of the Commission ("Staff") on March 27, 2012 in respect of Normand Gauthier ("Gauthier"), Gentree Asset Management Inc. ("Gentree"), R.E.A.L. Group Fund III (Canada) LP ("RIII") and CanPro Income Fund I, LP ("CanPro") (collectively the "Respondents");

AND WHEREAS the Respondents were served with the Notice of Hearing and Statement of Allegations on March 28, 2012;

AND WHEREAS the Notice of Hearing provided that a hearing would be held at the offices of the Commission on April 27, 2012;

AND WHEREAS on April 27, 2012, Staff appeared and Gauthier appeared on behalf of himself and each of the other Respondents, and Gauthier confirmed that he and the other Respondents have retained counsel to represent the Respondents in this proceeding;

AND WHEREAS on April 27, 2012, at the request of Staff and with the agreement of Gauthier, the Commission ordered that a confidential pre-hearing conference take place on June 26, 2012;

AND WHEREAS on June 26, 2012, Staff and counsel for the Respondents appeared before the Commission for a confidential pre-hearing conference, and at the request of Staff and with the agreement of counsel for the Respondents, the Commission ordered that a further confidential pre-hearing conference take place on August 16, 2012;

AND WHEREAS on August 15, 2012, Staff and counsel for the Respondents having agreed to reschedule the confidential pre-hearing conference to September 10, 2012, the Commission ordered that a further confidential pre-hearing conference take place on September 10, 2012;

AND WHEREAS on September 5, 2012, Staff and counsel for the Respondents having agreed to reschedule the confidential pre-hearing conference to October 3, 2012, the Commission ordered that a further confidential pre-hearing conference take place on October 3, 2012;

AND WHEREAS on October 3, 2012, Staff appeared before the Commission and counsel for the Respondents participated via telephone for a confidential pre-hearing conference, and at the request of Staff and with the agreement of counsel for the Respondents, the Commission ordered that a further confidential pre-hearing conference take place on December 18, 2012;

AND WHEREAS on December 18, 2012, Staff and counsel for the Respondents appeared before the Commission for a confidential pre-hearing conference, and at the request of Staff and with the agreement of counsel for the Respondents, the Commission ordered that two further confidential pre-hearing conferences take place on March 7, 2013 at 10:00 a.m., and on August 15, 2013 at 10:00 a.m., and the hearing on the merits shall commence on October 15, 2013 and will continue until October 29, 2013 except for October 22, 2013;

AND WHEREAS on March 7, 2013, Staff and counsel for the Respondents, along with Gauthier, appeared before the Commission for a confidential pre-hearing conference and provided a status update on this matter, and Staff requested that the dates previously scheduled for the hearing on the merits and for the further confidential pre-hearing conference on August 15, 2013 be confirmed, and counsel for the Respondents agreed;

AND WHEREAS on March 7, 2013, the Commission ordered that: 1) a confidential pre-hearing conference shall take place on August 15, 2013 at 10:00 a.m. or such other date or at such other time as set by the Office of the Secretary and agreed to by the parties, and 2) the hearing on the merits shall commence on October 15, 2013 at 10:00 a.m. and will continue until October 29, 2013 except for October 22, 2013;

AND WHEREAS on May 6, 2013, counsel for the Respondents, Stephanie A. McManus ("McManus"), filed a Notice of Motion, pursuant to Rule 1.7.4 of the Commission's *Rules of Procedure* (2012), 35 O.S.C.B. 10071, for leave to withdraw as representative for the Respondents and requested that the motion be heard in writing (the "Withdrawal Motion");

AND WHEREAS on May 22, 2013 the Commission ordered that McManus be granted leave to withdraw as representative for the Respondents;

AND WHEREAS on August 15, 2013, Staff and Gauthier appeared before the Commission for a confidential pre-hearing conference, counsel for Gauthier participated via telephone and Gentree, RIII and CanPro did not appear;

AND WHEREAS Staff and counsel for Gauthier provided a status update on this matter, Staff requested that a further confidential pre-hearing conference be

ordered prior to the commencement of the hearing on the merits and counsel for Gauthier agreed;

AND WHEREAS the Commission is of the opinion that it is in the public interest to make this order;

IT IS ORDERED that a confidential pre-hearing conference shall take place on September 11, 2013 at 3:00 p.m. or such other date or at such other time as set by the Office of the Secretary and agreed to by the parties.

DATED at Toronto this 15th day of August, 2013.

"Edward P. Kerwin"

2.2.3 Global Energy Group, Ltd. et al. – ss. 127(2), 144

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

AND

IN THE MATTER OF
GLOBAL ENERGY GROUP, LTD.,
NEW GOLD LIMITED PARTNERSHIPS,
CHRISTINA HARPER, VADIM TSATSKIN,
MICHAEL SCHAUMER, ELLIOT FEDER,
ODED PASTERNAK, ALAN SILVERSTEIN,
HERBERT GROBERMAN, ALLAN WALKER,
PETER ROBINSON, VYACHESLAV BRIKMAN,
NIKOLA BAJOVSKI, BRUCE COHEN and
ANDREW SHIFF

AND

IN THE MATTER OF
A SETTLEMENT AGREEMENT BETWEEN STAFF OF
THE ONTARIO SECURITIES COMMISSION AND
ELLIOT FEDER

ORDER
(Section 144 and Subsection 127(2))

WHEREAS by Notice of Hearing dated June 8, 2010, the Ontario Securities Commission (the "Commission") announced that it proposed to hold a hearing, commencing on June 14, 2010, pursuant to sections 37, 127, and 127.1 of the *Securities Act*, R.S.O. 1990, c. S.5, as amended (the "Act"), to consider whether it is in the public interest to make orders, as specified therein, against Global Energy Group, Ltd., New Gold Limited Partnerships ("New Gold"), Christina Harper, Vadim Tsatskin, Michael Schaumer, Elliot Feder ("Feder"), Oded Pasternak, Alan Silverstein, Herbert Groberman, Allan Walker, Peter Robinson, Vyacheslav Brikman, Nikola Bajovski, Bruce Cohen and Andrew Shiff. The Notice of Hearing was issued in connection with the allegations as set out in the Statement of Allegations of Staff of the Commission ("Staff") dated June 8, 2010;

AND WHEREAS Feder entered into a settlement agreement with Staff dated January 18 and 19, 2012 (the "Settlement Agreement") in which Feder agreed to a proposed settlement of the proceeding commenced by the Notice of Hearing dated June 8, 2010, subject to the approval of the Commission;

AND WHEREAS the Settlement Agreement was approved by the Commission on January 20, 2012;

AND WHEREAS on January 20, 2012, the Commission made an order (the "January 20, 2012 Order") which provided, among other things, that:

(a) pursuant to clause 2 of subsection 127(1) of the Act, trading in any securities by

Feder cease permanently with the exception that Feder is permitted to contact the existing shareholders of (i) Genesis Rare Diamonds (Ontario) Ltd., (ii) Kimberlite Diamond Corporation, (iii) Genesis Rare Diamonds (U.K.) Ltd. and (iv) their subsidiaries, none of which is a reporting issuer, or their counsel and to discuss/explore the potential for the sale of Feder's shares in those corporations to any or all of their existing shareholders and/or the purchase of Feder's shares in those corporations by the respective corporations for cancellation, provided that Feder's shares are not actually sold and/or purchased without Feder first obtaining a further exemption/order from the Commission that permits such sale(s) and/or purchase(s);

AND WHEREAS the January 20, 2012 Order also requires that Feder disgorge to the Commission the amount of $230,447 obtained as a result of his non-compliance with Ontario securities law (the "Disgorgement Order");

AND WHEREAS on March 12, 2012, Feder brought an application pursuant to section 144 of the Act to vary the January 20, 2012 Order to permit Feder to sell shares he held in (i) Genesis Rare Diamonds (Ontario) Ltd., (ii) Kimberlite Diamond Corporation, (iii) Genesis Rare Diamonds (U.K.) Ltd., and (iv) their subsidiaries to those corporations for cancellation or redemption (the "Application");

AND WHEREAS as part of the Application, Feder consented to the Commission imposing terms and conditions pursuant to subsection 127(2) of the Act that the proceeds from the sale of the shares shall be paid directly to Aird & Berlis LLP in trust and shall not be disbursed until a further order of the Commission in order to permit Staff and Feder to make submissions on the appropriate amount to be paid in satisfaction of the Disgorgement Order (the "Terms and Conditions");

AND WHEREAS Staff consented to the Application;

AND WHEREAS on March 28, 2012, the Commission ordered that (i) the January 20, 2012 Order be varied to permit Feder to sell shares he held in (i) Genesis Rare Diamonds (Ontario) Ltd., (ii) Kimberlite Diamond Corporation, (iii) Genesis Rare Diamonds (U.K.) Ltd., and (iv) their subsidiaries, to those corporations for cancellation or redemption; and (ii) that the variance of the January 20, 2012 Order be conditioned upon the proceeds from the sale of the shares being paid directly to Aird & Berlis LLP in trust and not being disbursed by Aird & Berlis LLP until a further order of the Commission (the "March 20, 2012 Order");

AND WHEREAS Feder was paid $150,000 for the sale of his shares and the proceeds were paid to Aird & Berlis LLP in trust pursuant to the March 20, 2012 Order (the "Funds");

AND WHEREAS by letter dated May 29, 2013 from his counsel, Feder requested an order of the Commission that permits: (i) the payment of $100,000 from the Funds towards the Disgorgement Order and, upon the Commission confirming receipt of the payment, (ii) the disbursement of the remaining Funds to Feder (the "May 29 Request");

AND WHEREAS Feder acknowledged that (i) the payment in the amount of $100,000 towards the Disgorgement Order will be made directly by Aird & Berlis LLP to the Commission, and (ii) the payment does not release him from his obligation to pay the remaining amount of the Disgorgement Order;

AND WHEREAS Staff consented to the May 29 Request;

AND WHEREAS the hearing to consider the May 29 Request was held in writing;

AND WHEREAS the Commission declined to make the proposed order but provided the parties with an opportunity to make further oral or written submissions;

AND WHEREAS at the request of the parties, an oral hearing was scheduled for August 19, 2013 at 3:00 p.m. to permit the parties to make submissions in connection with the May 29 Request;

AND WHEREAS Feder filed a sworn Statement of Financial Condition on July 31, 2013;

AND WHEREAS by letter dated August 16, 2013, Staff informed the Office of the Secretary of the Commission that it withdrew its consent to the May 29 Request and that the parties requested that the hearing scheduled for August 19, 2013 be adjourned sine die;

AND WHEREAS it is the opinion of the Commission that it is in the public interest to make this order;

AND UPON the consent of the parties;

IT IS HEREBY ORDERED that the hearing scheduled for August 19, 2013 to consider the May 29 Request is adjourned *sine die*.

DATED at Toronto this 19th day of August, 2013.

"James E. A. Turner"

2.2.4 Xceed Mortgage Corporation – s. 1(6) of the OBCA

Headnote

Filer deemed to have ceased to be offering its securities to the public under the OBCA.

Applicable Legislative Provisions

Business Corporations Act, R.S.O. 1990, c. B.16, as am., s. 1(6).

IN THE MATTER OF
THE BUSINESS CORPORATIONS ACT
(ONTARIO), R.S.O. 1990, c. B.16, AS AMENDED
(the OBCA)

AND

IN THE MATTER OF
XCEED MORTGAGE CORPORATION
(the Applicant)

ORDER
(Subsection 1(6) of the OBCA)

UPON the application of the Applicant to the Ontario Securities Commission (the **Commission**) for an order pursuant to subsection 1(6) of the OBCA to be deemed to have ceased to be offering its securities to the public;

AND UPON the Applicant representing to the Commission that:

1. The Applicant is an "offering corporation" as defined in the OBCA, and has an authorized capital consisting of an unlimited number of common shares (the **Common Shares**) and an unlimited number of preference shares (the **Preference Shares**).

2. The head office of the Applicant is located at 18 King Street East, 10th Floor, Toronto, Ontario, M5C 1C4.

3. MCAN Mortgage Corporation (**MCAN**) and the Applicant entered into an amended and restated arrangement agreement dated April 23, 2013 under section 182 of the *Business Corporations Act* (Ontario) (the **Arrangement**) pursuant to which MCAN would acquire all of the issued and outstanding Common Shares.

4. On July 4, 2013, an aggregate of 30,292,057 Common Shares, which represented 100% of the issued and outstanding Common Shares, were acquired by MCAN. In consideration for the transfer of the Common Shares, MCAN paid aggregate cash consideration of $30,292,062.50, and issued 1,531,903 MCAN shares, to the holders of the Common Shares. As a result, the Applicant became a wholly owned subsidiary of MCAN.

5. As of the date of this decision, all of the outstanding securities of the Applicant, including debt securities, which are beneficially owned, directly or indirectly, are held by a sole securityholder, MCAN.

6. The Common Shares have been de-listed from the Toronto Stock Exchange, effective as of the close of trading on July 5, 2013.

7. No securities of the Applicant are traded on a marketplace as defined in National Instrument 21-101 *Marketplace Operation*.

8. The Applicant voluntarily surrendered its reporting issuer status in the Province of British Columbia pursuant to British Columbia instrument 11-502 – *Voluntary Surrender of Reporting Issuer Status* and has received confirmation from the British Columbia Securities Commission dated July 11, 2013 that, effective July 18, 2013, the Applicant is not a reporting issuer in the Province of British Columbia.

9. The Applicant has applied to the jurisdictions in Canada (other than the Province of British Columbia) in which it is a reporting issuer for an order that it has ceased being a reporting issuer, pursuant to the simplified procedure set out in CSA Staff Notice 12-307 – *Applications for a Decision that an Issuer is not a Reporting Issuer* (the "Relief Requested") and, upon the granting of the Relief Requested concurrently with the order for which this application is made, the Applicant will not be a reporting issuer or equivalent in any jurisdiction in Canada.

10. The Applicant has no intention to seek public financing by way of an offering of securities in a jurisdiction of Canada by way of private placement or public offering.

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

IT IS HEREBY ORDERED by the Commission pursuant to subsection 1(6) of the OBCA that the Applicant be deemed to have ceased to be offering its securities to the public for the purpose of the OBCA.

DATED August 20, 2013.

"Mary Condon"
Vice-Chair
Ontario Securities Commission

"Christopher Portner"
Commissioner
Ontario Securities Commission

2.2.5 David Charles Phillips and John Russell Wilson – Rule 3 of the OSC Rules of Procedure

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

AND

IN THE MATTER OF
DAVID CHARLES PHILLIPS and
JOHN RUSSELL WILSON

ORDER
(Rule 3 of the Ontario Securities Commission's Rules of Procedure (2012), 35 O.S.C.B. 10071)

WHEREAS on June 4, 2012, the Ontario Securities Commission (the "**Commission**") issued a Notice of Hearing in relation to a Statement of Allegations filed by Staff of the Commission ("**Staff**") against David Charles Phillips ("**Phillips**") and John Russell Wilson ("**Wilson**") (together, the "**Respondents**");

AND WHEREAS pursuant to the Notice of Hearing an attendance in this matter was held on June 25, 2012 at which time the Commission adjourned the matter to Tuesday, August 28, 2012;

AND WHEREAS on August 28, 2012, the Commission ordered that the hearing on the merits shall commence on February 11, 2013 and continue, if necessary, until March 6, 2013, except for February 12, 18 and 26, 2013;

AND WHEREAS at a Pre-Hearing Conference held on October 12, 2012, the Commission heard submissions from Staff and from counsel for the Respondents;

AND WHEREAS counsel for the Respondents advised that the Respondents would bring a motion for further disclosure from Staff (the "**Disclosure Motion**") pursuant to Rule 4.3 of the Commission's *Rules of Procedure* (2012), 35 O.S.C.B. 10071 (the "**Rules**") and might bring a motion for adjournment of the hearing on the merits pursuant to Rule 9 of the Rules (the "**Adjournment Motion**");

AND WHEREAS the Disclosure Motion was heard on November 26, 2012 and the Reasons and Decision on the Motion were issued on November 30, 2012;

AND WHEREAS on January 23, 2013, the Respondents sought an adjournment of the hearing on the merits pursuant to Rule 9 of the Rules, and Staff consented to the request;

AND WHEREAS on January 25, 2013, the Commission granted the request and ordered that the hearing on the merits would commence on Monday, June 3, 2013 and continue, if necessary, until June 25, 2013, except for June 4 and June 18, 2013 (the "**Merits Hearing**");

AND WHEREAS on April 25, 2013, Staff filed an Amended Statement of Allegations in the matter;

AND WHEREAS the Merits Hearing commenced on June 5, 2013 and continued on June 6, 7, 10, 11, 12, 13, 17, 19, 20 and 24, 2013;

AND WHEREAS on June 24, 2013, following the completion of the evidence phase of the Merits Hearing, Staff and the Respondents (the "**Parties**") agreed and the Commission ordered that closing arguments would be heard on September 9, 2013;

AND WHEREAS Staff filed and served its written submissions on August 2, 2013, the Respondents' written submissions are to be filed and served by August 21, 2013, and Staff's written reply submissions are to be filed and served by August 29, 2013;

AND WHEREAS on August 6, 2013, the Respondents filed and served a Notice of Motion, seeking leave to tender new evidence ("**New Evidence**") in the Merits Hearing in the form of the affidavit of Dr. Douglas Hyatt ("**Hyatt**"), sworn July 30, 2013 (the "**Hyatt Affidavit**") with respect to a meeting of the Independent Committee of the Board of Directors of First Leaside Wealth Management Inc. on November 13, 2011, and the unredacted minutes of that meeting, or, in the alternative, leave to recall Hyatt to provide oral evidence in the Merits Hearing, and such further and other relief as to the Commission may seem just (the "**Motion**");

AND WHEREAS the Respondents submit that there is no suggestion that the admission of the New Evidence will require calling or recalling further witnesses to respond to or to contest the New Evidence;

AND WHEREAS the Respondents' Motion Record included the Hyatt Affidavit and the affidavit of Clarke Tedesco, sworn August 6, 2013;

AND WHEREAS the Respondents request that the Motion be heard in writing, pursuant to Rules 3.3 and 11.4 of the Rules, or, if the Commission directs that the Motion proceed by way of an oral hearing, on a date to be set by the Commission;

AND WHEREAS on August 8, 2013, in response to the Motion, Staff filed and served a Memorandum of Fact and Law, a Brief of Authorities, the affidavit of Stephanie Collins, sworn August 8, 2013, and the affidavit of Sharon Nicolaides, sworn August 9, 2013;

AND WHEREAS Staff submits that the Motion should be dismissed, and, in the event the Motion is allowed, that the evidence should be in the form of the Hyatt Affidavit only and the Respondents should not be permitted to recall Hyatt to give oral evidence, and that the Hyatt Affidavit should be given very little weight;

AND WHEREAS on August 14, 2013, the Respondents filed and served a Reply Memorandum of Fact and Law, a Brief of Authorities, and a Supplemental Motion Record, including the affidavit of Clarke Tedesco, sworn August 14, 2013;

AND WHEREAS, having considered the written materials filed by the Parties, the Commission considers that it is appropriate to hear the Parties' oral submissions concerning the Motion on September 9, 2013, the date previously set aside for closing argument in the Merits Hearing;

AND WHEREAS the Commission is of the opinion that it is in the public interest to make this order;

IT IS ORDERED THAT:

1. the Motion will be heard before the Commission on September 9, 2013, at 10:00 a.m.; and

2. the hearing of the Parties' closing arguments in the Merits Hearing is adjourned to a date to be agreed by the Parties and fixed by the Office of the Secretary.

DATED at Toronto this 16th day of August, 2013.

"Edward P. Kerwin"

"C. Wesley M. Scott"

2.2.6 Patagonia Gold PLC

Headnote

Subsection 1(10) of the Securities Act – Application by a reporting issuer for an order that it is not a reporting issuer – To the knowledge of the reporting issuer, and based on diligent enquiry, residents of Canada (i) do not directly or indirectly beneficially own more than 2% of each class or series of outstanding securities of the reporting issuer worldwide, and (ii) do not directly or indirectly comprise more than 2% of the total number of shareholders of the Filer worldwide – Issuer is subject to U.K. securities law and requirements of the AIM – Issuer has provided notice through a press release that it has submitted an application to cease to be a reporting issuer in Ontario.

Applicable Legislative Provisions

Securities Act (Ontario), s. 1(10)(a)(ii).

August 21, 2013

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

AND

IN THE MATTER OF
PATAGONIA GOLD PLC
(THE "APPLICANT")

ORDER

UPON the Director having received an application from the Applicant for an order under subparagraph 1(10)(a)(ii) of the Act that the Applicant is not a reporting issuer in Ontario (the "**Requested Order**");

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

AND UPON the Applicant representing to the Commission as follows:

1. Patagonia is a company established under *The Companies Acts 1985, 1989 and 2006* (as amended) in England and Wales with registered number 3994744.

2. Patagonia's head and registered office is located at 15 Upper Grosvenor Street, London W1K 7PJ, United Kingdom.

3. Patagonia is an advanced gold and silver exploration and development company operating in Argentina with a focus in the southern Patagonian province of Santa Cruz. Management is based in Buenos Aires, Argentina, and London, United Kingdom, and the principal exploration office is located in Perito Moreno, Santa Cruz, Argentina. The Company's principal business is to hold investments in mineral exploration companies involved in identifying, acquiring and developing technically and economically sound mineral projects, either on its own or with joint-venture partners.

4. Patagonia's issued capital is 855,477,565 Ordinary Shares (the "**Ordinary Shares**"), and shareholder resolutions were passed at the Annual General Meeting of the Company held on June 14, 2013 granting the Directors authority to issue new Ordinary Shares up to an aggregate nominal value of £2,846,091.88, representing approximately 33.33% of the Company's issued share capital as at the date of the Notice of that Annual General Meeting (such authority expiring on the earlier of June 30, 2014 or the next Annual General Meeting) and a disapplication of statutory pre-emption rights in respect of up to an aggregate nominal value of £853,827.56 (such authority expiring on the earlier of June 30, 2014 or the next Annual General Meeting). The Applicant had no debt obligations other than a USD $2,000,000.00 overdraft loan facility held by its Argentinean subsidiary Patagonia Gold S.A.

5. The Ordinary Shares have been listed on AIM since March 2003.

6. On December 7, 2011, the Ordinary Shares were listed on the TSX.

7. Patagonia is not a reporting issuer in any other jurisdiction in Canada other than Ontario.

8. Patagonia had discussions with the TSX regarding a voluntary delisting of its Ordinary Shares from the TSX and the TSX delisted the Ordinary Shares at the close of trading on July 12, 2013.

9. None of Patagonia's securities are listed, traded or quoted on a marketplace in Canada as defined in National Instrument 21-101 – *Marketplace Operation* and Patagonia does not intend to have its securities listed, traded or quoted on such a marketplace in Canada.

10. Patagonia is not in default of any reporting or other requirement of AIM.

11. Patagonia is not in default of any of its obligations under the Act as a reporting issuer.

12. To the knowledge of the Applicant, residents of Canada do not directly or indirectly beneficially own more than 2% of each class or series of outstanding securities of the Applicant worldwide. The due diligence conducted by the Applicant in support of the foregoing representation is as follows:

    a. Using a record date of July 17, 2013, the Applicant caused Computershare Trust Company of Canada ("**Computershare CA**") to conduct a search to confirm the residency of the beneficial holders of the Ordinary Shares held through intermediaries who are clients of Computershare CA. The search found that 17 shareholders beneficially own an aggregate of 186,800 Ordinary Shares, broken down by province as follows:

        i. Alberta – 0 securityholders holding 0 Ordinary Shares;

        ii. British Columbia – 4 securityholders holding 50,000 Ordinary Shares;

        iii. Manitoba – 0 securityholders holding 0 Ordinary Shares;

        iv. New Brunswick – 0 securityholders holding 0 Ordinary Shares;

        v. Newfoundland – 0 securityholders holding 0 Ordinary Shares;

        vi. Northwest Territories – 0 securityholders holding 0 Ordinary Shares;

        vii. Nova Scotia – 0 securityholders holding 0 Ordinary Shares;

        viii. Ontario – 8 securityholders holding 98,300 Ordinary Shares;

        ix. Prince Edward Island – 0 securityholders holding 0 Ordinary Shares;

        x. Quebec – 1 securityholders holding 6,000 Ordinary Shares;

        xi. Saskatchewan – 4 securityholders holding 32,500 Ordinary Shares; and

        xii. Yukon – 0 securityholders holding 0 Ordinary Shares.

    b. Computershare CA also stated that there are 47,800 additional Ordinary Shares registered to CDS Clearing and Depository Services Inc. held by intermediaries that do not report information about beneficial ownership (the "**Additional CDS Shares**").

    c. An additional search of the U.K. share registers by the Applicant's transfer agent, Computershare Investor Services PLC ("**Computershare UK**"), indicated there were zero additional registered nominees/brokers and zero registered shareholders with a Canadian address as of July 17, 2013.

    d. As of July 17, 2013, there were 855,477,565 Ordinary Shares issued and outstanding. Even if we assume that all the Additional CDS Shares are beneficially owned by Canadians, based on the information provided by Computershare CA and Computershare UK and assuming Canadian registered nominees/brokers hold Ordinary Shares only on behalf of Canadian resident beneficial shareholders, Canadian residents beneficially owned no more than 0.027% (233,800/ 855,477,565) of the total outstanding Ordinary Shares.

13. To the knowledge of the Applicant, residents of Canada do not directly or indirectly comprise more than 2% of the total number of shareholders of the Applicant worldwide. The due diligence conducted by the Applicant in support of the foregoing representation is as follows:

a. According to the UK share registers, as of July 17, 2013, there were 1450 registered holders, 443 of which were nominees/brokers. According to Computershare UK, the only way to obtain information about beneficial holders indirectly holding Ordinary Shares worldwide is to contact each nominee/broker directly by mailing an inquiry letter to each of the nominee/brokers. The Applicant believes that the majority of nominees/brokers would likely not respond. As such, information concerning the total number of shareholders holding Ordinary Shares indirectly worldwide is practically impossible to obtain.

b. However, even if each UK nominee/broker held Ordinary Shares for only one individual shareholder, Canadian securityholders would still not make up more than 2% of the total number of shareholders of the Applicant worldwide. According to Computershare CA and Computershare UK, there are 17 known Canadian shareholders holding 186,800 Ordinary Shares, meaning on average each known Canadian shareholder owns approximately 10,988 shares. Therefore, we can extrapolate that the Additional CDS Shares are likely owned by 4.35 beneficial shareholders (47,800/10,988). If the approximated number of Canadian beneficial shareholders (21.35) is divided by the total number of worldwide shareholders (given the assumption about the UK nominee registered holders described above), then Canadian shareholders make up 1.15% of the total number of shareholders of the Applicant worldwide (21.35 Canadian beneficial shareholders/ 1007 directly registered UK shareholders + 443 nominee registered shareholders each holding Ordinary Shares for just one beneficial holder + 3 shareholders in the US + 3 foreign shareholders + 17 known Canadian shareholders + 4.35 extrapolated Canadian shareholders = 1.445%).

14. In the past 12 months, Patagonia has not taken steps to create a market in Canada for the Ordinary Shares and, in particular, never offered securities to the public in Ontario or in any other jurisdiction in Canada by way of a prospectus offering. Patagonia only attracted a *de minimis* number of Canadian investors and the daily average volume of trading of the Ordinary Shares in the 12 months prior to delisting from the TSX was approximately 890 shares, which accounted for approximately 0.08% of Patagonia's worldwide daily trading volumes. In contrast, the average daily volume on AIM for the same period represented approximately 1,112,316 shares.

15. Patagonia files continuous disclosure reports under U.K. securities laws and follows the exchange requirements of AIM.

16. Patagonia qualifies as a "Designated Foreign Issuer" under National Instrument 71-102 – *Continuous Disclosure and Other Exemptions Relating to Foreign Issuers* ("**NI 71-102**") and has relied on and complied with the exemptions from Canadian disclosure requirements afforded to Designated Foreign Issuers under Part 5 of NI 71-102.

17. Patagonia has provided advance notice to Canadian-resident securityholders in a press release dated August 15, 2013 that it has applied to the Commission for a decision that it is not a reporting issuer in Ontario, and if that decision is made, Patagonia will no longer be a reporting issuer in any jurisdiction in Canada.

18. Patagonia undertakes to concurrently deliver to its Canadian securityholders all disclosure it would be required under U.K. securities law or exchange requirements to deliver to U.K. resident securityholders.

19. Patagonia will not be a reporting issuer or the equivalent in any jurisdiction in Canada immediately following a decision from the Commission granting the relief requested.

AND UPON the Commission being satisfied that it would not be prejudicial to the public interest.

IT IS HEREBY ORDERED pursuant to subparagraph 1(10)(a)(ii) of the Act that, for the purposes of Ontario securities law, the Applicant is not a reporting issuer.

DATED this 21st day of August, 2013.

"Christopher Portner"
Commissioner
Ontario Securities Commission

"Vern Krishna"
Commissioner
Ontario Securities Commission

2.2.7 Conrad M. Black et al.

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

AND

**IN THE MATTER OF
CONRAD M. BLACK, JOHN A. BOULTBEE
AND PETER Y. ATKINSON**

ORDER

WHEREAS on March 18, 2005 the Ontario Securities Commission (the "**Commission**") issued a Notice of Hearing (the "**Notice of Hearing**") pursuant to sections 127 and 127.1 of the *Securities Act*, R.S.O. 1990, c. S.5, as amended (the "**Act**") in relation to a Statement of Allegations (the "**Original Proceeding**") filed by Staff of the Commission ("**Staff**") with respect to Hollinger Inc., Conrad M. Black ("**Black**"), F. David Radler ("**Radler**"), John A. Boultbee ("**Boultbee**") and Peter Y. Atkinson ("**Atkinson**") (collectively, the "**Original Respondents**");

AND WHEREAS the Commission held a contested hearing on October 11 and November 16, 2005, to determine the appropriate date for a hearing on the merits of the Original Proceeding;

AND WHEREAS on January 24, 2006, the Commission issued its Reasons and Order setting down the matter for a hearing on the merits commencing June 2007, subject to each of the individual Original Respondents agreeing to execute an undertaking to the Commission to abide by interim terms of a protective nature within 30 days of that decision;

AND WHEREAS following the Reasons and Order dated January 24, 2006, each of the individual Original Respondents provided an undertaking in a form satisfactory to the Commission;

AND WHEREAS on March 30, 2006, the Commission issued an Order with attached undertakings provided by the individual Original Respondents and ordered, among other things, that the hearing on the merits commence on Friday, June 1, 2007, or as soon thereafter as may be fixed by the Secretary to the Commission and agreed to by the parties;

AND WHEREAS the individual Original Respondents further provided to the Commission amended undertakings, in a form satisfactory to the Commission, stating that each of the Original Respondents agreed to abide by interim terms of a protective nature (the "**Amended Undertakings**"), pending the Commission's final decision regarding liability and sanctions in the proceeding commenced by the Notice of Hearing;

AND WHEREAS on April 4, 2007, the Commission issued an Order which attached the Amended Undertakings, and ordered that the hearing on the merits be scheduled to commence on November 12 through to December 14, 2007, and January 7 to February 15, 2008 or such other dates as may be fixed by the Secretary to the Commission and agreed to by the parties;

AND WHEREAS Black and Boultbee brought motions and requests to adjourn the Original Proceeding pending the outcome of a criminal proceeding in the United States and Staff consented to the adjournment requests;

AND WHEREAS on September 11, 2007, the Commission issued an Order which adjourned the hearing on the merits of this matter and scheduled a hearing on December 11, 2007 for the purpose of addressing the scheduling of the Original Proceeding;

AND WHEREAS Black and Boultbee brought a series of additional motions and requests to adjourn the Original Proceeding, pending the outcome of criminal proceedings in the United States, and Staff consented to the adjournment requests;

AND WHEREAS the Commission issued orders on December 10, 2007, January 7, March 27, and September 25, 2008, February 12, May 20 and July 9, 2009, which granted Black and Boultbee's motions and adjourned the hearing of the matter;

AND WHEREAS by Order dated October 7, 2009, the Commission adjourned the hearing *sine die*, pending the release of a decision of the United States Supreme Court, in relation to an appeal brought by Boultbee, or until such further order as may be made by the Commission;

AND WHEREAS on November 12, 2012, Staff filed a new Statement of Allegations against Radler alone;

AND WHEREAS on November 13, 2012, Radler provided a new undertaking to the Commission;

AND WHEREAS on November 14, 2012, the Commission approved a settlement agreement reached between Staff and Radler and approved an Order resolving the new proceeding against Radler and releasing Radler from the Amended Undertakings;

AND WHEREAS on November 15, 2013, Staff withdrew its allegations in the Original Proceeding with respect to Radler;

AND WHEREAS on July 12, 2013, Staff withdrew its allegations in the Original Proceeding with respect to Hollinger;

AND WHEREAS on July 12, 2013, the Commission issued a new Notice of Hearing pursuant to sections 127 and 127.1 of the Act, in relation to an Amended Statement of Allegations filed by Staff with respect to Black, Boultbee and Atkinson (together, the "**Respondents**");

AND WHEREAS the new Notice of Hearing stated that a hearing before the Commission would be held on August 16, 2013;

AND WHEREAS on August 16, 2013, the Commission heard submissions from counsel for Staff, counsel for Black, and from Atkinson and Boultbee on their own behalf;

AND WHEREAS Staff requested that the matter be adjourned to a pre-hearing conference and the Respondents consented to this request;

AND WHEREAS the Commission is of the view that it is in the public interest to make this order;

IT IS HEREBY ORDERED that this matter is adjourned to a confidential pre-hearing conference to be held on Monday, October 21, 2013 at 10:00 a.m.

DATED at Toronto this 16th day of August, 2013.

"Mary Condon"

2.2.8 Normand Gauthier et al. – s. 127

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

AND

IN THE MATTER OF
NORMAND GAUTHIER,
GENTREE ASSET MANAGEMENT INC.,
R.E.A.L. GROUP FUND III (CANADA) LP, and
CANPRO INCOME FUND I, LP

ORDER
(Section 127 of the Securities Act)

WHEREAS on March 27, 2012, the Ontario Securities Commission (the "Commission") issued a Notice of Hearing pursuant to subsection 127(1) and section 127.1 of the *Securities Act*, R.S.O. 1990, c. S.5, as amended (the "Act") in connection with a Statement of Allegations filed by Staff of the Commission ("Staff") on March 27, 2012 in respect of Normand Gauthier ("Gauthier"), Gentree Asset Management Inc. ("Gentree"), R.E.A.L. Group Fund III (Canada) LP ("RIII") and CanPro Income Fund I, LP ("CanPro") (collectively the "Respondents");

AND WHEREAS the Respondents were served with the Notice of Hearing and Statement of Allegations on March 28, 2012;

AND WHEREAS the Notice of Hearing provided that a hearing would be held at the offices of the Commission on April 27, 2012;

AND WHEREAS on April 27, 2012, Staff appeared and Gauthier appeared on behalf of himself and each of the other Respondents, and Gauthier confirmed that he and the other Respondents have retained counsel to represent the Respondents in this proceeding;

AND WHEREAS on April 27, 2012, at the request of Staff and with the agreement of Gauthier, the Commission ordered that a confidential pre-hearing conference take place on June 26, 2012;

AND WHEREAS on June 26, 2012, Staff and counsel for the Respondents appeared before the Commission for a confidential pre-hearing conference, and at the request of Staff and with the agreement of counsel for the Respondents, the Commission ordered that a further confidential pre-hearing conference take place on August 16, 2012;

AND WHEREAS on August 15, 2012, Staff and counsel for the Respondents having agreed to reschedule the confidential pre-hearing conference to September 10, 2012, the Commission ordered that a further confidential pre-hearing conference take place on September 10, 2012;

AND WHEREAS on September 5, 2012, Staff and counsel for the Respondents having agreed to reschedule

the confidential pre-hearing conference to October 3, 2012, the Commission ordered that a further confidential pre-hearing conference take place on October 3, 2012;

AND WHEREAS on October 3, 2012, Staff appeared before the Commission and counsel for the Respondents participated via telephone for a confidential pre-hearing conference, and at the request of Staff and with the agreement of counsel for the Respondents, the Commission ordered that a further confidential pre-hearing conference take place on December 18, 2012;

AND WHEREAS on December 18, 2012, Staff and counsel for the Respondents appeared before the Commission for a confidential pre-hearing conference, and at the request of Staff and with the agreement of counsel for the Respondents, the Commission ordered that two further confidential pre-hearing conferences take place on March 7, 2013 at 10:00 a.m., and on August 15, 2013 at 10:00 a.m., and the hearing on the merits shall commence on October 15, 2013 and will continue until October 29, 2013 except for October 22, 2013;

AND WHEREAS on March 7, 2013, Staff and counsel for the Respondents, along with Gauthier, appeared before the Commission for a confidential pre-hearing conference and provided a status update on this matter, and Staff requested that the dates previously scheduled for the hearing on the merits and for the further confidential pre-hearing conference on August 15, 2013 be confirmed, and counsel for the Respondents agreed;

AND WHEREAS on March 7, 2013, the Commission ordered that: 1) a confidential pre-hearing conference shall take place on August 15, 2013 at 10:00 a.m. or such other date or at such other time as set by the Office of the Secretary and agreed to by the parties, and 2) the hearing on the merits shall commence on October 15, 2013 at 10:00 a.m. and will continue until October 29, 2013 except for October 22, 2013;

AND WHEREAS on May 6, 2013, counsel for the Respondents, Stephanie A. McManus ("McManus"), filed a Notice of Motion, pursuant to Rule 1.7.4 of the Commission's *Rules of Procedure* (2012), 35 O.S.C.B. 10071, for leave to withdraw as representative for the Respondents and requested that the motion be heard in writing (the "Withdrawal Motion");

AND WHEREAS on May 22, 2013 the Commission ordered that McManus be granted leave to withdraw as representative for the Respondents;

AND WHEREAS on August 15, 2013, Staff and Gauthier appeared before the Commission for a confidential pre-hearing conference, counsel for Gauthier participated via telephone and no one indicated that they represented Gentree, RIII or CanPro and no submissions were made on behalf of those three respondents;

AND WHEREAS Staff and counsel for Gauthier provided a status update on this matter, Staff requested that a further confidential pre-hearing conference be ordered prior to the commencement of the hearing on the merits and counsel for Gauthier agreed;

AND WHEREAS the Commission is of the opinion that it is in the public interest to make this order;

IT IS ORDERED that a confidential pre-hearing conference shall take place on September 11, 2013 at 3:00 p.m. or such other date or at such other time as set by the Office of the Secretary and agreed to by the parties.

DATED at Toronto this 15th day of August, 2013.

"Edward P. Kerwin"

2.2.9 Systematech Solutions Inc. et al. – s. 127(1)

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

AND

IN THE MATTER OF
SYSTEMATECH SOLUTIONS INC.,
APRIL VUONG AND HAO QUACH

ORDER
(Subsection 127(1) of the Securities Act)

AND WHEREAS on October 31, 2012, the Ontario Securities Commission (the "Commission") issued a Notice of Hearing pursuant to section 127 of the *Securities Act*, R.S.O. 1990, c. S.5, as amended (the "Act") (the "Notice of Hearing") in connection with a Statement of Allegations dated October 31, 2012, filed by Staff of the Commission ("Staff"), to consider whether it is in the public interest to make certain orders against Systematech Solutions Inc., ("Systematech"), April Vuong ("Vuong") and Hao Quach ("Quach") (collectively the "Respondents");

AND WHEREAS on December 11, 2012, Staff and counsel for the Respondents appeared before the Commission and made submissions;

AND WHEREAS on December 11, 2012, counsel for the Respondents advised that he accepted service of the Notice of Hearing and the Statement of Allegations dated October 31, 2012 on behalf of the Respondents;

AND WHEREAS on December 11, 2012, Staff advised that it provided electronic disclosure to counsel for the Respondents on November 21, 2012;

AND WHEREAS on December 11, 2012, the Commission extended a temporary cease trade order with respect to the Respondents until the conclusion of the proceeding, including the sanctions hearing, if any, and ordered that a confidential pre-hearing conference take place on February 20, 2013;

AND WHEREAS on December 13, 2012, the Commission issued an Amended Notice of Hearing pursuant to subsection 127(1) and section 127.1 of the Act in connection with the Statement of Allegations dated October 31, 2012 and counsel for the Respondents has advised that he accepted service of the Amended Notice of Hearing;

AND WHEREAS on February 20, 2013, a confidential pre-hearing conference was held and Staff and counsel for the Respondents appeared before the Commission and made submissions;

AND WHEREAS on February 20, 2013, the Commission ordered that: (i) the hearing on the merits will start on November 4, 2013 at 10:00 a.m. and continue on November 6, 7, 8, 11, 12, 13, 14, 15 and 18, 2013; and (ii) another confidential pre-hearing conference will take place on September 4, 2013 at 10:00 a.m. or on such other date or time set by the Office of the Secretary and agreed to by the parties;

AND WHEREAS the parties have requested a short adjournment of the confidential pre-hearing conference and confirmed that they are available on September 12, 2013;

AND WHEREAS the Commission is of the opinion that it is in the public interest to make this Order;

IT IS ORDERED that the confidential pre-hearing conference is adjourned from September 4, 2013 at 10:00 a.m. to September 12, 2013 at 2:00 p.m.

DATED at Toronto this 21st day of August, 2013.

"Edward P. Kerwin"

2.2.10 Ground Wealth Inc. et al. – ss. 127(1), (7), (8)

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

AND

**IN THE MATTER OF
GROUND WEALTH INC., MICHELLE DUNK,
ADRION SMITH, JOEL WEBSTER,
DOUGLAS DeBOER, ARMADILLO ENERGY INC.,
ARMADILLO ENERGY, INC.
and ARMADILLO ENERGY LLC**

**ORDER
(Subsections 127(1), (7) and (8)
of the Securities Act)**

WHEREAS the Ontario Securities Commission (the "Commission") issued a temporary order on July 27, 2011 (the "Temporary Order") pursuant to subsections 127(1) and 127(5) of the *Securities Act*, R.S.O. 1990, c. S.5, as amended (the "Act") that:

1. Pursuant to paragraph 2 of subsection 127(1) of the Act, all trading in the securities of Armadillo Energy Inc. ("the Armadillo Securities") shall cease;

2. Pursuant to paragraph 2 of subsection 127(1) of the Act, Armadillo Energy Inc. ("Armadillo Texas"), Ground Wealth Inc. ("GWI"), Paul Schuett ("Schuett"), Doug DeBoer ("DeBoer"), James Linde ("Linde"), Susan Lawson ("Lawson"), Michelle Dunk ("Dunk"), Adrion Smith ("Smith"), Bianca Soto ("Soto") and Terry Reichert ("Reichert") (collectively, the "Respondents to the Temporary Order") shall cease trading in all securities; and

3. Pursuant to subsection 127(6) of the Act, the Temporary Order shall take effect immediately and shall expire on the fifteenth day after its making unless extended by order of the Commission;

AND WHEREAS on August 11, 2011, the Commission held a hearing to consider whether it was in the public interest to extend the Temporary Order, and heard submissions from Staff of the Commission ("Staff") and counsel to the Respondents to the Temporary Order;

AND WHEREAS on August 11, 2011, the Commission extended the Temporary Order to February 13, 2012 (the "Amended Temporary Order") on the same terms and conditions as provided for in the Temporary Order; provided that the Temporary Order shall not prevent a Respondent from trading for the Respondent's own account, solely through a registered dealer or a registered dealer in a foreign jurisdiction (which dealer must be given a copy of the Amended Temporary Order), in (a) any "exchange traded security" or "foreign exchange traded security" within the meaning of National Instrument 21-101, provided the Respondent does not own beneficially or exercise control or direction over more than 5 per cent of the voting or equity securities of the issuer of any such securities, or (b) any security issued by a mutual fund that is a reporting issuer; and provided the Respondent provides Staff with the particulars of the accounts in which such trading is to occur before any trading in such accounts occurs;

AND WHEREAS on February 8, 2012, the Commission held a hearing to consider whether it was in the public interest to extend the Amended Temporary Order pursuant to subsections 127(7) and 127(8) of the Act, and heard submissions from Staff and from counsel to the Respondents to the Temporary Order;

AND WHEREAS on February 8, 2012, the Commission extended the Amended Temporary Order to August 8, 2012 (the "February 2012 Temporary Order") on the following terms:

1. Pursuant to paragraph 2 of subsection 127(1) of the Act, all trading in the Armadillo Securities shall cease;

2. Pursuant to paragraph 2 of subsection 127(1) of the Act, the Respondents to the Temporary Order shall cease trading in Armadillo Securities and/or in securities of a nature similar to Armadillo Securities, which are securities evidencing an interest in the production of barrels of oil still in the ground; and

3. This Order shall not prevent Staff from applying to the Commission for a variation of this Order if Staff considers that doing so is in the public interest;

AND WHEREAS on August 2, 2012, the Commission held a hearing to consider whether it was in the public interest to extend the February 2012 Temporary Order pursuant to subsections 127(7) and 127(8) of the Act, and heard submissions from Staff and from counsel to the Respondents to the Temporary Order;

AND WHEREAS on August 2, 2012, the Commission extended the February 2012 Temporary Order until February 4, 2013, and ordered that the matter return before the Commission on February 1, 2013;

AND WHEREAS on February 1, 2013, the Commission held a hearing to consider whether it was in the public interest to further extend the February 2012 Temporary Order pursuant to subsections 127(7) and 127(8) of the Act;

AND WHEREAS on February 1, 2013, Staff appeared, made submissions and requested that the February 2012 Temporary Order be extended against GWI, Armadillo Texas, DeBoer, Dunk and Smith only;

AND WHEREAS on February 1, 2013 Staff advised that they would be initiating proceedings in this matter under section 127 of the Act shortly and would not be naming Schuett, Linde, Lawson, Soto or Reichert as respondents;

AND WHEREAS on February 1, 2013, counsel to the Respondents to the Temporary Order did not appear, but email correspondence setting out his position and advising that he did not oppose the extension of the February 2012 Temporary Order to March 6, 2013 was filed by Staff;

AND WHEREAS on February 1, 2013, the Commission extended the February 2012 Temporary Order to March 6, 2013, as against the respondents GWI, Armadillo Texas, DeBoer, Dunk and Smith and ordered that a further hearing be held before the Commission on March 5, 2013 (the "February 2013 Temporary Order");

AND WHEREAS on February 1, 2013, the Commission issued a Notice of Hearing (the "Notice of Hearing") pursuant to sections 127 and 127.1 of the Act, in relation to a Statement of Allegations filed by Staff on February 1, 2013 (the "Statement of Allegations") naming as respondents GWI, Armadillo Texas, DeBoer, Dunk and Smith, as well as Joel Webster ("Webster"), Armadillo Energy, Inc., a Nevada company ("Armadillo Nevada") and Armadillo Energy LLC, an Oklahoma company ("Armadillo Oklahoma") (collectively, the Respondents);

AND WHEREAS on March 5, 2013, a hearing was held to consider whether it was in the public interest to further extend the February 2013 Temporary Order pursuant to subsections 127(7) and 127(8) of the Act, and a concurrent hearing was held in relation to the Notice of Hearing;

AND WHEREAS on March 5, 2013, Staff appeared, made submissions and advised that Smith, GWI, Dunk and Armadillo Nevada had been successfully served with the Notice of Hearing and the Statement of Allegations, but that Staff required additional time to serve the Notice of Hearing and the Statement of Allegations on Webster, DeBoer, Armadillo Texas and Armadillo Oklahoma;

AND WHEREAS on March 5, 2013, counsel to GWI and Dunk appeared, made submissions and did not oppose the extension of the February 2013 Temporary Order; Smith appeared personally but made no submissions; and Webster, DeBoer, Armadillo Texas, Armadillo Nevada and Armadillo Oklahoma did not appear;

AND WHEREAS on March 5, 2013, the Commission continued the February 2013 Temporary Order to April 9, 2013, as against the respondents GWI, Armadillo Texas, DeBoer, Dunk and Smith, and adjourned the proceeding in relation to the February 2013 Temporary Order to April 8, 2013;

AND WHEREAS on April 8, 2013, a hearing was held to consider whether it was in the public interest to further extend the February 2013 Temporary Order pursuant to subsections 127(7) and 127(8) of the Act, and a concurrent hearing was held in relation to the Notice of Hearing;

AND WHEREAS on April 8, 2013, Staff appeared, made submissions and filed the Affidavit of Stephen Carpenter, sworn March 27, 2013;

AND WHEREAS Staff also filed materials confirming that (a) GWI, Dunk, Smith, Webster, DeBoer, Armadillo Texas and Armadillo Nevada were served with the Notice of Hearing and the Statement of Allegations, and that Armadillo Oklahoma was an inactive company, and (b) disclosure was being prepared and that Staff estimated that eight weeks would be required to complete production of the electronic disclosure briefs;

AND WHEREAS on April 8, 2013, counsel to GWI, Dunk and DeBoer appeared, made submissions and did not oppose the further extension of the February 2013 Temporary Order without prejudice, and also advised that he had been in contact with Smith and that Smith also did not oppose the further extension of the February 2013 Temporary Order;

AND WHEREAS counsel to GWI, Dunk and DeBoer also advised that his clients did not oppose an eight week adjournment of the proceeding in relation to the Notice of Hearing without prejudice, and that Smith also did not oppose the requested adjournment;

AND WHEREAS on April 8, 2013, Smith, Webster, Armadillo Texas, Armadillo Nevada and Armadillo Oklahoma did not appear;

AND WHEREAS on April 8, 2013, Schuett, Linde, Lawson, Soto and Reichert were no longer respondents to the February 2013 Temporary Order and were not respondents to the proceeding initiated by the Notice of Hearing;

AND WHEREAS on April 8, 2013, the remaining respondents to the February 2013 Temporary Order, being GWI, Armadillo Texas, DeBoer, Dunk and Smith, were all respondents to the proceeding initiated by the Notice of Hearing;

AND WHEREAS on April 8, 2013, the Commission ordered that:

1. The February 2013 Temporary Order be extended to June 7, 2013, or until further order of the Commission, as against the respondents GWI, Armadillo Texas, DeBoer, Dunk and Smith;

2. A further hearing in relation to the February 2013 Temporary Order be held on June 6, 2013;

3. The hearing in relation to the Notice of Hearing be adjourned to June 6, 2013; and

4. Any further notices or orders in this matter shall proceed under a single style of cause of the proceeding initiated by the February 1, 2013 Notice of Hearing, being "IN THE MATTER OF GROUND WEALTH INC., MICHELLE DUNK, ADRION SMITH, JOEL WEBSTER, DOUGLAS DeBOER, ARMADILLO ENERGY INC., ARMADILLO ENERGY, INC. and ARMADILLO ENERGY LLC.";

AND WHEREAS on June 6, 2013, a hearing was held to consider whether it was in the public interest to further extend the February 2013 Temporary Order pursuant to subsections 127(7) and 127(8) of the Act, and a concurrent hearing was held in relation to the Notice of Hearing;

AND WHEREAS Staff appeared, made submissions and filed the Affidavit of Stephen Carpenter, sworn May 22, 2013, and advised that disclosure was prepared and available for delivery to all the Respondents, upon their signing of an undertaking in such terms suitable to protect the personal and private information contained in the disclosure brief;

AND WHEREAS at the hearings, Staff provided counsel to GWI, Dunk and DeBoer with three copies of the electronic disclosure brief;

AND WHEREAS counsel to GWI, Dunk and DeBoer made submissions and did not oppose the further extension of the February 2013 Temporary Order without prejudice;

AND WHEREAS Smith, Webster, Armadillo Texas, Armadillo Nevada and Armadillo Oklahoma did not appear;

AND WHEREAS the Commission advised the parties that it expected to set the dates for a hearing on the merits at the next appearance on this matter;

AND WHEREAS on June 6, 2013, the Commission ordered that:

1. The hearing in relation to the Notice of Hearing be adjourned to a pre-hearing conference to be held on August 20, 2013 at 10:00 a.m.;

2. The hearing in relation to the February 2013 Temporary Order be adjourned to August 20, 2013 at 10:30 a.m.; and

3. The February 2013 Temporary Order against the Respondents be extended to August 22, 2013;

AND WHEREAS on August 20, 2013, a confidential pre-hearing conference was held, followed by a public hearing to consider whether it was in the public interest to further extend the February 2013 Temporary Order pursuant to subsections 127(7) and 127(8) of the Act;

AND WHEREAS Staff appeared and made submissions;

AND WHEREAS counsel to GWI, Dunk and DeBoer appeared, made submissions and did not oppose the further extension of the February 2013 Temporary Order without prejudice;

AND WHEREAS Smith, Webster, Armadillo Texas, Armadillo Nevada and Armadillo Oklahoma did not appear, although properly served with notice of the hearings;

AND WHEREAS after hearing the submissions of Staff and counsel to GWI, Dunk and DeBoer, the Commission deferred setting the dates for a hearing on the merits and advised the parties that it expects to set such dates at the next appearance on this matter;

AND WHEREAS the Commission is of the opinion that it is in the public interest to do so;

IT IS HEREBY ORDERED that:

1. The pre-hearing conference is adjourned and shall continue on October 1, 2013 at 10:00 a.m.;

2. The hearing in relation to the extension of the February 2013 Temporary Order is adjourned and shall continue on October 1, 2013, at 10:30 a.m.; and

3. The February 2013 Temporary Order is extended to October 3, 2013, as against the respondents GWI, Armadillo Texas, DeBoer, Dunk and Smith.

DATED at Toronto this 20th day of August, 2013.

"Mary Condon"

2.2.11 Telus Corporation – s. 104(2)(c)

Headnote

Clause 104(2)(c) – Issuer bid – relief from issuer bid requirements in sections 94 to 94.8 and 97 to 98.7 of the Act – Issuer proposes to purchase, at a discounted purchase price, up to 6,500,000 of its common shares from one of its shareholders – due to discounted purchase price, proposed purchases cannot be made through TSX trading system – but for the fact that the proposed purchases cannot be made through the TSX trading system, the Issuer could otherwise acquire the subject shares in reliance upon the issuer bid exemption available under section 101.2 of the Act and in accordance with the TSX rules governing normal course issuer bid purchases – no adverse economic impact on or prejudice to issuer or public shareholders – proposed purchases exempt from issuer bid requirements in sections 94 to 94.8 and 97 to 98.7 of the Act, subject to conditions, including that the issuer not purchase, in the aggregate, more than one-third of the maximum number of shares to be purchased under its normal course issuer bid by way of off-exchange block purchases.

Applicable Legislative Provisions

Securities Act, R.S.O. 1990, c. S.5, as am., ss. 94 to 94.8, 97 to 98.7, 104(2)(c).

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

AND

IN THE MATTER OF
TELUS CORPORATION

ORDER
(Clause 104(2)(c))

UPON the application (the **Application**) of TELUS Corporation (the **Issuer**) to the Ontario Securities Commission (the **Commission**) for an order pursuant to clause 104(2)(c) of the Act exempting the Issuer from the requirements of sections 94 to 94.8 and 97 to 98.7 of the Act (the **Issuer Bid Requirements**) in respect of the proposed purchases by the Issuer of up to 6,500,000 (collectively, the **TD Subject Shares**) of its common shares (the **Common Shares**) in one or more trades with The Toronto-Dominion Bank (the **Selling Shareholder**);

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

AND UPON the Issuer (and the Selling Shareholder in respect of paragraphs 5, 6, 7, 8, 11, 23 and 24, as they relate to the Selling Shareholder) having represented to the Commission that:

1. The Issuer is a corporation governed by the *Business Corporations Act* (British Columbia).

2. The Issuer maintains its registered office at Floor 5, 3777 Kingsway, Burnaby, British Columbia and its executive office at Floor 8, 555 Robson, Vancouver, British Columbia.

3. The Issuer is a reporting issuer in each of the provinces of Canada and the Common Shares of the Issuer are listed for trading on the Toronto Stock Exchange (the **TSX**) and the New York Stock Exchange. The Issuer is not in default of any requirement of the securities legislation in the jurisdictions in which it is a reporting issuer.

4. The authorized share capital of the Issuer consists of 4,000,000,000 shares, divided into: (i) 2,000,000,000 Common Shares without par value; (ii) 1,000,000,000 First Preferred shares without par value and; (iii) 1,000,000,000 Second Preferred shares without par value. As at July 26, 2013, 639,570,877 Common Shares, no First Preferred Shares and no Second Preferred Shares were issued and outstanding.

5. The corporate headquarters of the Selling Shareholder is located in the Province of Ontario.

6. The Selling Shareholder has advised the Issuer that it does not directly or indirectly own more than 5% of the issued and outstanding Common Shares.

7. The Selling Shareholder has advised the Issuer that it is the beneficial owner of at least 6,500,000 Common Shares and that the TD Subject Shares were not acquired in anticipation of resale to the Issuer pursuant to private agreements under an issuer bid exemption order issued by a securities regulatory authority (**Off-Exchange Block Purchases**).

8. The Selling Shareholder is at arm's length to the Issuer and is not an "insider" of the Issuer or an "associate" of an "insider" of the Issuer, or an "associate" or "affiliate" of the Issuer, as such terms are defined in the Act. The Selling Shareholder is an "accredited investor" within the meaning of National Instrument 45-106 *Prospectus and Registration Exemptions* (**NI 45-106**).

9. The Commission issued an order on June 14, 2013 pursuant to clause 104(2)(c) of the Act exempting the Issuer from the Issuer Bid Requirements in respect of the proposed purchases by the Issuer of up to 4,000,000 Common Shares (collectively, the **BMO Subject Shares**) in one or more trades with BMO Nesbitt Burns Inc. (**BMO**) (the **Initial Order**).

10. Pursuant to a "Notice of Intention to Make a Normal Course Issuer Bid" filed with the TSX as of May 21, 2013 and amended on July 22, 2013, (the **Notice**), the Issuer is permitted to make normal course issuer bid (the **Normal Course Issuer Bid**) purchases for up to 31,900,000 Common Shares subject to a maximum aggregate purchase price consideration of $1.0 billion. In accordance with the Notice, the Normal Course Issuer Bid is conducted through the facilities of the TSX or the New York Stock Exchange, or such other means as may be permitted by the TSX or a securities regulatory authority, in accordance with sections 628 to 629.3 of Part VI of the TSX Company Manual (the **TSX NCIB Rules**), including, private agreements under an issuer bid exemption order issued by a securities regulatory authority. On June 28, 2013 the Issuer entered into an automatic repurchase plan (**ARP**) with a broker providing for automatic purchases of Common Shares to be conducted by the broker on the TSX or alternative Canadian trading platforms within pre-determined parameters as part of the Normal Course Issuer Bid from July 2, 2013 through August 9, 2013 (the **ARP Period**). The ARP Period corresponds to the Issuer's self-imposed trading black-out period with respect to its second quarter results. No purchases of BMO Subject Shares pursuant to Off-Exchange Block Purchases have been made nor will be made during the ARP Period.

    As of July 26, 2013, 15,337,900 Common Shares have been purchased under the Normal Course Issuer Bid, including 2,500,000 Common Shares which were purchased under Off-Exchange Block Purchases from BMO pursuant to the Initial Order. Assuming completion of the purchase of the BMO Subject Shares and of the TD Subject Shares, the Issuer will have purchased under the Normal Course Issuer Bid an aggregate of 10,500,000 Common Shares pursuant to Off-Exchange Block Purchases, representing approximately 32.9% of the 31,900,000 Common Shares authorized to be purchased under the Normal Course Issuer Bid.

11. The Issuer and the Selling Shareholder intend to enter into one or more agreements of purchase and sale (each, an **Agreement**) pursuant to which the Issuer will agree to acquire the TD Subject Shares from the Selling Shareholder by one or more purchases each occurring on or before November 30, 2013 (each such purchase, a **Proposed Purchase**) for a purchase price (the **Purchase Price**) that will be negotiated at arm's length between the Issuer and the Selling Shareholder. The Purchase Price will be at a discount to the prevailing market price of the Common Shares on the TSX and below the bid-ask price for the Common Shares at the time of each Proposed Purchase.

12. The purchase of the TD Subject Shares by the Issuer pursuant to each Agreement will constitute an "issuer bid" for purposes of the Act to which the Issuer Bid Requirements would apply.

13. The TD Subject Shares acquired under each Proposed Purchase will constitute a "block" as that term is defined in section 628 of the TSX NCIB Rules.

14. Because the Purchase Price will be at a discount to the prevailing market price and below the bid-ask price for the Common Shares at the time of each Proposed Purchase, each Proposed Purchase cannot be made through the TSX trading system and, therefore, will not occur "through the facilities" of the TSX. As a result, the Issuer will be unable to acquire the TD Subject Shares from the Selling Shareholder in reliance upon the exemption from the Issuer Bid Requirements that is available pursuant to section 101.2(1) of the Act.

15. But for the fact that the Purchase Price will be at a discount to the prevailing market price and below the bid-ask price for the Common Shares at the time of each Proposed Purchase, the Issuer could otherwise acquire the TD Subject Shares as a "block purchase" (a **Block Purchase**) in accordance with the block purchase exception in section 629(l)7 of the TSX NCIB Rules and the exemption from the Issuer Bid Requirements that is available pursuant to section 101.2(1) of the Act.

16. The sale of any of the TD Subject Shares to the Issuer will not be a "distribution" (as defined in the Act).

17. The Notice contemplates that purchases under the Normal Course Issuer Bid may be made by such other means as may be permitted by the TSX or a securities regulatory authority.

18. For each Proposed Purchase, the Issuer will be able to acquire the TD Subject Shares from the Selling Shareholder without the Issuer being subject to the dealer registration requirements of the Act.

19. The Issuer is of the view that it will be able to purchase the TD Subject Shares at a lower price than the price at which it would be able to purchase the Common Shares under the Normal Course Issuer Bid through the facilities of the TSX and the Issuer is of the view that this is an appropriate use of the Issuer's funds on hand.

20. The purchase of the TD Subject Shares will not adversely affect the Issuer or the rights of any of the Issuer's securityholders and it will not materially affect the control of the Issuer. To the knowledge of the Issuer, the Proposed Purchases

will not prejudice the ability of other shareholders of the Issuer to otherwise sell Common Shares in the open market at the prevailing market price. The Proposed Purchases will be carried out with a minimum of cost to the Issuer.

21. To the best of the Issuer's knowledge, as of July 26, 2013, the "public float" for the Common Shares represented more than 99.6% of all issued and outstanding Common Shares for purposes of the TSX NCIB Rules.

22. The market for the Common Shares is a "liquid market" within the meaning of section 1.2 of Multilateral Instrument 61-101 *Protection of Minority Security Holders in Special Transactions*.

23. Other than the Purchase Price, no additional fee or other consideration will be paid in connection with the Proposed Purchases.

24. At the time that each Agreement is entered into by the Issuer and the Selling Shareholder and at the time of each Proposed Purchase neither the Issuer nor the trading group of, nor personnel of, the Selling Shareholder that have negotiated the Agreement or have made, or participated in the making of, or provided advice in connection with, the decision to enter into the Agreement and sell the TD Subject Shares, will be aware of any "material change" or any "material fact" (each as defined in the Act) in respect of the Issuer that has not been generally disclosed.

25. The Issuer will either complete the purchase of the BMO Subject Shares pursuant to Off-Exchange Block Purchases or irrevocably determine to cease all further purchases of BMO Subject Shares pursuant to Off-Exchange Block Purchases, before purchasing any TD Subject Shares pursuant to Off-Exchange Block Purchases.

26. The issuer will not purchase, pursuant to private agreements under an issuer bid exemption order by a securities regulatory authority, in the aggregate, more than one-third of the maximum number of Common Shares that the Issuer can purchase under its Normal Course Issuer Bid.

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

IT IS ORDERED pursuant to clause 104(2)(c) of the Act that the Issuer be exempt from the Issuer Bid Requirements in connection with each Proposed Purchase, provided that:

a) the Proposed Purchases will be taken into account by the Issuer when calculating the maximum annual aggregate limit that is imposed upon the Issuer's Normal Course Issuer Bid in accordance with the TSX NCIB Rules;

b) the Issuer will refrain from conducting a Block Purchase in accordance with the TSX NCIB Rules during the calendar week that it completes each Proposed Purchase and may not make any further purchases under the Normal Course Issuer Bid for the remainder of that calendar day on which it completes each Proposed Purchase;

c) the Purchase Price is not higher than the last "independent trade" (as that term is used in paragraph 629(l)1 of the TSX NCIB Rules) of a board lot of Common Shares immediately prior to the execution of each Proposed Purchase;

d) the Issuer will otherwise acquire any additional Common Shares pursuant to the Normal Course Issuer Bid and in accordance with the Notice and the TSX NCIB Rules, as applicable;

e) immediately following each Proposed Purchase of the TD Subject Shares from the Selling Shareholder, the Issuer will report the purchase of the TD Subject Shares to the TSX;

f) at the time that each Agreement is entered into by the Issuer and the Selling Shareholder and at the time of each Proposed Purchase, neither the Issuer, nor the trading group of, nor personnel of, the Selling Shareholder that have negotiated the Agreement or have made, or participated in the making of, or provided advice in connection with, the decision to enter into the Agreement and sell the TD Subject Shares, will be aware of any "material change" or any "material fact" (each as defined in the Act) in respect of the Issuer that has not been generally disclosed;

g) the Issuer will issue a press release disclosing (i) its intention to make the Proposed Purchases and (ii) that information regarding each Proposed Purchase, including the number of Common Shares purchased and the aggregate purchase price, will be available on the System for Electronic Document Analysis and Retrieval (SEDAR) following the completion of each such purchase;

h) the Issuer will report information regarding each Proposed Purchase, including the number of Common Shares

purchased and the aggregate purchase price, on SEDAR before 5:00 p.m. (Toronto time) on the business day following such purchase; and

i) the Issuer does not purchase, pursuant to Off-Exchange Block Purchases, in the aggregate, more than one-third of the maximum number of Common Shares the Issuer can purchase under the Normal Course Issuer Bid.

DATED at Toronto this 13th day of August, 2013.

"Judith N. Robertson"
Commissioner
Ontario Securities Commission

"James D. Carnwath"
Commissioner
Ontario Securities Commission

2.2.12 Oversea Chinese Fund Limited Partnership et al. – ss. 127(7), 127(8)

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

AND

IN THE MATTER OF
OVERSEA CHINESE FUND LIMITED PARTNERSHIP,
WEIZHEN TANG AND ASSOCIATES INC.,
WEIZHEN TANG CORP. AND WEIZHEN TANG

TEMPORARY ORDER
(Subsections 127(7) and (8))

WHEREAS on March 17, 2009, pursuant to subsections 127(1) and (5) of the *Securities Act*, R.S.O. 1990, c. S.5, as amended (the "Act"), the Ontario Securities Commission (the "Commission") made the following temporary orders (the "Temporary Order") against Oversea Chinese Fund Limited Partnership ("Oversea"), Weizhen Tang and Associates Inc. ("Associates"), Weizhen Tang Corp. ("Corp.") and Weizhen Tang, (collectively, the "Respondents"):

1. that all trading in securities of Oversea, Associates and Corp. shall cease;

2. that all trading by the Respondents shall cease; and

3. that the exemptions contained in Ontario securities law do not apply to the Respondents;

AND WHEREAS on March 17, 2009, pursuant to subsection 127(6) of the Act, the Commission ordered that the Temporary Order shall expire on the 15th day after its making unless extended by order of the Commission;

AND WHEREAS on March 18, 2009, the Commission issued a Notice of Hearing to consider, among other things, the extension of the Temporary Order, to be held on April 1, 2009 at 2:00 p.m.;

AND WHEREAS the Notice of Hearing sets out that the hearing is to consider, inter alia, whether, in the opinion of the Commission, it is in the public interest, pursuant to subsections 127(7) and (8) of the Act, to extend the Temporary Order until such further time as considered necessary by the Commission;

AND WHEREAS prior to the April 1, 2009 hearing date, Staff of the Commission ("Staff") served the Respondents with copies of the Temporary Order, Notice of Hearing, and Staff's supporting materials;

AND WHEREAS on April 1, 2009, counsel for the Respondents advised the Commission that the Respondents did not oppose the extension of the Temporary Order;

AND WHEREAS on April 1, 2009, the Commission considered the evidence and submissions before it and the Commission was of the opinion that it was in the public interest to extend the Temporary Order until September 10, 2009;

AND WHEREAS on April 1, 2009, the Commission ordered that the Temporary Order be extended, pursuant to subsection 127(8) of the Act, to September 10, 2009 and the hearing be adjourned to September 9, 2009;

AND WHEREAS on September 8, 2009, the Commission ordered, on consent, that the Temporary Order be extended until September 26, 2009 and the hearing be adjourned until September 25, 2009 at 10:00 a.m.;

AND WHEREAS on September 24, 2009, the Commission ordered, on consent, that the Temporary Order be extended until October 23, 2009 and the hearing be adjourned until October 22, 2009 at 10:00 a.m.;

AND WHEREAS on October 22, 2009, the Commission ordered, on consent, that the Temporary Order be extended until November 16, 2009 and the hearing be adjourned until November 13, 2009 at 10:00 a.m.;

AND WHEREAS on November 13, 2009, the Respondents brought a motion before the Commission to have the Temporary Order varied to allow Weizhen Tang to trade (the "Tang Motion") and Staff opposed this motion;

AND WHEREAS on November 13, 2009, Staff sought an extension of the Temporary Order until after the conclusion of the charges before the Ontario Court of Justice against Oversea, Associates and Weizhen Tang;

AND WHEREAS on November 13, 2009, the Commission considered the materials filed by the parties, the evidence given by Weizhen Tang, and the submissions of counsel for Staff and counsel for the Respondents;

AND WHEREAS on November 13, 2009, the Commission was of the opinion that, pursuant to subsection 127(8) of the Act, satisfactory information had not been provided to the Commission by any of the Respondents; it was in the public interest to order that the Tang Motion be denied; the Temporary Order be extended until June 30, 2010; and the hearing be adjourned to June 29, 2010 at 10:00 a.m.;

AND WHEREAS on June 29, 2010, Staff sought an extension of the Temporary Order until after the conclusion of the charges before the Ontario Court of Justice against Oversea, Associates and Weizhen Tang;

AND WHEREAS on June 29, 2010, the Respondents and Staff filed materials, including the Affidavit of Jeff Thomson, sworn on June 23, 2010;

AND WHEREAS on June 29, 2010, the Commission considered the materials filed by the parties, the submissions of counsel for Staff and counsel for the Respondents, and the submissions of Weizhen Tang;

AND WHEREAS on June 29, 2010, the Commission ordered that the Temporary Order be extended until March 31, 2011, and the hearing be adjourned to March 30, 2011, at 10:00 a.m.;

AND WHEREAS on March 30, 2011, no one appeared on behalf of the Respondents despite being given notice of the appearance;

AND WHEREAS on March 30, 2011, the Commission ordered that the Temporary Order was extended until May 17, 2011, and the hearing was adjourned to May 16, 2011 at 10:00 a.m.;

AND WHEREAS on May 16, 2011, Staff made submissions and sought an extension of the Temporary Order and the Respondent Weizhen Tang appeared on behalf of all Respondents and made submissions opposing the extension of the Temporary Order;

AND WHEREAS on May 16, 2011, the Commission concluded pursuant to subsection 127(8) of the Act that satisfactory information had not been provided to the Commission by any of the Respondents;

AND WHEREAS on May 16, 2011, the Commission ordered that the Temporary Order be extended until November 1, 2011 and the hearing be adjourned to October 31, 2011 at 10:00 a.m.;

AND WHEREAS on October 31, 2011, Staff appeared before the Commission seeking an extension of the Temporary Order;

AND WHEREAS on October 31, 2011, Weizhen Tang appeared on behalf of all Respondents opposing the extension of the Temporary Order;

AND WHEREAS on October 31, 2011, Staff and the Respondents filed materials and made submissions before the Commission;

AND WHEREAS on October 31, 2011, the Commission considered the materials filed by the parties, the submissions of counsel for Staff and the submissions of Weizhen Tang;

AND WHEREAS on October 31, 2011, the Commission concluded pursuant to subsection 127(8) of the Act that satisfactory information was not provided by any of the Respondents;

AND WHEREAS on October 31, 2011, the Commission advised Weizhen Tang that the Respondents could bring a motion under section 144 of the Act to vary the Temporary Order prior to the next hearing date;

AND WHEREAS on October 31, 2011, the Commission ordered that the Temporary Order be extended to September 24, 2012 and that the hearing be adjourned to September 21, 2012, at 10:00 a.m.;

AND WHEREAS on September 21, 2012, the Commission ordered that the Temporary Order be extended to January 21, 2013 and that the hearing be adjourned to January 18, 2013 at 10:00 a.m.;

AND WHEREAS on January 18, 2013, Staff appeared before the Commission to request an extension of the Temporary Order and no one appeared on behalf of the Respondents despite being given notice of the hearing;

AND WHEREAS Weizhen Tang indicated by email dated January 17, 2013 that he opposes the extension of the Temporary Order and attached materials to his email;

AND WHEREAS Weizhen Tang was not able to appear before the Commission due to an appearance in another matter;

AND WHEREAS on January 18, 2013, the Commission ordered that the Temporary Order be extended until February 4, 2013 and the hearing of this matter be adjourned to February 1, 2013 at 2:00 p.m.;

AND WHEREAS on February 1, 2013, Staff appeared before the Commission to request an extension of the Temporary Order and no one appeared on behalf of the Respondents despite being given notice of this hearing;

AND WHEREAS Staff informed the Commission that, following the appearance before the Commission on January 18, 2013, Weizhen Tang advised Staff via email that his criminal sentencing hearing before the Superior Court of Justice was also scheduled to continue on February 1, 2013;

AND WHEREAS Staff further informed the Commission that counsel for Staff was informed on February 1, 2013 at approximately 1:30 p.m. that Weizhen Tang was going to be sentenced by the Superior Court of Justice at 3:00 p.m.;

AND WHEREAS Weizhen Tang had indicated through materials provided to Staff and the Commission that he opposed the extension of the Temporary Order;

AND WHEREAS on February 1, 2013, the Commission ordered that the Temporary Order be extended until February 6, 2013 and the hearing of this matter be adjourned to February 5, 2013 at 9:30 a.m.;

AND WHEREAS on February 5, 2013, Staff appeared before the Commission to request an extension of the Temporary Order and no one appeared on behalf of the Respondents;

AND WHEREAS on February 5, 2013 Staff informed the Commission that, immediately following the appearance before the Commission on the afternoon of February 1, 2013, counsel for Staff attended at the Superior Court of Justice and personally advised the amicus curiae in the criminal proceedings involving Weizhen Tang that the hearing of this matter was adjourned to February 5, 2013 at 9:30 a.m. and that this information was then conveyed to Weizhen Tang by the amicus curiae;

AND WHEREAS Staff informed the Commission that, at approximately 4:30 p.m. on February 1, 2013, Weizhen Tang was sentenced by the Superior Court of Justice to six years in the penitentiary and that shortly thereafter Weizhen Tang was taken into custody;

AND WHEREAS on February 5, 2013, the Commission ordered that the Temporary Order be extended until August 1, 2013 and the hearing of this matter be adjourned to July 31, 2013 at 10:00 a.m. without prejudice to the Respondents to bring an application to vary the Temporary Order pursuant to section 144 of the Act;

AND WHEREAS on July 31, 2013, the Commission ordered that the Temporary Order be extended until August 23, 2013 and the hearing of this matter be adjourned to August 21, 2013 at 10:00 a.m. without prejudice to the Respondents to bring an application to vary the Temporary Order pursuant to section 144 of the Act;

AND WHEREAS on August 23, 2013, Staff appeared before the Commission to request an extension of the Temporary Order and no one appeared on behalf of the Respondents despite Weizhen Tang personally being served with a copy of the Order of July 31, 2013;

AND WHEREAS the Commission is of the opinion that it is in the public interest to make this order;

IT IS HEREBY ORDERED THAT the Temporary Order is extended until October 2, 2013 and the hearing of this matter is adjourned to September 30, 2013 at 1:00 p.m. without prejudice to the Respondents to bring an application to vary the Temporary Order pursuant to section 144 of the Act.

DATED at Toronto this 21st day of August, 2013.

"James E. A. Turner"

2.2.13 Children's Education Funds Inc.

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

AND

IN THE MATTER OF
CHILDREN'S EDUCATION FUNDS INC.

ORDER

WHEREAS on September 14, 2012, the Ontario Securities Commission (the "Commission") ordered pursuant to subsections 127(1) and (5) of the *Securities Act*, R.S.O. 1990, c. S.5 as amended (the "Act") and with the consent of Children's Education Funds Inc. ("CEFI") that the terms and conditions (the "Terms and Conditions") set out in Schedule "A" to the Commission order dated September 14, 2012 be imposed on CEFI (the "Temporary Order");

AND WHEREAS on September 14, 2012, the Commission ordered that the Temporary Order shall take force immediately and shall expire on the fifteenth day after its making unless extended by order of the Commission and ordered that the matter be brought back before the Commission on September 26, 2012 at 10:00 a.m.;

AND WHEREAS on September 20, 2012, the Commission issued a Notice of Hearing pursuant to section 127 in respect of a hearing to be held on September 26, 2012 at 10:00 a.m. to consider whether, in the opinion of the Commission, it was in the public interest, pursuant to subsection 127(7) and (8) of the Act to extend the Temporary Order;

AND WHEREAS on September 26, 2012, Staff of the Commission ("Staff") filed with the Commission the Affidavit of Maria Carelli sworn September 18, 2012 in support of the extension of the Temporary Order;

AND WHEREAS on September 26, 2012, the Commission extended the Temporary Order against CEFI until December 7, 2012 and ordered that the matter be brought back before the Commission on December 6, 2012 at 10:00 a.m.;

AND WHEREAS the Terms and Conditions of the Temporary Order required CEFI to retain a consultant (the "Consultant") to prepare and assist CEFI in implementing plans to strengthen their compliance systems and to retain a monitor (the "Monitor") to review all applications of new clients and contact new clients as set out in the Terms and Conditions;

AND WHEREAS CEFI retained Compliance Support Services Inc. ("Compliance Support") as both its Monitor and its Consultant;

AND WHEREAS Compliance Support filed its Consultant's plan on October 2, 2012 and filed an addendum to Consultant's plan with the OSC Manager on November 12, 2012;

AND WHEREAS on December 6, 2012, Staff filed an Affidavit of Lina Creta sworn December 3, 2012 setting out the monitoring and consulting work completed to date by Compliance Support;

AND WHEREAS on December 6, 2012, the Commission approved a revised monitoring regime which consisted of a review of a random sample of 50% of applications from new clients of CEFI with an income less than $50,000 and a random sample of 10% of applications from new clients with an income greater than $50,000 for the purpose of ensuring adequate KYC Information in order to determine suitability of the investment and should the Monitor not be satisfied with the KYC Information for this purpose, to contact the new client;

AND WHEREAS on December 6, 2012, the Temporary Order was extended to March 1, 2013 and adjourned the hearing to February 28, 2013 at 10:00 a.m. for the purpose of providing the Commission with an update on the work completed by the Monitor and the Consultant and to consider whether any changes are required to the Terms and Conditions;

AND WHEREAS on February 28, 2013, the Commission varied the terms of the monitoring set out in paragraph 5 of the Terms and Conditions, extended the Temporary Order to May 13, 2013 and adjourned the hearing to May 10, 2013;

AND WHEREAS on May 10, 2013, Staff filed an Affidavit of Lina Creta sworn May 9, 2013 attaching the Progress report and Monitor reports filed with Staff since February 23, 2013 and attached a letter to the OSC Manager dated May 7, 2013 stating that the Consultant recommends a suspension of the Monitor;

AND WHEREAS on May 10, 2013, the Commission ordered: (i) as at the close of business on May 10, 2013, the role and activities of the Monitor shall be suspended; (ii) the Temporary Order extended to July 22, 2013; and (iii) the hearing adjourned to July 19, 2013 at 10:00 a.m.;

AND WHEREAS on July 19, 2013, Staff filed an affidavit of Lina Creta sworn July 17, 2013 which attached the fifth progress report dated July 15, 2013;

AND WHEREAS on July 19, 2013, the Commission ordered: (i) paragraphs 4, 5, 6, 7, 8, 9, 10 and 11 of the Terms and Conditions deleted; (ii) paragraph 12 of the Terms and Conditions deleted and replaced with a new paragraph; (iii) the Temporary Order extended to August 28, 2013; and (iv) the hearing adjourned to August 26, 2013 at 10:00 a.m.;

AND WHEREAS the Office of the Secretary of the Commission has advised that the Commission is not available on August 26, 2013;

AND WHEREAS the parties consent to the terms of this Order:

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

IT IS HEREBY ORDERED pursuant to section 127 of the Act that:

1. the Temporary Order as amended by Commission Order dated July 19, 2013 is extended to September 23, 2013;

2. the hearing in this matter is adjourned to September 20, 2013 at 10:00 a.m.; and

3. the hearing date of August 26, 2013 at 10:00 a.m. is vacated.

DATED at Toronto this 23rd day of August, 2013.

"James E. A. Turner"

2.2.14 Kolt Curry et al.

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

AND

IN THE MATTER OF
KOLT CURRY, LAURA MATEYAK,
AMERICAN HERITAGE STOCK TRANSFER INC., and
AMERICAN HERITAGE STOCK TRANSFER, INC.

ORDER

WHEREAS on January 27, 2012, the Ontario Securities Commission (the "Commission") issued a Notice of Hearing pursuant to sections 127 and 127.1 of the *Securities Act*, R.S.O. 1990, c. S.5, as amended (the "Act") in connection with a Statement of Allegations filed by Staff of the Commission ("Staff") on January 27, 2012, to consider whether it is in the public interest to make certain orders against Sandy Winick ("Winick"), Andrea Lee McCarthy ("McCarthy"), Kolt Curry, Laura Mateyak ("Mateyak"), Gregory J. Curry ("Greg Curry"), American Heritage Stock Transfer Inc. ("AHST Ontario"), American Heritage Stock Transfer, Inc. ("AHST Nevada"), BFM Industries Inc. ("BFM"), Liquid Gold International Corp. (aka Liquid Gold International Inc.) ("Liquid Gold"), and Nanotech Industries Inc. ("Nanotech");

AND WHEREAS on April 1, 2011, the Commission issued a temporary cease trade order, pursuant to subsections 127(1) and 127(5) of the Act, that all trading in securities of BFM, AHST Ontario, AHST Nevada and Denver Gardner Inc. cease and that all trading by Kolt Curry, Mateyak, AHST Ontario, AHST Nevada, McCarthy, Winick and Denver Gardner Inc. cease (the "Temporary Order");

AND WHEREAS the Temporary Order, as amended, was extended from time to time and, on March 23, 2012, was extended until the conclusion of the merits hearing;

AND WHEREAS on October 17, 2012, the Commission ordered, pursuant to Rule 11.5 of the Commission's *Rules of Procedure* (2012), 35 O.S.C.B. 10071 (the "*Rules of Procedure*"), that the hearing on the merits would proceed as a written hearing (the "Written Hearing");

AND WHEREAS on November 2, 2012, Staff filed an Amended Statement of Allegations and the Commission issued an Amended Notice of Hearing;

AND WHEREAS on November 30, 2012, Staff filed evidentiary briefs in the form of affidavits, as well as written submissions on the relevant facts and law;

AND WHEREAS on January 21, 2013, on consent of Staff and counsel for McCarthy, BFM and Liquid Gold (the "McCarthy Respondents"), the Commission granted an

application to sever the matter, as against the McCarthy Respondents and adjourned that matter to a date to be fixed by the Office of the Secretary of the Commission in consultation with counsel;

AND WHEREAS on April 12, 2013, the Commission ordered, on consent, that the Written Hearing is converted back to an oral hearing on the merits to be heard on May 15th and 16th, 2013, pursuant to Rule 11.5 of the Rules of Procedure;

AND WHEREAS on May 15, 2013, Staff appeared and counsel for Kolt Curry, Mateyak and AHST Ontario appeared before the Commission and advised the panel that an Agreed Statement of Facts (the "Agreed Facts") had been reached for Kolt Curry, Mateyak, AHST Ontario and AHST Nevada (the "Curry Respondents");

AND WHEREAS on May 15, 2013, Staff, counsel for Kolt Curry, Mateyak and AHST Ontario jointly requested that the evidence on the hearing on the merits scheduled for May 15th and 16th, 2013, as against the Curry Respondents, consist of the Agreed Facts as filed, and that the hearing on the merits as it relates to the Curry Respondents be severed from the remaining Respondents;

AND WHEREAS on reading the Agreed Facts the panel found that:

1. From May of 2009 through August of 2010, Kolt Curry, AHST Ontario and AHST Nevada traded and engaged in or held themselves out as engaging in the business of trading in securities without being registered to do so in circumstances in which no exemption was available, contrary to s. 25(1)(a) of the Act, as that section existed at the time the conduct commenced, and contrary to s. 25(1) of the Act, as subsequently amended on September 28, 2009;

2. From May of 2009 through August of 2010, Kolt Curry, AHST Ontario and AHST Nevada distributed securities of Nanotech without a preliminary prospectus and prospectus having been filed and receipts having been issued for them by the Director and without an exemption from the prospectus requirement contrary to section 53(1) of the Act;

3. From September 28, 2009 through August of 2010, Kolt Curry, AHST Ontario and AHST Nevada made statements that a reasonable investor would consider relevant in deciding whether to enter into or maintain a trading or advising relationship with Kolt Curry, AHST Ontario or AHST Nevada that were untrue or omitted information necessary to prevent the statements from being false or misleading in the circumstances in which they were made, contrary to section 44(2) of the Act;

4. Mateyak, being a director and officer of AHST Ontario, did authorize, permit or acquiesce in the commission of the violations of sections 25, 53 and 44(2) of the Act, as set out above, by the AHST Companies or by the employees, agents or representatives of the AHST Companies, contrary to section 129.2 of the Act and contrary to the public interest;

5. Kolt Curry, being a directing mind and de facto director and officer of AHST Ontario, and a director and officer of AHST Nevada, did authorize, permit or acquiesce in the commission of the violations of sections 25, 53 and 44(2) of the Act, as set out above, by the AHST Companies or by the employees, agents or representatives of the AHST Companies, contrary to section 129.2 of the Act and contrary to the public interest; and,

6. The conduct of Kolt Curry, Mateyak, AHST Ontario and AHST Nevada contravened Ontario securities law and is contrary to the public interest.

AND WHEREAS on May 16, 2013, the Commission ordered that: (1) the hearing as against the Curry Respondents is severed from the main proceeding in this matter; and (2) a sanctions hearing for the Curry Respondents was ordered to take place on August 27, 2013;

AND WHEREAS the Commission advised Staff and counsel for the Curry Respondents that the Commission is no longer available on August 27, 2013;

AND WHEREAS the Staff and Counsel for the Curry Respondents have confirmed their availability on September 12, 2013, at 10:00 am;

IT IS HEREBY ORDERED that the sanctions and costs hearing in this matter shall take place on September 12, 2013, at 10:00 am.

DATED at Toronto this 26th day of August, 2013.

"James D. Carnwath"

Chapter 3

Reasons: Decisions, Orders and Rulings

3.1 OSC Decisions, Orders and Rulings

3.1.1 Anu Bala Jain

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

AND

IN THE MATTER OF
THE REGISTRATION OF ANU BALA JAIN

On July 30, 2013, staff of the Ontario Securities Commission (**Staff**) informed Anu Bala Jain (**Jain**), an individual applying for a reactivation of registration under the *Securities Act* (Ontario) as a dealing representative in the category of mutual fund dealer that it had recommended to the Director that her application be granted, subject to the terms and conditions set out in Schedule A to this decision. In support of its recommendation, Staff alleged the following:

1. On February 15, 2012, Jain entered into a settlement agreement (the **Settlement Agreement**) with staff of the Mutual Fund Dealers Association of Canada (the **MFDA**) to resolve disciplinary proceedings brought against her in MFDA file number 201139. The Settlement Agreement was approved by a hearing panel of the MFDA on February 27, 2012. The Settlement Agreement is attached as Schedule B to this decision.

2. In the Settlement Agreement, Jain admitted that she had engaged in stealth advising with respect to eighteen clients, that she had falsely denied this stealth advising to her sponsoring firm (including through the preparation and presentation of fictitious notes purporting to document client meetings), and that she falsely denied her stealth advising to staff of the MFDA during their investigation into her conduct.

3. Pursuant to the Settlement Agreement, Jain's status as an Approved Person with the MFDA was suspended for a period of one year from February 27, 2012, she was permanently prohibited from acting as a branch manager for a Member of the MFDA, she was required to pay a fine and costs, and she was required to successfully complete the *Conduct and Practices Handbook Course*.

4. On June 21, 2013, Jain attended an interview with Staff during which she repeated her admission of the conduct referred to Settlement Agreement, took full responsibility for her actions, and expressed remorse for her conduct.

Jain did not request an opportunity to be heard in relation to Staff's recommendation, and agreed to the proposed terms and conditions.

Jain's application for a reactivation of her registration is granted effective August 13, 2013, subject to the terms and conditions set out in Schedule A.

SCHEDULE A

Terms and Conditions for the Registration of Anu Bala Jain

The registration of Anu Bala Jain (the **Registrant**) as a dealing representative in the category of mutual fund dealer is subject to the terms and conditions set out below. These terms and conditions were imposed by the Director pursuant to subsection 27(3) of the *Securities Act* (Ontario) (the **Act**).

Supervision

1. The registration of the Registrant shall be subject to strict supervision by his sponsoring firm for a period of 1 year from the date hereof.

2. Written monthly supervision reports (in the specified form) are to be submitted to the Ontario Securities Commission (the **OSC**), Attention: Deputy Director, Registrant Conduct, Compliance and Registrant Regulation Branch, and also to the Mutual Fund Dealers Association (**MFDA**), Attention: Manager, Compliance, reporting details of the Registrant's sales activities and dealings with clients. Monthly supervision reports shall be submitted within 15 calendar days after the end of each month.

Referral Arrangements

3. The Registrant shall not enter into any referral arrangements for the purposes of National Instrument 31-103 – *Registration Requirements, Exemptions, and Ongoing Registrant Obligations* unless the Registrant's sponsoring firm has provided its prior written consent to the arrangement.

4. The Registrant will not enter into a referral arrangement with the individual identified as "MRM" in the order of the MFDA dated February 27, 2013 in MFDA file number 201130, *In the Matter of a Settlement Hearing Pursuant to Section 24.4 of By-Law No. 1 of the Mutual Fund Dealers Association of Canada, Re: Anu Bala Jain*, or with anyone who the Registrant knows, or has reasonable grounds to believe, is acting on MRM's behalf.

Notifying the OSC

5. The Registrant must immediately report to the OSC's Deputy Director, Registrant Conduct, Compliance and Registrant Regulation Branch if she is under investigation by the MFDA or is reprimanded in any way by the MFDA.

Failure to Comply

6. If the Registrant fails to comply with any of these terms and conditions, the Director may suspend the Registrant's registration.

STRICT SUPERVISION REPORT

**To be filed with the Deputy Director, Registrant Conduct Team,
Compliance and Registrant Regulation Branch, Ontario Securities Commission**

I hereby certify that supervision has been conducted for the month ending _____, 201_ of the trading activities of Anu Bala Jain by the undersigned. I further certify the following:

1. All orders, both buy and sell, and sales contracts have been reviewed by a supervising officer of Queen Financial Group Inc. prior to the trade occurring.

2. All client accounts have been reviewed for leveraging, suitability of investments, overconcentration of investments, excess trading or switching, and any amendments to know your client information.

3. A review of trading activity on a daily basis has been conducted of the dealing representative's client accounts.

4. No transactions have been made in any client account until the full and correct documentation is in place.

5. The Registrant has not been granted any power of attorney over any client accounts.

6. All payments for the purchase of the investments were made payable to the dealer. There were no cash payments accepted.

7. No client complaints have been received during the preceding month. If there have been complaints, an outline of the nature of the complaint and follow-up action initiated by the company is attached.*

8. There has been no handling of clients' funds or securities or issuance of cheques to clients without management approval.

9. Any transfer of funds or securities between clients' accounts has been authorized in writing and reviewed by the supervising officer.

10. Spot audits relative to the dealing representative's client accounts have been conducted during the preceding month to ensure compliance with these procedures and no violations of these procedures were discovered.

* In the event of client complaints or violations of securities legislation and/or the dealer's internal policies and procedures, the OSC must be notified immediately.

SCHEDULE B

Settlement Agreement
File No. 201130

IN THE MATTER OF A SETTLEMENT HEARING
PURSUANT TO SECTION 24.4 OF BY-LAW NO. 1 OF
THE MUTUAL FUND DEALERS ASSOCIATION OF CANADA

Re: Anu Bala Jain

SETTLEMENT AGREEMENT

I. INTRODUCTION

1. By Notice of Settlement Hearing, the Mutual Fund Dealers Association of Canada (the "MFDA") will announce that it proposes to hold a hearing to consider whether, pursuant to section 24.4 of By-law No. 1, a hearing panel of the Central Regional Council (the "Hearing Panel") of the MFDA should accept the settlement agreement (the "Settlement Agreement") entered into between Staff of the MFDA ("Staff") and Anu Bala Jain (the "Respondent").

II. JOINT SETTLEMENT RECOMMENDATION

2. Staff conducted an investigation of the Respondent's activities. The investigation disclosed that the Respondent had engaged in activity for which the Respondent could be penalized on the exercise of the discretion of the Hearing Panel pursuant to s. 24.1 of MFDA By-law No. 1.

3. Staff and the Respondent recommend settlement of the matters disclosed by the investigation in accordance with the terms and conditions set out below. The Respondent agrees to the settlement on the basis of the facts set out in Parts IV and V herein and consents to the making of an Order in the form attached as Schedule "A".

4. Staff and the Respondent agree that the terms of this Settlement Agreement, including the attached Schedule "A", will be released to the public only if and when the Settlement Agreement is accepted by the Hearing Panel.

III. ACKNOWLEDGEMENT

5. Staff and the Respondent agree with the facts set out in Part IV herein for the purposes of this Settlement Agreement only and further agree that this agreement of facts is without prejudice to the Respondent or Staff in any other proceeding of any kind including, but without limiting the generality of the foregoing, any proceedings brought by the MFDA (subject to Part X) or any civil or other proceedings which may be brought by any other person or agency, whether or not this Settlement Agreement is accepted by the Hearing Panel.

IV. AGREED FACTS

Registration History

6. From March 31, 2004 to January 18, 2010, the Respondent was registered in Ontario as a mutual fund salesperson with Global Maxfin Investments Inc. ("Global Maxfin"). While at Global Maxfin, she was also registered as a branch manager from October 12, 2007 to January 18, 2010.

7. Prior to working at Global Maxfin, the Respondent was registered with PFSL Investments Canada Ltd ("PFSL") from May 28, 2003 to July 3, 2003.

8. Since March 15, 2010, the Respondent has been registered in Ontario as a mutual fund salesperson and branch manager with Queen Financial Group Inc. ("Queen Financial"). On May 24, 2011, following discussions with MFDA Staff concerning the events described herein, Queen Financial suspended the Respondent's responsibilities as a branch manager pending the outcome of this proceeding.

9. The Respondent states that notwithstanding the fact that she was registered on the dates and in the registration categories set out above, her industry experience was quite limited prior to November 2006 when she began working as a mutual fund salesperson on a full time basis (with Global Maxfin) for the first time. Prior to November 2006, the Respondent's securities industry experience was limited to work primarily as a scholarship salesperson on a part-time basis. During 2006, while registered with Global Maxfin, she was also briefly employed by Toronto Hydro.

10. The Respondent has no previous disciplinary history and has not been the subject of complaints or internal discipline by Global Maxfin, PFSL or Queen Financial except as described herein with respect to the matters described in this Settlement Agreement.

11. Global Maxfin is registered as a mutual fund dealer and an exempt market dealer in British Columbia, Alberta, Manitoba, Ontario, New Brunswick, Nova Scotia and Newfoundland and Labrador. Global Maxfin is also registered as a mutual fund dealer in the Northwest Territories and Nunavut and as a scholarship plan dealer in British Columbia, Alberta, New Brunswick, Nova Scotia and Newfoundland and Labrador. Global Maxfin became a Member of the MFDA on June 7, 2002.

12. Queen Financial is registered as a mutual fund dealer and an exempt market dealer in Ontario and as a mutual fund dealer in British Columbia. Queen Financial became a Member of the MFDA on October 3, 2006.

Facilitating Stealth Advising

13. In September 2007, the Respondent worked from a branch office of Global Maxfin in Mississauga, Ontario with three other Approved Persons. The Respondent was the branch manager of the location.

14. During the summer of 2007, the Respondent met an individual named MRM at a Global Maxfin event. In 2007, MRM was licensed to sell insurance products through a managing general agency affiliated with Global Maxfin, but he was not registered to sell securities, including mutual funds.

15. In September 2007, MRM told the Respondent that he had some insurance clients who wanted to purchase mutual funds. MRM asked the Respondent to provide him with the necessary documentation to open accounts for the individuals at Global Maxfin and to process trades in those accounts. MRM also requested that the Respondent facilitate this activity by processing all of the documentation under her Global Maxfin representative code. In exchange for doing so, the Respondent would be entitled to retain 40% of the sales commissions generated from trading activity in the individuals' accounts, and would remit the remaining 60% to MRM. The Respondent agreed to participate in this arrangement (the "Stealth Advising Arrangement").

16. In accordance with Stealth Advising Arrangement, between September 2007 and February 2008, MRM met with 18 individuals in the absence of the Respondent to complete the account opening and trade processing documentation. MRM provided the completed documentation to the Respondent, who signed it and submitted it to the Member for processing using her representative code.

17. In a number of cases, MRM recommended that clients borrow money to invest in mutual funds, thereby implementing a leveraging strategy for the clients.

18. By failing to meet with these individuals prior to opening accounts and processing trades for them, the Respondent failed to fulfill her obligation to:

(a) learn the essential facts relative to each client and each order or account accepted;

(b) ensure that the acceptance of each order was within the bounds of good business practice;

(c) ensure that each order accepted or recommendation made for each account was suitable for the client and in keeping with the client's investment objectives;

(d) explain to the individuals the features and risks of using borrowed monies to invest (leveraging);

(e) ensure the leveraging strategy was appropriate for the clients; and

(f) ensure that the additional risk disclosure documentation required by MFDA Rule 2.6 was provided to the clients, explained to them and signed by them.

19. Between September 14, 2007 and March 17, 2008, the Respondent sent 10 cheques to MRM in payment of his share of the sales commissions earned on the trading activity in the individuals' accounts, in accordance with the terms of Stealth Advising Arrangement. The total amount sent to MRM was $21,825.

20. Based on the 60%-40% commission split called for under the terms of the Stealth Advising Arrangement, the Respondent retained approximately $14,550 in sales commissions from the trading activity in the accounts of the 18 clients.

21. MRM was not registered as a mutual fund salesperson and did not possess the necessary proficiencies to advise or trade in securities on behalf of the 18 individuals.

22. There is no evidence that Global Maxfin was aware of the Stealth Advising Arrangement. As a consequence, at all material times, MRM was not subject to the policies and procedures of, or supervision by, Global Maxfin.

23. By participating in the Stealth Advising Arrangement, the Respondent facilitated the processing of securities related business by MRM, an unregistered individual, through the accounts and facilities of Global Maxfin. MRM was not in an employer-employee relationship, a principal-agent relationship or an introducing dealer-carrying dealer relationship with Global Maxfin, as required by MFDA Rule 1.1.1(c).

24. During the period that the Stealth Advising Arrangement was in place, the Respondent was the designated branch manager. In her capacity as the branch manager, the Respondent failed to ensure that business conducted on behalf of the Member was in compliance with applicable securities legislation and the By-laws and Rules of the MFDA, contrary to MFDA Rule 2.5.3(b)(i).[1]

25. On February 21, 2008, after completing the proficiency requirements necessary to become a registrant, MRM was registered in Ontario as a mutual fund salesperson with Global Maxfin. As a result, the Stealth Advising Arrangement came to an end.

26. On November 5, 2009, MRM was terminated in good standing by Global Maxfin (which at that time was unaware of the Stealth Advising Arrangement).

The Complaint of MA

27. On March 15, 2010, the Respondent transferred her registration to Queen Financial.

28. In April 2010, client MA contacted the Ontario Securities Commission (the "OSC") and the MFDA when he learned that MRM had not been registered as a mutual fund salesperson when he advised client MA and his brother SA to implement a leveraging strategy to purchase mutual funds for their account at Global Maxfin. Client MA noted that the Respondent's name appeared on his Global Maxfin account statements as the Approved Person responsible for his account but that he had never met her.

The Global Maxfin Investigation

29. In accordance with its complaint handling obligations pursuant to MFDA Rule 2.11 and MFDA Policy No. 3, Global Maxfin commenced an investigation after receiving a copy of client MA's complaint from the MFDA.

30. At the time client MA's complaint was received in April 2010, the Respondent was no longer an Approved Person with Global Maxfin (she had transferred to Queen Financial on March 15, 2010). Global Maxfin therefore contacted the Respondent at Queen Financial to inform her of the complaint and scheduled a meeting with her on May 26, 2010 at Global Maxfin's office.

31. On May 26, 2010, the Respondent attended the meeting at Global Maxfin's office and denied the allegations in client MA's complaint. During an hour of questioning by Global Maxfin's compliance staff, the Respondent insisted that she had met with clients MA and SA at her office on three occasions and she produced copies of handwritten notes from her client file and claimed that the notes recorded what had occurred during meetings with clients MA and SA on October 3, 16 and 17, 2007 (the "Notes").

32. On the basis of the information and documentation provided by the Respondent, including the Notes, Global Maxfin sent a letter to client MA dated June 16, 2010 denying the allegations in client MA's complaint.

33. On June 22, 2010, client MA reasserted to Global Maxfin that he and his brother SA had never met the Respondent and had never attended a meeting at her office. He informed Global Maxfin that:

i) all correspondence about investment decisions was exchanged exclusively with MRM by e-mail;

ii) all meetings occurred with MRM at his home (and the Respondent was not present at any of the meetings); and

iii) blank client account forms had been presented to him by MRM to be signed.

[1] As of January 21, 2011, amendments to the MFDA Rules were implemented which resulted, among other things, in the renumbering of form MFDA Rule 2.5.3(b)(i) to current MFDA Rule 2.5.5(d)(i).

34. Client MA also provided Global Maxfin with copies of several e-mails from MRM that were received by client MA between September 29, 2007 and October 18, 2007 concerning the implementation of the leveraging strategy that MRM had recommended to client MA. The Respondent was not referenced in or copied on any of the correspondence

35. On the basis of the additional information provided by client MA, Global Maxfin reopened its investigation of client MA's complaint. Global Maxfin contacted additional clients of the Respondent. Three clients informed Global Maxfin that MRM had implemented leveraging strategies for them prior to his registration as an Approved Person and indicated that they had met with MRM and not the Respondent when they opened their accounts and implemented the leveraging strategies that MRM recommended.

36. Most of the clients whose accounts had been the subject of the Stealth Advising Arrangement did not respond to Global Maxfin's inquiries about whether they dealt with the Respondent or MRM when opening accounts and receiving investment advice.

37. By letter dated July 27, 2010, Global Maxfin informed client MA that Global Maxfin had concluded that client MA and his brother, client SA had been provided with investment advice by MRM before he became an Approved Person.

The Queen Financial Investigation

38. On May 26, 2010, MFDA Staff informed Queen Financial that the Respondent may have facilitated stealth advising by an unregistered individual.

39. When compliance staff from Queen Financial questioned the Respondent about the MFDA Staff's concerns, she falsely denied that she had participated in a stealth advising arrangement.

The MFDA Investigation

40. On May 26, 2010, MFDA Enforcement Staff sent a request to the Respondent for a response to the allegations in client MA's complaint. At the outset of MFDA Staff's investigation, Global Maxfin provided MFDA Staff with copies of the Notes that the Respondent had provided to Global Maxfin.

41. On June 1, 2010, the Respondent sent a three page response to the MFDA in which she described client MA's allegations as "completely baseless, shocking to me and an attempt to tarnish my image". The Respondent further stated in her letter that she had met with client MA in her office three times to provide him with investment advice and to implement a leveraging strategy in his account. The Respondent also denied that she had ever had a business or commission splitting arrangement with MRM when MRM was not registered. All of the Respondent's assertions were false.

42. During the course of the MFDA's investigation, MFDA Staff learned that in November 2010, the Respondent met with client SA and questioned him as to why client MA was proceeding with his complaint. Client SA informed the Respondent that client MA had no intention of withdrawing his complaint.

43. In response to follow-up inquiries by Global Maxfin, the original three clients who had earlier acknowledged that they had dealt with MRM recanted their statements and denied that they had ever met with an advisor other than the Respondent.

44. On April 14, 2011, at the request of MFDA Staff, the Respondent attended an interview to provide information relevant to the investigation. In response to questioning by MFDA Staff, the Respondent admitted, among other things, that:

i) she had entered into the Stealth Advising Arrangement;

ii) she has never met client MA;

iii) she had never met client MA or SA prior to the time she allowed account opening documents and trading in their accounts to be processed under her representative code in October 2007;

iv) she provided false information to the compliance staff at Global Maxfin and Queen Financial in response to their questions about her conduct;

v) she prepared the Notes that she had produced to Global Maxfin describing three meetings between her and clients MA and SA in October 2007, however, the meetings described in the Notes had not in fact occurred; and

vi) the June 1, 2010 written response that she submitted to the MFDA in response to the complaint of MA falsely asserted that she had met with MA and SA in October 2007 and denied MA's allegation that he had never met her.

45. Following the interview with MFDA Staff, in response to an undertaking requested by MFDA Staff during the interview, the Respondent provided Staff with a list of clients for whom she had allowed accounts to be opened and trades to be processed under her representative code under the terms of the Stealth Advising Arrangement. The Respondent also provided copies of cheques that she had sent to MRM in accordance with the Stealth Advising Arrangement.

46. By providing false and misleading information, and omitting to provide other relevant information, to MFDA Staff and to compliance staff at Global Maxfin and Queen Financial, and by creating the Notes of three meetings with clients MA and SA that never actually occurred and providing the Notes to Global Maxfin, the Respondent attempted to frustrate the MFDA's investigation and to interfere with the Members' handling of client MA's complaint, contrary to MFDA Rule 2.1.1 and s. 22. 1 of MFDA By-law No. 1.

47. Since April 14, 2011 when the Respondent attended an interview with MFDA Staff (as referenced in paragraph 44 above), the Respondent has admitted to her misconduct, expressed remorse and cooperated fully with Staff's investigation of her conduct.

48. The Respondent granted Staff access to notices of assessment from the Canada Revenue Agency showing records of her income for the years 2007-2010 and Staff is satisfied that the fine agreed to under the terms of settlement in Part VI below constitutes a substantial proportion of the Respondent's annual income.

V. THE RESPONDENT'S REPRESENTATIONS

49. The Respondent states that in May 2010, MRM contacted her after MA's complaints were submitted to the OSC and the MFDA and:

i) told her that if she admitted to the conduct alleged by MA, she would lose her license;

ii) counseled her to prepare the Notes to persuade compliance staff and investigators that she had met with MA and SA in October 2007; and

iii) drafted substantial portions of the written response to the MFDA that she submitted on June 1, 2010 in an attempt to discredit MA and deny his allegations.

50. The Respondent states that:

i) she panicked when she learned about MA's complaint;

ii) her anxiety was increased as a result of MRM's warning to her in May 2010 that MA's complaint would likely result in the loss of her career and livelihood;

iii) she impulsively accepted MRM's advice to falsely deny the allegations in MA's complaint and to create the Notes to corroborate her falsely stated position;

iv) in retrospect, she deeply regrets the way in which she responded to the complaint.

VI. CONTRAVENTIONS

51. The Respondent admits that between September 2007 and February 2008, she allowed MRM, an unregistered individual, to:

i) open new accounts at the Member for 18 individuals with whom the Respondent never met;

ii) recommend and implement leveraging strategies for these clients; and

iii) recommend and process trades in the accounts of these clients using the Respondent's representative code;

thereby:

a) facilitating stealth advising by MRM, contrary to MFDA Rules 1.1.1(c) and 2.1.1;

b) failing to ensure that she (the Respondent) performed the necessary due diligence to learn the essential facts relative to the clients and failing to ensure that the investments and the leveraging strategies were suitable and appropriate for the clients, contrary to MFDA Rules 2.2.1 and 2.1.1; and

c) failing in her (the Respondent's) capacity as a branch manger to ensure that business conducted at the branch was in compliance with MFDA By-laws, Rules and applicable legislation, contrary to MFDA Rules 2.5.3(b)(i)[2] and 2.1.1.

52. The Respondent admits that between May 26, 2010 and April 14, 2011, in response to a complaint by client MA, in respect of whom the Respondent was identified as the Approved Person responsible for servicing client MA's accounts, the Respondent made false and misleading statements and omitted to provide other relevant information during the course of investigations by two Members and by MFDA Staff:

(a) in a written statement to MFDA Staff, dated June 3, 2010;

(b) in oral statements to compliance staff at two Members; and

(c) by preparing notes of three meetings with client MA in October 2007 which had not in fact occurred;

contrary to MFDA Rule 2.1.1 and s. 22.1 of MFDA By-law No. 1.

VII. TERMS OF SETTLEMENT

53. The Respondent agrees to the following terms of settlement:

(a) the authority of the Respondent to conduct securities related business while in the employ of, or associated with, any Member of the MFDA shall be suspended for a period of 1 year from the date that this Settlement Agreement is accepted by a Hearing Panel;

(b) the Respondent shall be permanently prohibited from being registered or acting as a Branch Manager, Compliance Officer or in any other supervisory capacity for a Member of the MFDA;

(c) the Respondent shall pay a fine in the amount of $20,000;

(d) the Respondent shall pay the costs of this proceeding in the amount of $2,500;

(e) the fine and the costs shall be payable in accordance with the following terms:

i. $7,500 of the fine and $2,500 in costs shall be payable immediately upon acceptance of the Settlement Agreement; and

ii. the remaining $12,500 of the fine shall be paid in 5 installments of $2,500 payable by cheques post-dated to the following dates: April 1, 2012, June 1, 2012, August 1, 2012, October 1, 2012 and December 1, 2012;

(f) The Respondent agrees that if she fails to pay all or part of the fine installments on the dates when the installments are due in accordance with sub-paragraph 53(e) above, then automatically and without further notice, and without Staff having to again appear before a Hearing Panel or commence any further proceeding, the Respondent's suspension from conducting securities related business while in the employ of, or associated with, any Member of the MFDA shall be extended by the total number of days that any installment payments remained in arrears;

(g) Prior to conducting securities related business while in the employ of or associated with a Member of the MFDA following the one year suspension set out in sub-paragraph 53(a) above, the Respondent shall write or rewrite and pass the Conduct and Practices Handbook course offered by the Canadian Securities Institute or another course approved by the MFDA that includes content concerning business ethics and procedure;

(h) In accordance with s. 24.4.2(b), the Respondent agrees that if she conducts securities related business while in the employ or associated with a Member of the MFDA in the future, she will comply with all MFDA By-laws, Rules and Policies, and all applicable securities legislation and regulations made thereunder and she will not

[2] On January 21, 2011, amendments to the numbering and wording of certain MFDA Rules came into effect as a consequence of which, former MFDA Rule 2.5.3 is now amended and incorporated into Rule 2.5.5.

facilitate trading by unregistered individuals or submit false or misleading information or documents to any securities regulator including a securities commission or the MFDA or to any Member of the MFDA or employees or agents of a Member.

(i) the Respondent will attend in person, on the date set for the Settlement Hearing.

VIII. STAFF COMMITMENT

54. If this Settlement Agreement is accepted by the Hearing Panel, Staff will not initiate any proceeding under the By-laws of the MFDA against the Respondent in respect of the facts set out in Part IV and the contraventions described in Part VI of this Settlement Agreement, subject to the provisions of Part X below. Nothing in this Settlement Agreement precludes Staff from investigating or initiating proceedings in respect of any contraventions that are not set out in Part VI of this Settlement Agreement or in respect of conduct that occurred outside the specified date ranges of the facts and contraventions set out in Parts IV and VI, whether known or unknown at the time of settlement. Furthermore, nothing in this Settlement Agreement shall relieve the Respondent from fulfilling any continuing regulatory obligations.

IX. PROCEDURE FOR APPROVAL OF SETTLEMENT

55. Acceptance of this Settlement Agreement shall be sought at a hearing of the Central Regional Council of the MFDA on a date agreed to by counsel for Staff and the Respondent.

56. Staff and the Respondent may refer to any part, or all, of the Settlement Agreement at the settlement hearing. Staff and the Respondent also agree that if this Settlement Agreement is accepted by the Hearing Panel, it will constitute the entirety of the evidence to be submitted respecting the Respondent in this matter, and the Respondent agrees to waive her rights to a full hearing, a review hearing before the Board of Directors of the MFDA or any securities commission with jurisdiction in the matter under its enabling legislation, or a judicial review or appeal of the matter before any court of competent jurisdiction.

57. Staff and the Respondent agree that if this Settlement Agreement is accepted by the Hearing Panel, then the Respondent shall be deemed to have been penalized by the Hearing Panel pursuant to s. 24.1.2 of By-law No. 1 for the purpose of giving notice to the public thereof in accordance with s. 24.5 of By-law No. 1.

58. Staff and the Respondent agree that if this Settlement Agreement is accepted by the Hearing Panel, neither Staff nor the Respondent will make any public statement inconsistent with this Settlement Agreement. Nothing in this section is intended to restrict the Respondent from making full answer and defence to any civil or other proceedings against her.

X. FAILURE TO HONOUR SETTLEMENT AGREEMENT

59. If this Settlement Agreement is accepted by the Hearing Panel and, at any subsequent time, the Respondent fails to honour any of the Terms of Settlement set out herein, Staff reserves the right to bring proceedings under section 24.3 of the By-laws of the MFDA against the Respondent based on, but not limited to, the facts set out in Part IV of the Settlement Agreement, as well as the breach of the Settlement Agreement. If such additional enforcement action is taken, the Respondent agrees that the proceeding(s) may be heard and determined by a hearing panel comprised of all or some of the same members of the hearing panel that accepted the Settlement Agreement, if available.

XI. NON-ACCEPTANCE OF SETTLEMENT AGREEMENT

60. If, for any reason whatsoever, this Settlement Agreement is not accepted by the Hearing Panel or an Order in the form attached as Schedule “A” is not made by the Hearing Panel, each of Staff and the Respondent will be entitled to any available proceedings, remedies and challenges, including proceeding to a disciplinary hearing pursuant to sections 20 and 24 of Bylaw No. 1, unaffected by this Settlement Agreement or the settlement negotiations.

61. Whether or not this Settlement Agreement is accepted by the Hearing Panel, the Respondent agrees that she will not, in any proceeding, refer to or rely upon this Settlement Agreement or the negotiation or process of approval of this Settlement Agreement as the basis for any allegation against the MFDA of lack of jurisdiction, bias, appearance of bias, unfairness, or any other remedy or challenge that may otherwise be available.

XII. DISCLOSURE OF AGREEMENT

62. The terms of this Settlement Agreement will be treated as confidential by the parties hereto until accepted by the Hearing Panel, and forever if, for any reason whatsoever, this Settlement Agreement is not accepted by the Hearing Panel, except with the written consent of both the Respondent and Staff or as may be required by law.

63. Any obligations of confidentiality shall terminate upon acceptance of this Settlement Agreement by the Hearing Panel.

XIII. EXECUTION OF SETTLEMENT AGREEMENT

64. This Settlement Agreement may be signed in one or more counterparts which together shall constitute a binding agreement

65. A facsimile copy of any signature shall be effective as an original signature.

Dated: February 15, 2012.

"Dorothy Hagel"
Witness- Signature

Dorothy Hagel
Witness – Print Name

"Anu Bala Jain"
Anu Bala Jain

"Mark Gordon"
Staff of the MFDA
Per: Mark Gordon
Executive Vice-President

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Chapter 4

Cease Trading Orders

4.1.1 Temporary, Permanent & Rescinding Issuer Cease Trading Orders

Company Name	Date of Temporary Order	Date of Hearing	Date of Permanent Order	Date of Lapse/Revoke
Lake Louise Inn Limited Partnership	28 Jul 06	08 Aug 06		20 Aug 13
Meritus Minerals Ltd.	15 Aug 13	27 Aug 13	27 Aug 13	
Oremex Gold Inc.	14 Aug 13	26 Aug 13	26 Aug 13	
Sierra Madre Developments Inc.	14 Aug 13	26 Aug 13		28 Aug 13
Starfield Resources Inc.	22 Aug 13	03 Sep 13		

4.2.1 Temporary, Permanent & Rescinding Management Cease Trading Orders

Company Name	Date of Order or Temporary Order	Date of Hearing	Date of Permanent Order	Date of Lapse/ Expire	Date of Issuer Temporary Order
Auriga Gold Corp.	01 Aug 13	13 Aug 13	13 Aug 13	27 Aug 13	

4.2.2 Outstanding Management & Insider Cease Trading Orders

Company Name	Date of Order or Temporary Order	Date of Hearing	Date of Permanent Order	Date of Lapse/ Expire	Date of Issuer Temporary Order
Majescor Resources Inc.	15 Jul 13	26 Jul 13	26 Jul 13		

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Chapter 5

Rules and Policies

5.1.1 Amendments to NI 13-101 System for Electronic Document Analysis and Retrieval (SEDAR), NI 31-102 National Registration Database, NI 55-102 System for Electronic Disclosure by Insiders (SEDI) and OSC Rule 31-509 National Registration Database (Commodity Futures Act)

AMENDMENTS TO NATIONAL INSTRUMENT 13-101
SYSTEM FOR ELECTRONIC DOCUMENT ANALYSIS AND RETRIEVAL (SEDAR)

1. National Instrument 13-101 System for Electronic Document Analysis and Retrieval (SEDAR) is amended by this Instrument.

2. Section 1.1 is amended by, in the definition of "SEDAR filing service contractor***", replacing "***CDS INC.***" with "***the Alberta Securities Commission***".***

3. This Instrument comes into force on October 12, 2013.

AMENDMENTS TO NATIONAL INSTRUMENT 31-102
NATIONAL REGISTRATION DATABASE

1. National Instrument 31-102 National Registration Database is amended by this Instrument.

2. Section 1.1 is amended by, in the definition of "NRD administrator***", replacing "***CDS INC.***" with "***the Alberta Securities Commission***".***

3. Paragraph 4.5(e) is amended by replacing "pays the following fees by submitting a cheque, payable to CDS INC. in Canadian funds, to the firm's principal regulator within 14 days of the date the payment is due***" with "***pays the following fees within 14 days of the date the payment is due by submitting a cheque, payable to the Ontario Securities Commission in Canadian currency, to CSA Service Desk, Attn: NRD Administrator, 12 Millennium Blvd, Suite 210, Moncton, NB E1C 0M3***"."***

4. This Instrument comes into force on October 12, 2013.

AMENDMENTS TO NATIONAL INSTRUMENT 55-102
SYSTEM FOR ELECTRONIC DISCLOSURE BY INSIDERS (SEDI)

1. National Instrument 55-102 System for Electronic Disclosure by Insiders (SEDI) is amended by this Instrument.

2. Section 1.1 is amended by, in the definition of "SEDI operator***", replacing "***CDS INC.***" with "***the Alberta Securities Commission***".***

3. Form 55-102F5 – SEDI User Registration Form is amended by

(a) replacing the section titled "Delivery of Signed Copy to SEDI Operator" with the following:

Delivery of Signed Copy to SEDI Operator

Before you may make a valid SEDI filing, you must deliver a manually signed paper copy of the completed user registration form to the SEDI operator for verification purposes. To satisfy this requirement, you may print a copy of the online user registration form once you have certified and submitted it. You must deliver a manually signed and dated copy of the completed user registration form via prepaid mail, personal delivery or facsimile to the SEDI operator at the following address or fax number, as applicable:

CSA Service Desk
Attn: SEDI Operator
12 Millennium Blvd, Suite 210
Moncton, NB E1C 0M3

or at such other address(es) or fax number(s) as may be provided on the SEDI web site (www.sedi.ca).

(b) replacing the section titled "Questions" with the following:

Questions

Questions may be directed to the CSA Service Desk at 1-800-219-5381 or such other number as may be provided on the SEDI web site.

(c) in the section titled "Notice – Collection and Use of Personal Information",

(i) replacing "CDS INC. (the SEDI operator) is retained by CDS INC.***" with "***the SEDI operator is retained by the SEDI operator***"; and***

(ii) replacing "the CDS SEDI Administrator***" with "***the SEDI operator***";***

(d) replacing the first paragraph in the section titled "SEDI User Registration Form" with the following:

Note: Before an individual registering as a SEDI user may make a valid SEDI filing, the registering individual must deliver a manually signed paper copy of the completed user registration form to the SEDI operator for verification purposes. The registering individual may print a copy of the online version using the "Print" function provided for this purpose in SEDI. The signed paper copy must be delivered by prepaid mail, personal delivery or facsimile to:

CSA Service Desk
Attn: SEDI Operator
12 Millennium Blvd, Suite 210
Moncton, NB E1C 0M3

(e) replacing, in the section titled " SEDI User Registration Form", the portion titled "Section 3 – Certification of SEDI User" with the following:

Section 3 Certification of SEDI User

I certify that the foregoing information is true in all material respects. I agree to update the information submitted on this form in SEDI as soon as practicable following any material change in the information. I agree that an executed copy of Form 55-102F5, if delivered to the SEDI operator by facsimile, shall have the same effect as an originally executed copy delivered to the SEDI operator.

4. This Instrument comes into force on October 12, 2013.

AMENDMENTS TO ONTARIO SECURITIES COMMISSION RULE 31-509
NATIONAL REGISTRATION DATABASE (COMMODITY FUTURES ACT)

1. Ontario Securities Commission Rule 31-509 National Registration Database (Commodity Futures Act) is amended by this Instrument.

2. Section 1.1 is amended by, in the definition of "NRD administrator***", replacing "***CDS INC.***" with "***the Alberta Securities Commission***".***

3. Paragraph 4.5(e) is amended by replacing "pays the following fees by submitting a cheque, payable to CDS INC. in Canadian funds, to the firm's principal regulator within 14 days of the date the payment is due***" with "***pays the following fees within 14 days of the date the payment is due by submitting a cheque, payable to the Ontario Securities Commission in Canadian currency, to CSA Service Desk, Attn: NRD Administrator, 12 Millennium Blvd, Suite 210, Moncton, NB E1C 0M3***"."***

4. This Instrument comes into force on October 12, 2013.

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 SecuritiesSource (see www.carswell.com).

This chapter contains a weekly summary of insider transactions of Ontario reporting issuers in the System for Electronic Disclosure by Insiders (SEDI). The weekly summary contains insider transactions reported during the seven days ending Sunday at 11:59 pm.

To obtain Insider Reporting information, please visit the SEDI website (www.sedi.ca).

Chapter 8

Notice of Exempt Financings

REPORTS OF TRADES SUBMITTED ON FORMS 45-16F1 AND 45-501F1

Transaction Date	No of Purchasers	Issuer/Security	Total Purchase Price ($)	No of Securities Distributed
07/22/2013	2	Accutrac Capital Solutions Inc. - Preferred Shares	1,500,000.00	1,500.00
07/31/2013	54	ACM Commercial Mortgage Fund - Units	3,236,997.47	28,961.24
07/29/2013	2	Agios Pharmaceuticals, Inc. - Common Shares	184,698.00	10,000.00
12/04/2012 to 02/28/2013	2	Altrinsic Global Equity Fund - Units	62,720,865.59	N/A
07/19/2013	9	Archer Petroleum Corp. - Units	1,000,200.00	2,000,400.00
07/29/2013	38	ARIANNE PHOSPHATE INC. - Flow-Through Shares	3,552,800.00	624,000.00
07/31/2013	15	Ascot Resources Ltd. - Flow-Through Units	974,250.00	1,299,000.00
07/31/2013	11	Ascot Resources Ltd. - Non-Flow Through Units	390,199.60	557,428.00
07/25/2013	13	Ashburton Ventures Inc. - Common Shares	247,500.00	13.00
08/07/2013	2	Athlon Energy Inc. - Common Shares	468,720.00	22,500.00
07/11/2013	5	Barclays Bank Plc. - Notes	650,000.00	5.00
08/21/2013	10	Big North Graphite Corp - Units	450,000.00	9,000,000.00
07/31/2013	59	Blacksteel Energy Inc. - Common Shares	758,333.25	513,433.00
06/28/2013	2	Bristol Gate US Dividend Growth Fund LP - Limited Partnership Units	4,500,000.00	24,958.93
07/25/2013	20	Callinex Mines Inc. - Common Shares	1,356,000.00	9,040,000.00
07/04/2013	36	Calyx Bio-Ventures Inc. - Units	784,500.00	36.00
08/09/2013	2	Canada Fluorspar Inc. - Flow-Through Shares	286,999.94	1,510,526.00
07/17/2013	1	Carlisle Goldfields Limited - Common Shares	2,000,000.00	10,000,000.00
07/31/2013	174	Centurion Apartment Real Estate Investment Trust - Units	43,493,113.86	3,730,112,672.00
07/25/2013 to 08/01/2013	4	Champion Iron Mines Limited - Common Shares	3,577,988.00	1,000,000.00
07/23/2013	3	Chassix, Inc. - Notes	2,071,104.00	2,010.00
08/09/2013	20	CO2 Solutions Inc. - Warrants	1,200,000.00	1,200,000.00
07/15/2013	5	Colombia Crest Gold Corp. - Units	146,000.00	5.00
08/08/2013	28	CONTACT EXPLORATION INC. - Common Shares	6,486,500.16	14,009,616.00
07/31/2013	2	Corsa Coal Corp. - Exchangeable Shares	31,003,800.00	316,968,261.00

Transaction Date	No of Purchasers	Issuer/Security	Total Purchase Price ($)	No of Securities Distributed
07/26/2013	5	Crailar Technologies Inc. - Debentures	3,535,000.00	N/A
08/08/2013	8	Credit Suisse AG - Notes	28,325,000.00	27,500.00
07/31/2013	5	Darnley Bay Resources Limited - Units	165,000.00	3,300,000.00
07/18/2013	11	Defiance Silver Corp. - Units	215,000.00	11.00
07/25/2013	7	Domainer Inc. - Common Shares	500,000.00	7.00
07/30/2013	13	Elm Tree Minerals Inc. - Units	115,000.00	1,150,000.00
07/31/2013	5	Enwave Energy Corporation - Notes	120,000,000.00	120,000.00
07/31/2013	26	Equicapita Income L.P. - Units	457.30	457,298.00
07/30/2013	29	Equigenesis 2013 Preferred Investment LP - Units	16,010,125.00	487.00
07/31/2013	26	Equitycapita Income Trust - Units	762,164.00	7,621,640.00
07/31/2013	10	Fairmont Resources Inc - Common Shares	1,000.00	25,000.00
07/11/2013 to 07/25/2013	18	FinancialSharp Inc. - Preferred Shares	2,037,105.91	18.00
07/30/2013	1	Fir Tree Real Estate Fund III (Cayman-CE, Ltd. - Common Shares	66,904,500.00	6,500.00
08/01/2013	132	Firm Capital Property Trust - Units	888,917.00	1,250,768.00
08/02/2013	41	Ford Credit Canada Limited - Notes	500,000,000.00	500,000.00
07/01/2012 to 06/30/2013	30	FTIF Franklin European Small-Mid Cap Growth Fund - Units	28,579,679.79	N/A
07/01/2012 to 06/30/2013	3	FTIF Franklin Global Real Estate Fund - Units	70,325,097.79	N/A
07/01/2012 to 06/30/2013	30	FTIF Franklin Mutual European Fund - Units	99,056,961.87	N/A
07/01/2012 to 06/30/2013	33	FTIF Franklin Templeton Japan Fund - Units	54,393,444.90	N/A
07/01/2012 to 06/30/2013	30	FTIF Templeton Latin America Fund - Units	18,489,919.44	N/A
07/18/2013	1	Fuel Transfer Technologies Inc. - Options	0.00	30,000.00
07/30/2013 to 08/09/2013	8	Fuse Powered Inc. - Preferred Shares	2,299,995.62	1,040,722.00
07/15/2013	1	General Atlantic Partners 93, L.P. - Notes	104,130,000.00	1.00
07/15/2013	1	General Atlantic Partners (Bermuda) III, L.P. - Notes	104,130,000.00	1.00
07/31/2013	18	Georgian Partners Growth Fund II, LP - Limited Partnership Units	26,091,498.00	26,091,498.00
07/10/2013	1	Global Cobalt Corporation - Common Shares	40,573.06	368,845.00
06/20/2013	21	Global SealFarms Corporation - N/A	1,980,096.93	21.00

Transaction Date	No of Purchasers	Issuer/Security	Total Purchase Price ($)	No of Securities Distributed
06/28/2013	1	GMO Credit Opportunities Fund L.P. - Units	12,500,000.00	N/A
04/02/2013 to 06/05/2013	1	GMO Developed World Equity Investment Fund PLC - Units	2,826,567.77	90,090.65
04/05/2013 to 04/28/2013	1	GMO International Intrinsic Value Fund- II - Units	542,790.00	24,226.95
04/01/2013	1	GMO International Opportunities Equity Allocation Fund- III - Units	348,428.38	23,000.35
06/28/2013	1	GMO Mean Reversion Fund CMR Offshore B - Units	237,500,000.00	N/A
07/03/2013 to 07/04/2013	34	Grafoid Inc. - Common Shares	3,852,860.00	34.00
05/31/2013	109	Harbour First Mortgage Investment Trust - Trust Units	1,918,000.00	19,180.00
07/31/2013	9	Harte Gold Corp. - Units	660,000.00	1,985,000.00
08/06/2013	1	Healthcare Technology Intermediate, Inc. - Notes	5,189,500.00	1.00
07/26/2013	3	Horizon Justice Sorel-Tracy L.P./Horizon Justice Sorel-Tracy, S.E.C. - Bonds	82,187,199.00	821,871.99
12/03/2012	3	HSBC Bank PLC - Certificates	297,757.50	2,900.00
07/30/2013	90	ICM VI Realty Trust - Units	2,649,590.00	264,959.00
08/01/2013	3	International Business Machines Corporation - Notes	13,347,100.00	12,958.00
07/30/2013	8	Jourdan Resources Inc. - Flow-Through Units	102,500.00	1,550,000.00
08/01/2013	1	Keepel REIT - Units	840,480.00	816,000.00
07/29/2013	8	KENNADY DIAMONDS INC. - Common Shares	326,190.00	13,300.00
07/31/2013	1	Kingwest Avenue Portfolio - Units	250,000.00	7,436.34
07/31/2013	1	Kingwest Canadian Equity Portfolio - Units	7,092.40	547.99
07/15/2013	1	Kingwest High Income Fund - Units	345,000.00	57,778.30
07/31/2013	2	Kingwest High Income Fund - Units	320,000.00	5,770.67
07/31/2013	2	Kingwest US Equity Portfolio - Units	6,957.60	359.69
07/17/2013 to 07/25/2013	0	Klondex Mines Ltd. - Warrants	0.00	0.00
07/24/2013	25	Las Vegas from Home.com Entertainment Inc. - Units	633,500.00	12,670,000.00
07/31/2013	19	LEGEND POWER SYSTEMS INC. - Common Shares	198,090.00	6,603,000.00
07/31/2013	11	Let's Fly Limited Partnership - Units	1,815,000.00	1,650.00
08/09/2013	1	Living Forest One Limited Partnership - Notes	15,000.00	15.00
07/31/2013	44	LoneStar West Inc. - Common Shares	10,140,000.00	3,900,000.00
08/02/2013	11	MAWSON RESOURCES LIMITED - Units	2,569,387.75	5,710,417.00

Transaction Date	No of Purchasers	Issuer/Security	Total Purchase Price ($)	No of Securities Distributed
05/31/2013	11	Mitomics Inc. - Warrants	399,752.00	11.00
07/29/2013 to 08/01/2013	3	MOVE Trust BYN Trust Company of Canada as trustee - Notes	12,734,962.50	3.00
07/25/2013	5	National Australia Bank Limited - Notes	26,208,297.53	N/A
05/27/2013 to 06/05/2013	17	Newport Balanced Fund - Trust Units	536,177.29	4,867.02
05/27/2013 to 06/05/2013	5	Newport Fixed Income Fund - Trust Units	426,517.71	3,785.71
05/27/2013 to 06/05/2013	19	Newport Global Equity Fund - Trust Units	805,180.38	11,008.60
05/27/2013 to 06/05/2013	10	Newport North American Equity Fund - Trust Units	510,005.07	3,028.78
05/27/2013 to 06/05/2013	20	Newport Strategic Yield Fund - Trust Units	1,114,387.26	88,066.00
05/27/2013 to 06/05/2013	19	Newport Yield Fund - Trust Units	1,184,498.96	8,404.49
07/30/2013	2	Nichromet Extraction Inc. - Common Shares	988,951.00	9,889,510.00
07/30/2013	127	NOVA Chemicals Corporation - Notes	514,650,000.00	500,000.00
07/17/2013	1	Open Access Limited - Units	200,000.00	N/A
07/29/2013	5	Pacific Wildcat Resources Corp. - Common Shares	129,449.95	1,849,285.00
07/19/2013	1	Parta Dialogue Inc. - Common Shares	30,000.00	1,500,000.00
07/31/2013	7	Parta Dialogue Inc. - Units	391,000.00	7,820,000.00
05/22/2013 to 05/31/2013	33	Phoenix Capital Fund - US - Trust Units	612,525.00	N/A
07/17/2013 to 07/19/2013	11	Phoenix Capital Fund - US - Trust Units	126,720.00	N/A
08/09/2013	2	Playa Resorts Holdings B.V. - Notes	3,104,400.00	3,000.00
08/07/2013	1	Polar Wireless Corporation - Common Shares	1,500,000.00	14,631,291.00
07/26/2013	3	Potentia Solar Inc. - Common Shares	25,731,414.00	21,899,073.00
07/31/2013	12	PrivIT Inc. - Units	1,850,000.00	2,917,975.00
07/15/2013	1	PUC Distribution Inc. - Debentures	5,000,000.00	1.00
07/23/2013	4	Pulis Wealth Management LP I - Limited Partnership Units	577,000.00	577.00
07/19/2013	1	QUANTUM LEAP MORTGAGE INVESTMENTS FUND - Units	20,000.00	2,000.00
07/25/2013	88	Quest Rare Minerals Ltd. - Common Shares	2,741,948.00	5,583,360.00
07/25/2013	88	Quest Rare Minerals Ltd. - Common Shares	2,741,948.00	5,583,360.00

Transaction Date	No of Purchasers	Issuer/Security	Total Purchase Price ($)	No of Securities Distributed
07/30/2013	15	REDLINE COMMUNICATIONS GROUP INC. - Units	10,152,198.00	1,769,083.00
07/26/2013 to 07/30/2013	20	Redstone Capital Corporation - Bonds	636,900.00	N/A
07/24/2013 to 08/01/2013	2	Refresh Capital Corp. - Debentures	330,000.00	2.00
04/25/2013	7	Regi U.S. Inc. - Units	84,610.20	7.00
07/31/2013	14	Renewable Energy Developers Inc. - Common Shares	7,879,485.60	7,504,272.00
07/31/2013	29	RESAAS Services Inc. - Units	819,090.00	744,600.00
07/04/2013	3	ROI Capital - Units	420,100.00	0.00
06/26/2013	2	ROI CAPITAL - Units	1,282,256.10	2.00
07/04/2013	2	ROI CAPITAL - Units	24,427.29	0.00
07/30/2013	2	ROI Capital / Argus Hospitality Group Ltd. - Limited Partnership Interest	1,949,860.44	1,949,860.44
07/31/2013	2	ROI Capital / Castlepoint Studio Partners Limited - Limited Partnership Interest	24,307.40	24,307.40
07/11/2013	2	ROI Capital/2154197 Ontario Inc. & Benjamin Hospitality Inc. - Limited Partnership Units	434,077.00	434,077.00
07/25/2013	3	ROI Capital/Newmarket Golden Space Inc. & Newmarket Gorham LP - Limited Partnership Units	1,806,220.00	1,806,220.00
07/18/2013	9	Sage Gold Inc. - Common Shares	66,000.00	13.00
08/13/2013	1	Sage Gold Inc. - Common Shares	16,667.00	333,340.00
07/30/2013 to 08/01/2013	7	Saguaro Resources Ltd. - Common Shares	25,900,738.60	11,773,063.00
07/30/2013 to 08/02/2013	34	SHIELD GOLD INC. - Units	479,500.00	17,030,000.00
07/26/2013	5	Shoreline Energy Corp. - Flow-Through Shares	2,588,788.00	647,197.00
07/25/2013	2	Silver Eagle Acquisition Corp. - Units	27,764,100.00	30,000,000.00
08/01/2013	46	SKYLINE COMMERICAL REAL ESTATE INVESTMENT TRUST - Trust Units	3,799,140.00	379,914,000.00
08/08/2013	71	Sobeys Inc. - Notes	499,795,030.00	126.00
08/08/2013	55	Sobeys Inc. - Notes	500,000,000.00	55.00
07/22/2013	23	Southeast Asia Mining Corp. - Common Shares	50,161.00	143,306.00
07/26/2013	8	Sparta Capital Ltd. - Units	202,181.00	3,991,620.00
08/06/2013	2	Sprouts Farmers Market, Inc. - Common Shares	374,400.00	20,000.00
07/30/2013	63	Sprylogics International Corp. - Receipts	6,078,936.00	15,197,340.00
06/01/2013	2	Stacey Muirhead RSP Fund - Trust Units	42,500.00	4,418.48

Transaction Date	No of Purchasers	Issuer/Security	Total Purchase Price ($)	No of Securities Distributed
08/01/2013	1	STACEY MUIRHEAD RSP FUND - Trust Units	8,500.00	908,275.00
08/14/2013	25	Steel Country Tubular Oilfields Inc. - Common Shares	3,915,000.00	3,915,000.00
07/29/2013	1	TauRx Pharmaceuticals Ltd. - Common Shares	340,458.85	7,369.00
07/29/2013	1	TauRx Pharmaceuticals Ltd. - Common Shares	340,458.85	7,369.00
04/01/2013	6	The Presbyterian Church in Canada - Units	1,454,706.00	141.24
07/29/2013	1	TimePlay Inc. - Common Shares	260,000.00	5,200,000.00
08/06/2013	1	TORC OIL & GAS LTD. - Receipts	170,031,000.00	108,300,000.00
05/16/2013 to 05/17/2013	3	Trez Capital Prime Trust - Trust Units	171,000.00	17,100.00
06/24/2013 to 06/28/2013	5	Trez Capital Prime Trust - Trust Units	388,400.00	38,840.00
06/03/2013	2	Trez Capital Prime Trust - Trust Units	61,000.00	6,100.00
06/17/2013 to 06/26/2013	6	Trez Capital Yield Trust - Trust Units	624,500.00	62,450.00
06/03/2013 to 06/13/2013	4	Trez Capital Yield Trust - Trust Units	1,342,600.00	134,260.00
05/21/2013 to 05/31/2013	6	Trez Capital Yield Trust - Trust Units	214,000.00	21,400.00
05/10/2013 to 05/17/2013	6	Trez Capital Yield Trust - Trust Units	209,875.00	20,987.50
04/12/2013 to 04/18/2013	3	Trez Capital Yield Trust - Trust Units	392,000.00	39,200.00
06/18/2013 to 06/27/2013	5	Trez Capital Yield Trust US - Trust Units	266,228.50	25,500.00
05/13/2013 to 05/16/2013	8	Trez Capital Yield Trust US - Trust Units	379,721.11	37,451.65
07/24/2013	5	Trueclaim Exploration Inc. - Units	276,000.00	4,600,000.00
08/02/2013	1	Ubiquity University - Common Shares	50,000.00	388,400.00
12/04/2012	9	UBS AG, London Branch - Certificates	2,650,000.00	2,650.00
03/13/2012	5	UBS AG, London Branch - Certificates	1,473,000.00	14,730.00
07/17/2013	1	UBS AG, Zurich - Certificates	224,221.17	1.00
07/30/2013	3	Uranium Energy Corp. - Common Shares	7,606,732.53	407,239.00
07/31/2013	1	ValuAct Co-Invest International L.P. - Limited Partnership Interest	108,150,000.00	N/A
07/23/2013 to 07/31/2013	81	Venturion Oil Limited - Common Shares	40,449,999.60	36,757,692.00
07/22/2013	1	Verastem, Inc. - Common Shares	310,110.00	20,000.00

Transaction Date	No of Purchasers	Issuer/Security	Total Purchase Price ($)	No of Securities Distributed
07/05/2013	8	Virgin Metals Inc. - Warrants	479,583.00	8.00
07/18/2013	10	Walton CA Highland Ridge Investment Corporation - Common Shares	191,400.00	10.00
08/08/2013	14	Walton CA Highland Ridge Investment Corporation - Common Shares	581,420.00	58,142.00
08/02/2013	16	Walton CA Highland Ridge Investment Corporation - Common Shares	402,100.00	40,210.00
07/18/2013	9	Walton CA Highland Ridge LP - Units	503,807.04	8.00
07/18/2013	32	Walton FLA Ridgewood Lakes Investment Corporation - Common Shares	615,760.00	32.00
08/08/2013	26	Walton FLA Ridgewood Lakes Investment Corporation - Common Shares	634,990.00	63,499.00
08/02/2013	33	Walton FLA Ridgewood Lakes Investment Corporation - Common Shares	607,630.00	62,764.00
07/18/2013	20	Walton FLA Ridgewood Lakes LP - Units	1,413,152.74	20.00
08/08/2013	17	Walton FLA Ridgewood Lakes LP - Units	1,275,569.88	122,263.00
08/02/2013	17	Walton FLA Ridgewood Lakes LP - Units	1,090,057.40	105,800.00
08/08/2013	25	Walton Income 7 Investment Corporation - Common Shares	764,000.00	2,500.00
08/01/2013	33	Walton Income 7 Investment Corporation - Common Shares	1,764,000.00	3,300.00
07/18/2013	33	Walton Income 7 Investment Corporation - Bonds	1,864,500.00	33.00
07/18/2013	52	Walton VA Alexander's run Investment Corporation - Common Shares	1,286,790.00	52.00
08/08/2013	29	Walton VA Alexander's Run Investment Corporation - Common Shares	821,860.00	82,186.00
08/02/2013	52	Walton VA Alexander's Run Investment Corporation - Common Shares	1,150,850.00	0.00
08/02/2013	18	Walton VA Alexander's Run LP - Limited Partnership Units	1,853,618.39	181,331.00
07/18/2013	42	Walton VA Alexander's Run LP - Units	3,086,154.13	42.00
08/08/2013	6	Walton VA Alexander's Run LP - Units	1,164,760.99	111,642.00
08/06/2013	4	Wellpoint, Inc. - Notes	35,252,800.00	33,897.00
07/17/2013	13	West Mountain Capital Corp. - Units	785,000.00	13.00
08/01/2013	1	Zara Resources Inc. - Preferred Shares	100,000.00	833,333.33
07/31/2013	1	WV FEEDER II (DAVEX), LP - Limited Partnership Interest	4,266,857.40	4,266,857.40

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Chapter 11

IPOs, New Issues and Secondary Financings

Issuer Name:
Avalon Rare Metals Inc.
Principal Regulator - Ontario
Type and Date:
Preliminary Base Shelf Prospectus dated August 21, 2013
NP 11-202 Receipt dated August 22, 2013
Offering Price and Description:
US$500,000,000.00:
Common Shares
Warrants
Units
Underwriter(s) or Distributor(s):
-
Promoter(s):
-
Project #2099381

Issuer Name:
Canso Select Opportunities Fund
Principal Regulator - Ontario
Type and Date:
Preliminary Long Form Prospectus dated August 26, 2013
NP 11-202 Receipt dated August 26, 2013
Offering Price and Description:
Maximum: $ * - * Class A Units and/or Class F Units
Price: $10.00 per Class A Unit and Class F Unit
Underwriter(s) or Distributor(s):
RBC Dominion Securities Inc.
CIBC World Markets Inc.
Scotia Capital Inc.
GMP Securities L.P.
BMO Nesbitt Burns Inc.
National Bank Financial Inc.
TD Securities Inc.
Canaccord Genuity Corp.
Macquarie Private Wealth Inc.
Raymond James Ltd.
Promoter(s):
Lysander Funds Limited
Project #2101422

Issuer Name:
Fidelity Floating Rate High Income Fund
Principal Regulator - Ontario
Type and Date:
Preliminary Simplified Prospectus dated August 23, 2013
NP 11-202 Receipt dated August 23, 2013
Offering Price and Description:
Series A, Series B, Series F and Series O units
Underwriter(s) or Distributor(s):
-
Promoter(s):
Fidelity Investments Canada ULC
Project #2100476

Issuer Name:
GE Capital Canada Funding Company
Principal Regulator - Ontario
Type and Date:
Preliminary Base Shelf Prospectus dated August 23, 2013
NP 11-202 Receipt dated August 26, 2013
Offering Price and Description:
Cdn. $4,000,000,000.00 - Medium Term Notes (unsecured)
Unconditionally guaranteed as to principal, premium (if any),
interest and certain other amounts by GENERAL ELECTRIC CAPITAL CORPORATION
Underwriter(s) or Distributor(s):
RBC Dominion Securities Inc.
TD Securities Inc.
BMO Nesbitt Burns Inc.
CIBC World Markets Inc.
Scotia Capital Inc.
Promoter(s):
-
Project #2100609

Issuer Name:
Horizons Active Floating Rate Preferred Share ETF
Principal Regulator - Ontario
Type and Date:
Preliminary Long Form Prospectus dated August 20, 2013
NP 11-202 Receipt dated August 21, 2013
Offering Price and Description:
Class E Units and Advisor Class Units
Underwriter(s) or Distributor(s):
-
Promoter(s):
AlphaPro Management Inc.
Project #2098952

Issuer Name:
Horizons BetaPro MSCI Japan Bull Plus ETF
Principal Regulator - Ontario
Type and Date:
Preliminary Long Form Prospectus dated August 16, 2013
NP 11-202 Receipt dated August 20, 2013
Offering Price and Description:
Class A Units
Underwriter(s) or Distributor(s):
-
Promoter(s):
Horizons ETFs Management (Canada) Inc.
Project #2098709

Issuer Name:
Hudson's Bay Company
Principal Regulator - Ontario
Type and Date:
Preliminary Short Form Prospectus dated August 21, 2013
NP 11-202 Receipt dated August 21, 2013
Offering Price and Description:
$275,257,500.00 -16,050,000 Subscription Receipts, each representing the right to receive one Common Share Price: $17.15 per Subscription Receipt
Underwriter(s) or Distributor(s):
RBC DOMINION SECURITIES INC.
CIBC WORLD MARKETS INC.
BMO NESBITTBURNS INC.
MERRILL LYNCH CANADA INC
TD SECURITIES INC.
CANACCORD GENUITY CORP.
SCOTIA CAPITAL INC.
CREDIT SUISSE SECURITIES (CANADA), INC.
NATIONAL BANK FINANCIAL INC.
Promoter(s):
-
Project #2098891

Issuer Name:
IA Clarington Floating Rate Income Fund
Principal Regulator - Quebec
Type and Date:
Preliminary Simplified Prospectus dated August 20, 2013
NP 11-202 Receipt dated August 22, 2013
Offering Price and Description:
Series A, Series E, Series F, Series F6, Series I and Series T6 units
Underwriter(s) or Distributor(s):
-
Promoter(s):
IA Clarington Investments Inc.
Project #2099592

Issuer Name:
Manac Inc.
Principal Regulator - Quebec
Type and Date:
Amended and Restated Preliminary Long Form Prospectus dated August 23, 2013
NP 11-202 Receipt dated August 23, 2013
Offering Price and Description:
$55,000,000.00 - * Subordinate Voting Shares Price: $ * per Subordinate Voting Share
Underwriter(s) or Distributor(s):
NATIONAL BANK FINANCIAL INC.
CIBC WORLD MARKETS INC.
TD SECURITIES INC.
STIFEL NICOLAUS CANADA INC.
DESJARDINS SECURITIES INC.
GMP SECURITIES L.P.
Promoter(s):
-
Project #2097968

Issuer Name:
Merus Labs International Inc.
Principal Regulator - Ontario
Type and Date:
Amended and Restated Preliminary Base Shelf Prospectus dated August 23, 2013
NP 11-202 Receipt dated August 26, 2013
Offering Price and Description:
$80,000,000.00:
Debt Securities
Common Shares
Subscription Receipts
Warrants
Preferred Shares
Units
Underwriter(s) or Distributor(s):
-
Promoter(s):
-
Project #2092339

Issuer Name:
NorthWest Healthcare Properties Real Estate Investment Trust
Principal Regulator - Ontario
Type and Date:
Preliminary Short Form Prospectus dated August 23, 2013
NP 11-202 Receipt dated August 23, 2013
Offering Price and Description:
$35,000,000.00 - 5.25% Convertible Unsecured Subordinated Debentures
Price $1,000 per Debenture
Underwriter(s) or Distributor(s):
RBC DOMINION SECURITIES INC.
BMO NESBITT BURNS INC.
CIBC WORLD MARKETS INC.
NATIONAL BANK FINANCIAL INC.
SCOTIA CAPITAL INC.
GMP SECURITIES L.P.
TD SECURITIES INC.
CANACCORD GENUITY CORP.
DUNDEE SECURITIES LTD.
Promoter(s):
-
Project #2100577

Issuer Name:
Slate U.S. Opportunity (No. 3) Realty Trust
Principal Regulator - Ontario
Type and Date:
Preliminary Long Form Prospectus dated August 23, 2013
NP 11-202 Receipt dated August 23, 2013
Offering Price and Description:
Maximum: U.S.$ * - * Class A Units, Class F Units, Class U Units and/or Class I Units
(Maximum: * Class A Units, Class F Units, Class U Units and/or Class I Units)
Minimum: U.S.$10,000,000 of Class A Units, Class F Units, Class U Units and/or Class I Units
(Minimum 1,000,000 Class A Units, Class F Units, Class U Units and/or Class I Units)
Price: C$10.00 per Class A Unit or Class F Unit and U.S.$10.00 per Class U Unit
Minimum Purchase: 100 Class A Units, Class F Units or Class U Units
Underwriter(s) or Distributor(s):
CIBC WORLD MARKETS INC.
RBC DOMINION SECURITIES INC.
GMP SECURITIES L.P.
BMO NESBITT BURNS INC.
MACQUARIE PRIVATE WEALTH INC.
NATIONAL BANK FINANCIAL INC.
RAYMOND JAMES LTD.
SCOTIA CAPITAL INC.
DUNDEE SECURITIES LTD.
MACKIE RESEARCH CAPITAL CORPORATION
Promoter(s):
SLATE PROPERTIES INC.
Project #2100569

Issuer Name:
Bank of Nova Scotia, The
Principal Regulator - Ontario
Type and Date:
Amended and Restated Base Shelf Prospectus dated August 19, 2013 to the Base Shelf Prospectus dated March 26, 2013
NP 11-202 Receipt dated August 22, 2013
Offering Price and Description:
-
Underwriter(s) or Distributor(s):
SCOTIA CAPITAL INC.
DESJARDINS SECURITIES INC.
Promoter(s):
-
Project #2024295

Issuer Name:
CC&L Core Income and Growth Fund
Principal Regulator - Ontario
Type and Date:
Amendment #2 dated August 15, 2013 to the Simplified Prospectus and Annual Information Form dated June 6, 2013
NP 11-202 Receipt dated August 23, 2013
Offering Price and Description:
Series A Units, Series F Units and Series C Units
Underwriter(s) or Distributor(s):
-
Promoter(s):
Connor, Clark & Lunn Capital Markets Inc.
Project #2062911

Issuer Name:
COUNSEL INCOME MANAGED PORTFOLIO
(Series A, D, E, F and I units)
COUNSEL MANAGED PORTFOLIO
(Series A, B, D, DT, E, EB, ET, F, IT and T units)
Principal Regulator - Ontario
Type and Date:
Amendment #3 dated August 21, 2013 to the Simplified Prospectuses and Annual Information Form dated October 26, 2012
NP 11-202 Receipt dated August 23, 2013
Offering Price and Description:
Series A, B, D, DT, E, EB, ET, F, IT and T units
Underwriter(s) or Distributor(s):
-
Promoter(s):
COUNSEL PORTFOLIO SERVICES INC.
Project #1962195

Issuer Name:
Covington Fund II Inc.
Type and Date:
Final Long Form Prospectus dated August 20, 2013
Receipted on August 22, 2013
Offering Price and Description:
Class A Shares, Series I - Net Asset Value per Share
Underwriter(s) or Distributor(s):
-
Promoter(s):
-
Project #2084341

Issuer Name:
Galileo Growth and Income Fund
Galileo High Income Plus Fund
Principal Regulator - Ontario
Type and Date:
Final Simplified Prospectuses dated August 21, 2013
NP 11-202 Receipt dated August 23, 2013
Offering Price and Description:
Class A and F Units @ Net Asset Value
Underwriter(s) or Distributor(s):
-
Promoter(s):
Galileo Global Equity Advisors Inc.
Project #2084369

Issuer Name:
Heritage Plans
Principal Regulator - Ontario
Type and Date:
Final Long Form Prospectus dated August 22, 2013
NP 11-202 Receipt dated August 23, 2013
Offering Price and Description:
Scholarship Plan Units @ Net Asset Value
Underwriter(s) or Distributor(s):
HERITAGE EDUCATION FUNDS INC.
Promoter(s):
HERITAGE EDUCATION FUNDS INC.
Project #2085126

Issuer Name:
Horizons Seasonal Rotation ETF
Principal Regulator - Ontario
Type and Date:
Final Long Form Prospectus dated August 22, 2013
NP 11-202 Receipt dated August 26, 2013
Offering Price and Description:
Class E units and Advisor Class units @ net asset value
Underwriter(s) or Distributor(s):
-
Promoter(s):
-
Project #2086823

Issuer Name:
Impression Plan
Principal Regulator - Ontario
Type and Date:
Final Long Form Prospectus dated August 22, 2013
NP 11-202 Receipt dated August 23, 2013
Offering Price and Description:
Units @ Net Asset Value
Underwriter(s) or Distributor(s):
-
Promoter(s):
-
Project #2085282

Issuer Name:
Keyera Corp.
Principal Regulator - Alberta
Type and Date:
Final Base Shelf Prospectus dated August 20, 2013
NP 11-202 Receipt dated August 20, 2013
Offering Price and Description:
$2,500,000,000.00
Common Shares
Preferred Shares
Subscription Receipts
Debt Securities
Warrants
Units
Underwriter(s) or Distributor(s):
-
Promoter(s):
-
Project #2096104

Issuer Name:
NexGen Global Equity Registered Fund
(Units of the following series: Regular Front End Load, Regular F Front End Load, High Net
Worth Front End Load, High Net Worth F Front End Load, Ultra High Net Worth Front End Load
and Institutional Front End Load, Deferred Load and Low Load)
NexGen Canadian Preferred Share Registered Fund
(Units of the following series: Regular Front End Load, Regular F Front End Load and
Institutional Front End Load, Deferred Load and Low Load)
NexGen Global Equity Tax Managed Fund
(Shares of the Global Series of: Capital Gains Class, Return of Capital 40 Class, Dividend Tax
Credit 40 Class and Compound Growth Class)
NexGen Canadian Preferred Share Tax Managed Fund
(Shares of the Preferred Series of: Capital Gains Class, Return of Capital Class, Dividend Tax
Credit Class and Compound Growth Class)
Principal Regulator - Ontario
Type and Date:
Final Simplified Prospectuses dated August 19, 2013
NP 11-202 Receipt dated August 21, 2013
Offering Price and Description:
-
Underwriter(s) or Distributor(s):
NexGen Financial Limited Partnership
Promoter(s):
NexGen Financial Limited Partnership
Project #2080619

Issuer Name:
NorthWest International Healthcare Properties Real Estate Investment Trust
Principal Regulator - Ontario
Type and Date:
Final Short Form Prospectus dated August 23, 2013
NP 11-202 Receipt dated August 23, 2013
Offering Price and Description:
$17,500,000.00 - 7.50% Convertible Unsecured Subordinated Debentures
Price: $1,000 per Debenture
Underwriter(s) or Distributor(s):
National Bank Financial Inc.
GMP Securities L.P.
Canaccord Genuity Corp.
Scotia Capital Inc.
Desjardins Securities Inc.
Dundee Securities Ltd.
Macquarie Capital Markets Canada Ltd.
Promoter(s):
-
Project #2095763

Issuer Name:
Pacific & Western Bank of Canada
Principal Regulator - Ontario
Type and Date:
Final Long Form Prospectus dated August 19, 2013
NP 11-202 Receipt dated August 20, 2013
Offering Price and Description:
$10,875,000.00 (1,500,000 Common Shares)
$7.25 per Common Share
Underwriter(s) or Distributor(s):
RBC Dominion Securities Inc.
PI Financial Corp.
Dundee Securities Ltd.
Industrial Alliance Securities Inc.
MGI Securities Inc.
Promoter(s):
-
Project #2082225

Issuer Name:
Series O and Series F Units (unless otherwise indicated):
RBC Private Short-Term Income Pool
RBC Private Canadian Bond Pool
RBC Private Canadian Corporate Bond Pool
RBC Private Global Bond Pool
RBC Private Income Pool (Series O, Series F and Series T units)
RBC Private Canadian Dividend Pool
RBC Private Canadian Growth and Income Equity Pool
RBC Private Canadian Equity Pool
RBC Private Canadian Value Equity Pool
RBC Private O'Shaughnessy Canadian Equity Pool (Series O units only)
RBC Private Canadian Growth Equity Pool (formerly, RBC Private Core Canadian Equity Pool)
RBC Private Canadian Mid-Cap Equity Pool
RBC Private U.S. Equity Pool
RBC Private U.S. Large-Cap Value Equity Pool (formerly, RBC Private U.S. Value Equity Pool)
RBC Private U.S. Large-Cap Value Equity Currency Neutral Pool (formerly, RBC Private U.S. Value Equity Currency Neutral Pool) (Series O units only)
RBC Private O'Shaughnessy U.S. Value Equity Pool (Series O units only)
RBC Private U.S. Growth Equity Pool
RBC Private O'Shaughnessy U.S. Growth Equity Pool (Series O units only)
RBC Private U.S. Large-Cap Core Equity Pool (formerly, RBC Private U.S. Large Cap Equity Pool)
RBC Private U.S. Large-Cap Core Equity Currency Neutral Pool (formerly, RBC Private U.S. Large Cap Equity Currency Neutral Pool) (Series O units only)
RBC Private U.S. Mid-Cap Equity Pool
RBC Private U.S. Small-Cap Equity Pool
RBC Private International Equity Pool
RBC Private EAFE Equity Pool
RBC Private Overseas Equity Pool
RBC Private European Equity Pool
RBC Private Asian Equity Pool
RBC Private Global Dividend Growth Pool
RBC Private World Equity Pool

Principal Regulator - Ontario
Type and Date:
Final Simplified Prospectuses dated August 19, 2013
NP 11-202 Receipt dated August 20, 2013
Offering Price and Description:
Series F, O and T units
Underwriter(s) or Distributor(s):
RBC Global Asset Management Inc.
The Royal Trust Company
Promoter(s):
-
Project #2085195

Issuer Name:
Senior Secured Floating Rate Loan Fund
Principal Regulator - Ontario
Type and Date:
Final Long Form Prospectus dated August 21, 2013
NP 11-202 Receipt dated August 21, 2013
Offering Price and Description:
Maximum: $250,000,000.00 - 25,000,000 Class A Units and/or Class U Units @ $10.00 per Unit
Minimum: $20,000,000.00 - 2,000,000 Class A Units @ $10.00 per Unit
Underwriter(s) or Distributor(s):
CIBC World Markets Inc.
National Bank Financial Inc.
RBC Dominion Securities Inc.
TD Securities Inc.
BMO Nesbitt Burns Inc.
GMP Securities L.P.
Scotia Capital Inc.
Raymond James Ltd.
Canaccord Genuity Corp.
Macquarie Private Wealth Inc.
Desjarndins Securities Inc.
Dundee Securities Ltd.
Manulife Securities Incorporated
Promoter(s):
Propel Capital Corporation
Project #2086993

Chapter 12

Registrations

12.1.1 Registrants

Type	Company	Category of Registration	Effective Date
New Registration	3IQ Corp.	Investment Fund Manager	August 19, 2013
New Registration	Cameron Stephens Securities Ltd.	Exempt Market Dealer	August 21, 2013
New Registration	Allianz Global Investors U.S. LLC	Portfolio Manager	August 22, 2013
New Registration	Gross Securities Corp.	Exempt Market Dealer	August 23, 2013
Voluntary Surrender of Registration	The Clifton Group Investment Management Corporation	Portfolio Manager and Commodity Trading Manager	August 23, 2013
New Registration	PearTree Securities Inc.	Exempt Market Dealer	August 23, 2013
Name Change	From: Connor, Clark & Lunn Capital Markets Inc. To: Aston Hill Capital Markets Inc.	Investment Fund Manager and Portfolio Manager	August 26, 2013

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Chapter 13

SROs, Marketplaces and Clearing Agencies

13.1 SROs

13.1.1 IIROC – Notice of Commission Approval – Amendments Respecting Disclosure Requirements for Research Reports

INVESTMENT INDUSTRY REGULATORY ORGANIZATION OF CANADA

AMENDMENTS RESPECTING DISCLOSURE REQUIREMENTS FOR RESEARCH REPORTS

NOTICE OF COMMISSION APPROVAL

The Ontario Securities Commission approved proposed amendments to the Investment Industry Regulatory Organization of Canada's (IIROC) Dealer Member Rules respecting required disclosures in research reports delivered by electronic means (the amendments). In addition, the British Columbia Securities did not object to, and the Alberta Securities Commission, the Autorité des marches financiers, the Saskatchewan Financial Services Commission, the Manitoba Securities Commission, the Nova Scotia Securities Commission, the New Brunswick Securities Commission and the Financial Services Regulation Division of the Department of Government Services of Newfoundland and Labrador have approved the amendments.

The amendments, effective upon issuance of an IIROC Notice of Approval and Implementation, will create a regulatory framework that facilitates the disclosure of required information through the use of technology.

The amendments were published for comment on December 26, 2012. Two comment letters were received and a summary of the comments and IIROC's response, as well as a copy of the approved amendments can be found at www.osc.gov.on.ca.

13.2 Marketplaces

13.2.1 Chi-X Canada ATS and CX2 Canada ATS – Notice of Commission Approval of Proposed Changes

CHI-X CANADA ATS AND CX2 CANADA ATS
NOTICE OF COMMISSION APPROVAL OF PROPOSED CHANGES

On August 21, 2013, the Commission approved changes proposed by Chi-X Canada ATS Limited, applicable to both Chi-X Canada ATS and CX2 Canada ATS, to introduce the ability for subscribers to enter a limit price on mid-peg orders at a half-tick increment.

A notice requesting feedback on the proposed change was published on the OSC website and in the OSC Bulletin on June 20, 2013 at (2013), 36 OSCB 6388. No comments were received.

Chi-X Canada ATS Limited is expected to publish a notice indicating the intended implementation date of the approved changes.

13.3 Clearing Agencies

13.3.1 OSC Staff Notice of Request for Comment – CDS Introduction of Daily Subscription Fee for IIROC Compliance Reporting – Regulation 800.49

OSC STAFF NOTICE OF REQUEST FOR COMMENT

CDS CLEARING AND DEPOSITORY SERVICES INC. (CDS®)

DAILY SUBSCRIPTION FEE FOR IIROC COMPLIANCE REPORTING – REGULATION 800.49

The Ontario Securities Commission is publishing for public comment the proposed introduction of a subscription fee for a new reporting service: *IIROC Compliance Reporting – Regulation 800.49*. The objective of the IIROC compliance reporting service is to assist IIROC Dealer Members in monitoring their Broker-to-Broker trade matching activities for compliance with IIROC Dealer Member Rule 800.49 and to assist them with managing related trade confirmation exemptions stipulated in IIROC Dealer Member Rule 200.1(h). The public comment period ends on September 28, 2013. A copy of the CDS notice was published on our website at http://www.osc.gov.on.ca.

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