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Chapter 1

Notices / News Releases

1.1 Notices

SCHEDULED OSC HEARINGS

1.1.1 Current Proceedings Before The Ontario Securities Commission

January 18, 2002

CURRENT PROCEEDINGS

BEFORE

ONTARIO SECURITIES COMMISSION

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

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

Telephone: 416- 597-0681 Telecopiers: 416-593-8348

CDS

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Late Mail depository on the 19th Floor until 6:00 p.m.

THE COMMISSIONERS

David A. Brown, Q.C., Chair	—	DAB
Paul M. Moore, Q.C., Vice-Chair	—	PMM
Howard I. Wetston, Q.C., Vice-Chair	—	HIW
Kerry D. Adams, FCA	—	KDA
Derek Brown	—	DB
Robert W. Davis, FCA	—	RWD
Robert W. Korthals	—	RWK
Mary Theresa McLeod	—	MTM
H. Lorne Morphy, Q. C.	—	HLM
R. Stephen Paddon, Q.C.	—	RSP

Date to be announced

Mark Bonham and Bonham & Co. Inc.

s. 127

M. Kennedy in attendance for staff

Panel: TBA

January 8,10,11, 22,25, 31/02
9:30 a.m.

YBM Magnex International Inc., Harry W. Antes, Jacob G. Bogatin, Kenneth E. Davies, Igor Fisherman, Daniel E. Gatti, Frank S. Greenwald, R. Owen Mitchell, David R. Peterson, Michael D. Schmidt, Lawrence D. Wilder, Griffiths McBurney & Partners, National Bank Financial Corp., (formerly known as First Marathon Securities Limited)

February 1, 5, 7 & 8/02
9:30 a.m.

s.127

March 5,7, 8, 19,21,22,28, 29/02
9:30 a.m.

K. Daniels/M. Code/J. Naster/I. Smith in attendance for staff.

April 2,4,5,11,12/02
9:30 a.m.

January 15 & 29/02
2:00 p.m.

Panel: HIW / DB / RWD

February 12/ 02
2:00 p.m.

March 12 & 26/02
2:00 p.m.

April 9/02
2:00 p.m.

January 24, 2002
10:00 a.m.

Yorkton Securities Inc., Gordon Scott Paterson, Piergiorgio Donnini, Roger Arnold Dent, Nelson Charles Smith and Alkarim Jivraj (Piergiorgio Donnini)

s. 127(1) and s. 127.1

J. Superina in attendance for Staff

Panel: TBA

January 30, 2002 **Michael Goselin, Irvine Dyck, Donald McCrory, Roger Chiasson**
9:30 a.m.

s.127

T. Pratt in attendance for staff

Panel: TBA

January 30, 2002 **Taylor Shambleau**
11:00 a.m.

s. 8(4)

Y. Chisholm in attendance for staff

Panel: TBA

January 31, 2002 **Brian K. Costello**
9:00 a.m.

s. 127(1) and 127.1

H. Corbett in attendance for staff

Panel: HIW

February 4, 13, **Arlington Securities Inc. and Samuel Arthur Brian Milne**
14, 15, 28, 2002

9:30 a.m. J. Superina in attendance for Staff

s. 127

Panel: PMM

February 15, **Livent Inc., Garth H. Drabinsky, Myron I. Gottlieb, Gordon Eckstein and Robert Topol**
2002
9:30 a.m.

J. Superina in attendance for Staff

s. 127

Panel: TBA

February 27, **Rampart Securities Inc.**
2002
10:00 a.m.

T. Pratt in attendance for Staff

s. 127

Panel: PMM

April 15 - 19, **Sohan Singh Koonar**
2002

9:00 a.m.

s. 127

J. Superina in attendance for Staff

Panel: PMM

May 1, 2 & 3, **James Frederick Pincock**
2002
10:00 a.m.

s. 127

J. Superina in attendance for Staff

Panel: TBA

May 6, 2002 **Teodosio Vincent Pangia, Agostino Capista and Dallas/North Group Inc.**
10:00 a.m.

S. 127

Y. Chisholm in attendance for Staff

Panel: PMM

ADJOURNED SINE DIE

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

Michael Bourgon

DJL Capital Corp. and Dennis John
Little

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

First Federal Capital (Canada)
Corporation and Monter Morris Friesner

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

Global Privacy Management Trust and
Robert Cranston

Irvine James Dyck

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

Offshore Marketing Alliance and Warren
English

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

S. B. McLaughlin

Southwest Securities

Terry G. Dodsley

PROVINCIAL COURT PROCEEDINGS

May 27 -
July 5, 2002

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

s. 122

M. Kennedy and M. Britton in attendance
for staff.

161 Elgin Street,
Ottawa

1.1.2 OSC Bulletin - Summary of Published Documents 2001

SUMMARY OF PUBLICATIONS

PUBLICATION BY DATE PUBLISHED

January 5, 2001

(2001) 24 OSCB 3 Short Notice - OSC Policy Statement **5.2** Junior National Resources Issues/**Request for Comments**
 (2001) 24 OSCB 28 Staff Notice **11-708** Policy Reformulation Project - Table of Concordance
 (2001) 24 OSCB 115 Ontario Securities Commission Policy **5.2** Junior National Resources/**Request for Comments**

January 12, 2001

(2001) 24 OSCB 191 Notice of Commission Decision Extending the Temporary Exemption Order of the Montreal Exchange from Recognition
 (2001) 24 OSCB 192 Short Notice - Minister of Finance Approval of National Instrument **43-101** Standards of Disclosure for Mineral Projects, Form **43-101F1** Technical Report, and Companion Policy **43-101CP**
 (2001) 24 OSCB 303 National Instrument **43-101** Standards of Disclosure for Mineral Projects

January 19, 2001

(2001) 24 OSCB 375 Notice of Approval of MOU (Canadian Venture Exchange) - Notice of Minister of Finance Approval of Memorandum of Understanding between the Alberta Securities Commission, the British Columbia Securities Commission and the Ontario Securities Commission
 (2001) 24 OSCB 376 Short Notice - Notice of Commission Approval of Rule **41-502** Prospectus Requirements for Mutual Funds
 (2001) 24 OSCB 455 OSC Rule **41-502** and Companion Policy **41-502CP** Prospectus Requirements for Mutual Funds

February 2, 2001

(2001) 24 OSCB 708 OSC Staff Notice **43-701** Regarding National Instrument **43-101**

February 9, 2001

(2001) 24 OSCB 875 Short Notice - Rule **44-801** Implementing National Instrument **44-101**
 (2001) 24 OSCB 937 Notice of Rule **44-801** Implementing National Instrument **44-101** Short Form Prospectus Distributions

February 16, 2001

(2001) 24 OSCB 1003 Short Notice - Approval of Amendments to National Instrument **81-102** and Companion Policy **81-102CP** Mutual Funds and to National Instrument **81-101** and Companion Policy **81-101CP** Mutual Fund Prospectus Disclosure and to Form **81-101F1** Contents of Simplified Prospectus and to Form **81-101F2** Contents of Annual Information Form
 (2001) 24 OSCB 1004 Short Notice - Rule **31-506** SRO Membership - Mutual Fund Dealers
 (2001) 24 OSCB 1005 Short Notice - Multilateral Instrument **33-107** Financial Planning Proficiency Rule
 (2001) 24 OSCB 1071 Notice of Rules and Policies - Amendments to National Instrument **81-102** and Companion Policy **81-102CP** Mutual Funds and to National Instrument **81-101**, Companion Policy **81-101CP** Mutual Fund Prospectus Disclosure and to Form **81-101F1** Contents of Simplified Prospectus and to Form **81-101F2** Contents of Annual Information Form
 (2001) 24 OSCB 1107 Notice of Multilateral Instrument **33-107** Proficiency Requirements for Registrants Holding Themselves Out as Providing Financial Planning and Similar Advice
 (2001) 24 OSCB (Supp) Rule **31-506** SRO Membership - Mutual Fund Dealers and Notice of Commission Recognition of the Mutual Fund Dealers Association of Canada as a Self-Regulatory Organization for Mutual Fund Dealers

February 23, 2001

(2001) 24 OSCB 1218 Short Notice - National Instrument **55-101** Exemption from Certain Insider Reporting Requirements
 (2001) 24 OSCB 1283 National Instrument **55-101** and **55-101CP** Exemption from Certain Insider Reporting Requirements/Rescission of OSC Policy **10.1**

March 2, 2001

(2001) 24 OSCB 1368 CSA Notice **62-301** Implementation of the Zimmerman Amendments Governing the Conduct of Take-over and Issuer Bids

March 9, 2001

- (2001) 24 OSCB 1483 OSC Staff Notice **52-701** Initial Report on Staff's Review of Revenue Recognition
(2001) 24 OSCB 1490 TSE Policy **2-401** Supervision of Trading/Notice of Commission Approval
(2001) 24 OSCB 1491 Short Notice - Proposed OSC Policy **12-602** Deeming an Issuer from Certain Other Canadian Jurisdictions to be a Reporting Issuer in Ontario/**Request for Comments**
- (2001) 24 OSCB 1531 Notice of Proposed Ontario Securities Commission Policy **12-602** Deeming an Issuer from Certain Other Canadian Jurisdictions to be a Reporting Issuer in Ontario/**Request for Comments**
- (2001) 24 OSCB 1595 TSE Policy **2-401** Supervision of Trading
- March 16, 2001
- (2001) 24 OSCB 1611 Short Notice - Multilateral Instrument **33-108** Permanent Registration and OSC Rule **33-505** (Commodity Futures Act) Permanent Registration/**Request for Comments**
- (2001) 24 OSCB 1612 CSA Discussion Paper **52-401** Financial Reporting in Canada's Capital Markets/**Request for Comments**
- (2001) 24 OSCB 1671 Proposed Multilateral Instrument **33-108** Permanent Registration/**Request for Comments**
- (2001) 24 OSCB 1675 Proposed OSC Rule **33-505** Permanent Registration (Commodity Futures Act)/**Request for Comments**
- (2001) 24 OSCB 1678 CSA Discussion Paper **52-401** Financial Reporting in Canada's Capital Markets/**Request for Comments**
- March 30, 2001
- (2001) 24 OSCB 1901 Short Notice - Notice and Request for Comments **11-901** Concept Proposal to Revise Schedule 1 (Fees) to the Regulation to the *Securities Act* (Ontario)/**Request for Comments**
- (2001) 24 OSCB 1971 Notice and Request for Comments **11-901** Concept Proposal to Revise Schedule 1 (Fees) to the Regulation to the *Securities Act* (Ontario)/**Request for Comments**
- April 6, 2001
- (2001) 24 OSCB 2069 CSA Request for Comments **33-401** Canadian Capital Markets Association - T + 1 White Paper/**Request for Comments**
- (2001) 24 OSCB 2071 Short Notice - Notice of Request for Comments for Proposed Rule **45-501** Exempt Distributions, Companion Policy **45-501CP**, Forms **45-501F1**, **45-501F2** and **45-501F3** Exempt Distributions & Rule **45-504** and Notice of Proposed Rescission of Rule **45-501** Exempt Distributions and Companion Policy **45-501CP**, and Rule **45-504** Prospectus Exemption for Distributions of Securities to Portfolio Advisors on Behalf of Fully Managed Accounts/**Request for Comments**
- (2001) 24 OSCB 2072 Short Notice - Notice of Rescission of **NP Statement No. 30** Processing of "Seasoned Prospectuses"
- (2001) 24 OSCB 2078 OSC Staff Notice **11-711** Policy Reformulation Project - Table of Concordance
- (2001) 24 OSCB 2181 Rescission of **NP Statement No. 30** Processing of "Seasoned Prospectuses"
- (2001) 24 OSCB 2183 Notice of Request for Comments for Proposed Rule **45-501** Exempt Distributions, Companion Policy **45-501CP**, Forms **45-501F1**, **45-501F2** and **45-501F3** Exempt Distributions & Rule **45-504** and Notice of Proposed Rescission of Rule **45-501** Exempt Distributions and Companion Policy **45-501CP**, and Rule **45-504** Prospectus Exemption for Distributions of Securities to Portfolio Advisors on Behalf of Fully Managed Accounts/**Request for Comments**
- April 13, 2001
- (2001) 24 OSCB 2289 Notice of Minister of Finance Approval of Final Rule **41-502** Prospectus Requirements for Mutual Funds and Notice of Amendment to Regulation 1015 of the Revised Regulations of Ontario, 1990 Made Under The Securities Act in Connection with OSC Rule **41-502**
- (2001) 24 OSCB 2290 Notice of Minister of Finance Approval of Amendment to National Instrument **81-102** and Companion Policy **81-102CP** Mutual Funds and to National Instrument **81-101** and Companion Policy **81-101CP** Mutual Fund Prospectus Disclosure and to Form **81-101F1** Contents of Simplified Prospectus and to form **81-101F2** Contents of Annual Information Form
- (2001) 24 OSCB 2290 Notice of Minister of Finance Approval of Final Rule Under The Securities Act Rule **31-506** SRO Membership - Mutual Fund Dealers
- (2001) 24 OSCB 2291 Notice of Minister of Finance Approval of Rule **44-801** Implementing National Instrument **44-101** Short form Prospectus Distribution
- (2001) 24 OSCB 2333 Ontario Securities Commission Rule **31-506** SRO Membership - Mutual Fund Dealers
- (2001) 24 OSCB 2334 Ontario Securities Commission Rule **44-801** Implementing National Instrument **44-101** Short Form Prospectus Distributions

April 20, 2001

- (2001) 24 OSCB 2403 Short Notice - Notice of Commission Approval of Multilateral Instrument **45-102** Resale of Securities, Form **45-102F1**, Form **45-102F2**, Form **45-102F3** and Companion Policy **45-102CP**
- (2001) 24 OSCB 2404 Notice of Commission Approval of Amendments to Policies Assigning New Numbers to Policies
- (2001) 24 OSCB 2405 OSC Staff Notice **11-709** - Assignment of Notice Numbers
- (2001) 24 OSCB 2406 OSC Staff Notice **11-710** - Withdrawal of Staff Accounting Communiqués
- (2001) 24 OSCB 2406 OSC Staff Notice **11-712** - Withdrawal of CSA Notices
- (2001) 24 OSCB 2408 Short Notice - Notice of Minister of Finance Approval of Final Rule **41-502** Prospectus Requirements for Mutual Funds and Notice of Amendment to Regulation 1015 of the Revised Regulations of Ontario, 1990 Made Under The Securities Act in Connection with OSC Rule **41-502**
- (2001) 24 OSCB 2437 OSC Notice - Multilateral Instrument **45-102**, Forms **45-102F1**, **45-102F2** and **45-102F3** and Companion Policy **45-102CP** Resale of Securities
- (2001) 24 OSCB 2471 Notice of Amendment to OSC Policy Under The Securities Act - **OSC Policy 2.2** Public Availability of Material Filed Under the Securities Act
- (2001) 24 OSCB 2471 Notice of Amendment to OSC Policy Under The Securities Act - **OSC Policy 2.6** Applications for Exemptions from Preparation and Mailing of Interim Financial Statements, Annual Financial Statements and Proxy Solicitation Material
- (2001) 24 OSCB 2472 Notice of Amendment to OSC Policy Under The Securities Act - **OSC Policy 4.2** Suspension of Registration - Criminal Charges Pending
- (2001) 24 OSCB 2472 Notice of Amendment to OSC Policy Under The Securities Act - **OSC Policy 4.6** Registration - Declaration of Personal Bankruptcy
- (2001) 24 OSCB 2473 Notice of Amendment to OSC Policy Under The Securities Act - **OSC Policy 7.4** Business and Asset Combinations
- (2001) 24 OSCB 2473 Notice of Amendment to OSC Policy Under The Securities Act - **OSC Policy 7.5** Reciprocal Filings
- (2001) 24 OSCB 2474 Notice of Amendment to OSC Policy Under The Securities Act - **OSC Policy 9.3** Take-Over Bids - Miscellaneous Guidelines
- (2001) 24 OSCB 2474 OSC Rule **41-502** and **41-502CP** Prospectus Requirements for Mutual Funds
- April 27, 2001
- (2001) 24 OSCB 2597 Short Notice - Notice of Commission Approval of National Instrument **45-101** Rights Offerings
- (2001) 24 OSCB 2597 Notice of Amendments to National Instrument **81-102** and Companion Policy **81-102CP** Mutual Funds and to National Instrument **81-101** and Companion Policy **81-101CP** Mutual Fund Prospectus Disclosure, and Form **81-101F1** Contents of Simplified Prospectus and Form **81-101F2** Contents of Annual Information Form
- (2001) 24 OSCB 2598 Short Notice - Notice of Ontario Securities Commission Policy **57-603** Defaults by Reporting Issuers in Complying with Financial Statement Filing Requirements
- (2001) 24 OSCB 2598 Notice for Multilateral Instrument **33-107** Proficiency Requirements for Registrants Holding Themselves Out as Providing Financial Planning and Similar Advice - Notice of Request by Minister of Finance for Further Consideration
- (2001) 24 OSCB 2667 Notice of National Instrument **45-101** Rights Offerings, Companion Policy **45-101CP** and Form **45-101F** and Rescission of Certain Policies
- (2001) 24 OSCB 2680 Amendments to National Instrument **81-102** and Companion Policy **81-102CP** Mutual Funds and to National Instrument **81-101** and Companion Policy **81-101CP** Mutual Fund Prospectus Disclosure and to Form **81-101F1** Contents of Simplified Prospectus and to Form **81-101F2** Contents of Annual Information Form
- (2001) 24 OSCB 2700 Notice of Ontario Securities Commission Policy **57-603** Defaults by Reporting Issuers in Complying with Financial Statement Filing Requirements
- May 4, 2001
- (2001) 24 OSCB 2775 Notice of Commission Approval The Toronto Stock Exchange By-law No. **703** Introduction of Time Priority
- (2001) 24 OSCB 2777 CSA Staff Notice **13-306** Guidance for SEDAR Users
- May 11, 2001
- (2001) 24 OSCB 2989 Notice of Minister of Finance Approval of Final Rule **55-101** Exemption from Certain Insider Reporting Requirements and Notice of Amendment to Regulation 1015 of the Revised Regulations of Ontario, 1990 Made Under The Securities Act in Connection with National Instrument **55-101**
- (2001) 24 OSCB 2989 Short Notice - National Instrument **33-102** Regulation of Certain Registrant Activities
- (2001) 24 OSCB 2990 CSA Request for Comments **81-401** - Joint Forum of Financial Market Regulators Discussion Paper Proposed Regulatory Principles for Capital Accumulation Plans/**Request for Comments**
- (2001) 24 OSCB 3025 National Instrument **55-101** and Companion Policy **55-101CP** Exemption from Certain Insider Reporting Requirements

(2001) 24 OSCB 3030
(2001) 24 OSCB 3047
National Instrument **33-102** Regulation of Certain Registrant Activities
CSA Request for Comments **81-401** Joint Forum of Financial Market Regulators Discussion Paper
Proposed Regulatory Principles for Capital Accumulation Plans/**Request for Comments**

May 18, 2001
(2001) 24 OSCB 3133
Notice of Withdrawal of Multilateral Instrument **45-102** Resale of Securities

May 25, 2001
(2001) 24 OSCB 3265
Short Notice - Notice of Proposed National Policy **51-201** Disclosure Standards and Proposed
Rescission of **National Policy No. 40** Timely Disclosure/**Request for Comments**
(2001) 24 OSCB 3301
Notice of Proposed National Policy **51-201** Disclosure Standards and Proposed Rescission of
National Policy No. 40 Timely Disclosure/**Request for Comments**

June 15, 2001
(2001) 24 OSCB 3582
Notice of Commission Approval - Amendment to TSE Rule **4-501** The In-House Client Priority
Rule and Enactment of Policy **4-501**
(2001) 24 OSCB 3583
CSA Notice **46-302** Consent to Amend Existing Escrow Agreements
(2001) 24 OSCB 3584
OSC Staff Notice **51-705** Notice of Commission Intention to Allow Rule to Lapse: In the Matter of
Certain Trades in Securities of Junior Resource Issuers

June 22, 2001
(2001) 24 OSCB 3739
Short Notice - Notice of Request for Comments Proposed Multilateral Instrument **33-105** and
Companion Policy **33-105CP** Underwriting Conflicts/**Request for Comments**
(2001) 24 OSCB 3805
Notice of Proposed Changes to Proposed Multilateral Instrument **33-105** and Companion Policy
33-105CP Underwriting Conflicts/**Request for Comments**

June 29, 2001
(2001) 24 OSCB 3884
Short Notice - Notice of Ontario Securities Commission Policy **12-602** Deeming a Reporting Issuer
in Certain Other Canadian Jurisdictions to be a Reporting Issuer in Ontario
(2001) 24 OSCB 3913
Notice of Ontario Securities Commission Policy **12-602** Deeming a Reporting Issuer in Certain
Other Canadian Jurisdictions to be a Reporting Issuer in Ontario

July 6, 2001
(2001) 24 OSCB 3981
Short Notice - CSA Request for Comments **31-402** Registration Forms Relating to the National
Registration Database/**Request for Comments**
(2001) 24 OSCB 4039
CSA Request for Comments **31-402** Registration Forms Relating to the National Registration
Database/**Request for Comments**

July 13, 2001
(2001) 24 OSCB 4165
Short Notice - Notice of Request for Comments Proposed Rule **45-501** Exempt Distributions,
Companion Policy **45-501CP** and Forms **45-501F1**, **45-501F2** and **45-501F3** and Notice of
Proposed Rescission of Rule **45-501** Exempt Distributions and Companion Policy **45-501CP**, and
Rule **45-504** Prospectus Exemption for Distributions of Securities to Portfolio Advisors on Behalf of
Fully Managed Accounts/**Request for Comments**
(2001) 24 OSCB 4177
OSC Staff Notice **11-713** - Policy Reformulation Project - Table of Concordance
(2001) 24 OSCB 4247
Notice of Proposed Rule, Policy and Forms under the Securities Act Rule **45-501** Exempt
Distributions, Companion Policy **45-501CP** and Forms **45-501F1**, **45-501F2** and **45-501F3** and
Rescission of Existing Rule **45-501** and Companion Policy **45-501CP** and Rule **45-504** Prospectus
Exemption for Distributions of Securities to Portfolio Advisors on Behalf of Fully Managed
Accounts/**Request for Comments**

July 20, 2001
(2001) 24 OSCB 4335
Notice of Minister of Finance Approval of National Instrument **45-101** Rights Offerings
(2001) 24 OSCB 4336
Notice of Final Rule under the Securities Act National Instrument **33-102** Regulation of Certain
Registrant Activities
(2001) 24 OSCB 4336
Short Notice - National Instrument **55-102** System for Electronic Disclosure by Insiders (SEDI)
(2001) 24 OSCB 4397
National Instrument **45-101** Rights Offerings, Form **45-101F** Information Required in a Rights
Offering Circular and Companion Policy **45-101CP**
(2001) 24 OSCB 4409
National Instrument **33-102** Regulation of Certain Registrant Activities and Companion Policy **33-
102CP**
(2001) 24 OSCB 4414
Notice - National Instrument **55-102**, Forms **55-102F1**, **55-102F2**, **55-102F3**, **55-102F4**, **55-102F5**
and **55-102F6**, Companion Policy **55-102CP** System for Electronic Disclosure by Insiders (SEDI)

July 27, 2001

(2001) 24 OSCB 4514
(2001) 24 OSCB 4514

OSC Staff Notice **33-719** Registration Renewal & Permanent Registration
OSC Staff Notice **43-702** Review Time Frames for "Equity Line" Short Form Prospectuses

August 3, 2001

(2001) 24 OSCB 4689
(2001) 24 OSCB 4743

Short Notice - Notice of Commission Approval of Rule **32-501** Direct Purchase Plans
Notice of Rule **32-501** Direct Purchase Plans

August 10, 2001

(2001) 24 OSCB 4823

(2001) 24 OSCB 4860

Notice of Commission Approval of The Toronto Stock Exchange Inc. Acquisition of Canadian Venture Exchange Inc.
Notice of Commission Approval - Investment Dealers Association of Canada By-law Amendment, Late Filing Fees for Reports

August 17, 2001

(2001) 24 OSCB 4967

Short Notice - Notice of National Instrument **21-101** Marketplace Operation, Companion Policy **21-101CP** and Forms **21-101F1**, **21-101F2**, **21-101F3**, **21-101F4**, **21-101F5** and **21-101F6** and Notice of National Instrument **23-101** Trading Rules and Companion Policy **23-101CP** and Notice of Ontario Securities Commission Rule **23-501** Designation as Market Participant

(2001) 24 OSCB 4968

Notice of Commission Approval of Agreement between the Ontario Securities Commission, the Alberta Securities Commission, the British Columbia Securities Commission, the Saskatchewan Securities Commission, the Nova Scotia Securities Commission, the Commission des valeurs mobilières du Québec and the Investment Dealers Association re: Coordinated Oversight Plan of the Investment Dealers Association by the Canadian Securities Administrators and Monthly Reporting Requirements

(2001) 24 OSCB 5013
(2001) 24 OSCB (Supp)

The Toronto Stock Exchange Inc. - Notice of Consequential Amendments Relating to Time Priority
Notice of National Instrument **21-101** Marketplace Operation, Companion Policy **21-101CP** and Forms **21-101F1**, **21-101F2**, **21-101F3**, **21-101F4**, **21-101F5** and **21-101F6** and Notice of National Instrument **23-101** Trading Rules and Companion Policy **23-101CP** and Notice of Ontario Securities Commission Rule **23-501** Designation as Market Participant

August 24, 2001

(2001) 24 OSCB 5112
(2001) 24 OSCB 5113

CSA Staff Notice **13-307** - Amendments to SEDAR Filer Manual
Short Notice - Notice of Proposed Amendment to OSC Rule **61-501** Under the Securities Act - Insider Bids, Issuer Bids, Going Private Transactions and Related Party Transactions (Canadian Venture Exchange Issuers)/**Request for Comments**

(2001) 24 OSCB 5179

Notice of Proposed Amendment to Rule **61-501** Under the Securities Act - Insider Bids, Issuer Bids, Going Private Transactions and Related Party Transactions (Canadian Venture Exchange Issuers)/**Request for Comments**

August 31, 2001

(2001) 24 OSCB 5258
(2001) 24 OSCB 5317

Short Notice - Proposed Policy **41-601** Capital Pool Companies/**Request for Comments**
Notice of Proposed Ontario Securities Commission Policy **41-601** Capital Pool Companies/**Request for Comments**

September 7, 2001

(2001) 24 OSCB 5386
(2001) 24 OSCB 5477

The Toronto Stock Exchange Rule **1-101** Definitions - Notice of Commission Approval
The Toronto Stock Exchange - Amendment to Rule No. **1-101**

September 14, 2001

(2001) 24 OSCB 5485

Short Notice - Proposed Amendments to OSC Rule **45-502** and OSC Rule **45-503** and Proposed Rescission of OSC Rule **72-501/Request for Comments**

(2001) 24 OSCB 5486

Short Notice - Notice of Commission Approval of Multilateral Instrument **45-102** Resale of Securities, Form **45-102F1**, Form **45-102F2**, Form **45-102F3** and Companion Policy **45-102CP**

(2001) 24 OSCB 5486

Short Notice - Notice of Commission Approval of OSC Rule **45-501** Exempt Distributions, Form **45-501F1**, Form **45-501F2**, Form **45-501F3** and Companion Policy **45-501CP** and Notice of Rescission of Rule **45-501** Exempt Distributions and Companion Policy **45-501CP**, and Rule **45-504** Prospectus Exemption for Distributions of Securities to Portfolio Advisers on Behalf of Fully Managed Accounts

(2001) 24 OSCB 5511

Ontario Securities Commission Notice - Multilateral Instrument **45-102**, Forms **45-102F1**, **45-102F2** and **45-102F3** and Companion Policy **45-102CP** Resale of Securities

- (2001) 24 OSCB 5544 Notice of Rule, Policy and Forms under the Securities Act - Rule **45-501** Exempt Distributions, Companion Policy **45-501CP** and Form **45-501F1**, Form **45-501F2**, Form **45-501F3** and Rescission of Existing Rule **45-501** and Companion Policy **45-501CP** and Rule **45-504** Prospectus Exemption for Distributions of Securities to Portfolio Advisers on Behalf of Fully Managed Accounts
- (2001) 24 OSCB 5567 Notice of Proposed Amendments to Rule **45-502** Dividend or Interest Reinvestment and Stock Dividend Plans and Rule **45-503** Trades to Employees, Executives and Consultants and Proposed Rescission of Rule **72-501** Prospectus Exemption for First Trade Over a Market Outside Ontario/**Request for Comments**
- September 21, 2001
(2001) 24 OSCB 5632 Short Notice - Notice of Proposed National Policy **46-201** Escrow for Initial Public Offerings and Form **46-201F** Escrow Agreement and Rescission of Ontario Securities Commission Policy **5.9/Request for Comments**
- (2001) 24 OSCB 5677 Notice - Proposed National Policy **46-201** Escrow for Initial Public Offerings and Form **46-201F** Escrow Agreement and Rescission of Ontario Securities Commission Policy **5.9/Request for Comments**
- September 28, 2001
(2001) 24 OSCB 5762 Short Notice - Notice of Request for Comments Proposed Amendments to National Instrument **14-101** Definitions/**Request for Comments**
- (2001) 24 OSCB 5762 Ontario Securities Commission Staff Notice **32-702** Applications for Exemption from the Time Limits on Completion of Courses and Previous Registrations
- (2001) 24 OSCB 5763 Canadian Securities Administrators' Staff Notice **12-306** Exemptive Relief Applications and Year End
- (2001) 24 OSCB 5764 Ontario Securities Commission Staff Notice **13-702** Processing Prospectuses Before Year End
- (2001) 24 OSCB 5825 Notice of Proposed Amendments to National Instrument **14-101** Definitions/**Request for Comments**
- October 5, 2001
(2001) 24 OSCB 5876 Short Notice - Notice of Minister of Finance Approval of Final Rule under the Securities Act OSC Rule **32-501** Direct Purchase Plans
- (2001) 24 OSCB 5919 Ontario Securities Commission Rule **32-501** Direct Purchase Plan
- October 12, 2001
(2001) 24 OSCB 5978 OSC Staff Notice **11-714** - Policy Reformulation Project - Table of Concordance
- (2001) 24 OSCB 6027 Short Notice - Application for Recognition of Market Regulation Services Inc. and **Request for Comments**
- (2001) 24 OSCB 6027 Short Notice - Notice of Proposed Rule **72-502** Continuous Disclosure and Other Exemptions Relating to Foreign Issuers/**Request for Comments**
- (2001) 24 OSCB 6027 Short Notice - Notice of Proposed Rule **51-503** and Companion Policy **51-503CP** Supplementary SEC Filings and Proposed Rescission of OSC Policy **51-603** Reciprocal Filings/**Request for Comments**
- (2001) 24 OSCB 6028 Short Notice - Notice of Proposed Amendments to Rule **52-501** Financial Statements/**Request for Comments**
- (2001) 24 OSCB 6028 Short Notice - Notice of Commission Approval of Amendment to OSC Rule **51-501** AIF and MD&A
- (2001) 24 OSCB 6051 Notice of Amendment to Ontario Securities Commission Rule **51-501** AIF and MD&A
- (2001) 24 OSCB 6053 Notice of Proposed Rule **72-502** and Companion Policy **72-502CP** Continuous Disclosure and Other Exemptions Relating to Foreign Issuers and Proposed Rescission of OSC Policy **7.1**, the Related Order and Rules/**Request for Comments**
- (2001) 24 OSCB 6083 Notice of Proposed Rule **51-503** and Companion Policy **51-503CP** Supplementary SEC Filings and Proposed Rescission of OSC Policy **51-603** Reciprocal Filings/**Request for Comments**
- (2001) 24 OSCB 6088 Notice of Proposed Amendments to Rule **52-501** Financial Statements/**Request for Comments**
- (2001) 24 OSCB 6125 Application for Recognition of Market Regulation Services Inc. - Notice and **Request for Comments**
- (2001) 24 OSCB 6129 Application for Recognition of RS Inc.
- (2001) 24 OSCB 6161 Proposed Universal Market Integrity Rules
- (2001) 24 OSCB 6228 Proposed Criteria for Recognition and Terms and Conditions
- (2001) 24 OSCB 6234 Memorandum of Understanding Regarding Oversight of Market Regulation Services Inc.

October 19, 2001

(2001) 24 OSCB 6250 CSA Staff Notice **43-302** Frequently Asked Questions re National Instrument 43-101 Standards of Disclosure for Mineral Projects

(2001) 24 OSCB 6260 OSC Staff Notice **12-702** Applications to be Deemed a Reporting Issuer in Ontario Orders Required by Year-end

(2001) 24 OSCB 6260 Notice of Minister of Finance Approval of National Instrument **55-102** System for Electronic Disclosure by Insiders (SEDI) and Notice of Rescission of CSA Notice **55-301** Filing of Insider Reports by Facsimile and Exemption where Minimal Connection to Jurisdiction

(2004) 24 OSCB 6261 CSA Staff Notice **71-301** SEC Proposed Rule: Mandated Edgar Filing for Foreign Issuers

(2004) 24 OSCB 6325 National Instrument **55-102** System for Electronic Disclosure by Insiders (SEDI)

October 26, 2001

(2001) 24 OSCB 6402 Short Notice - Notice of Commission Approval of National Instrument **33-105** Underwriting Conflicts and Companion Policy **33-105CP**

(2001) 24 OSCB 6443 Notice of National Instrument **33-105** and Companion Policy **33-105CP** Underwriting Conflicts and Certain Amendments to Regulation 1015 of the Revised Regulations of Ontario, 1990

November 2, 2001

(2001) 24 OSCB 6532 Amendment to IDA By-Law No. 19, Investigatory Powers - Notice of Commission Approval

(2001) 24 OSCB 6532 Short Notice - Notice of Amendment to Rule Under the Securities Act In the Matter of Certain Reporting Issuers [including **National Policy Statement No. 41**]

(2001) 24 OSCB 6533 Notice of Minister of Finance Approval of Agreement Between the Ontario Securities Commission, the Alberta Securities Commission, the British Columbia Securities Commission, the Nova Scotia Securities Commission and the Investment Dealers Association re Coordinated Oversight Plan of the IDA by the Canadian Securities Administrators and Monthly Reporting Requirements

(2001) 24 OSCB 6533 Notice of Ontario Securities Commission Policy **51-601** Reporting Issuer Defaults

(2001) 24 OSCB 6535 Canadian Securities Administrators' Staff Notice **55-303** System for Electronic Disclosure by Insiders (SEDI) National Instrument 55-102

(2001) 24 OSCB 6587 OSC Policy **51-601** Reporting Issuer Defaults

(2001) 24 OSCB 6591 Notice of Final Rules Under the Securities Act - The Regulation of Marketplaces and Trading - National Instrument **21-101** Marketplace Operation, National Instrument **23-101** Trading Rules, OSC Rule **23-501** Designation as Market Participant and Forms **21-101F1**, **21-101F2**, **21-101F3**, **21-101F4**, **21-101F5** and **21-101F6**

(2001) 24 OSCB 6646 Notice of Amendment to Rule Under the Securities Act In the Matter of Certain Reporting Issuers [including **National Policy Statement No. 41**]

November 9, 2001

(2001) 24 OSCB 6792 Investment Dealers Association of Canada - Amendment to Policy 6, Part 1.6(a) Proficiency Requirements for Portfolio Managers and Futures Contracts Portfolio Managers

(2001) 24 OSCB 6795 Investment Dealers Association of Canada - Proposed Regulation Amendment to the Margin Requirements for Listed Securities

(2001) 24 OSCB 6799 Investment Dealers Association of Canada - Proposed Amendment to **By-law 7** Regarding Partners, Directors and Officers

(2001) 24 OSCB 6801 Investment Dealers Association of Canada - **By-law 29.27** Supervision and Compliance

(2001) 24 OSCB 6805 Investment Dealers Association of Canada - Proposed **Policy No. 8** Reporting Requirements

(2001) 24 OSCB 6810 Investment Dealers Association of Canada - **Policy 39** Principal and Agent

(2001) 24 OSCB 6813 Investment Dealers Association of Canada - **By-law 29.26** Leverage Disclosure

(2001) 24 OSCB 6815 Investment Dealers Association of Canada - Revisions to **Regulation 1300, Part I: Know Your Client Requirements and Corporate Accounts**

(2001) 24 OSCB 6821 Investment Dealers Association of Canada - Revisions to **Regulation 1300, Part II: Managed Accounts**

November 16, 2001

(2001) 24 OSCB 6842 OSC Staff Notice **51-706** Continuous Disclosure Review Program Report - November 2001

November 23, 2001

(2001) 24 OSCB 6964 Notice of Minister of Finance Approval for Ontario Securities Commission Rule **45-501** Exempt Distributions

(2001) 24 OSCB 6964 Notice of Commission Approval - Amendments to IDA **By-laws 3.8, 3.9 and 3.10**, Underwriting Levies

(2001) 24 OSCB 6965 Notice of Minister of Finance Approval for Multilateral Instrument **45-102** Resale of Securities

(2001) 24 OSCB 6965 Notice of Commission Approval - Amendment to IDA **By-laws 10.1 and 10.15** Board of Directors and Executive Committee

- (2001) 24 OSCB 6966 Notice of Commission Approval - amendments to IDA **By-law No. 22** Use of Name: Liabilities: Claims and to Regulation 700, Use of Name of the Association
- (2001) 24 OSCB 7011 Ontario Securities Commission Rule **45-501** Exempt Distributions
- (2001) 24 OSCB 7029 Multilateral Instrument **45-102** Resale of Securities
- (2001) 24 OSCB 7099 Investment Dealers Association of Canada - Amendment to Association **By-law No. 3.8** Relating to Underwriting Levies to Include New Offerings and Update Definition Language
- November 30, 2001
- (2001) 24 OSCB 7110 Notice of Commission Approval - Amendment to IDA Internal Control Policy 3, Statement 2 Early Warning Reporting
- (2001) 24 OSCB 7110 CSA Staff Notice **45-301** Implementation of Multilateral Instrument 45-102 Resale of Securities
- (2001) 24 OSCB 7112 CSA Staff Notice **13-308** Increases to SEDAR Annual Filing Service Charges
- December 7, 2001
- (2001) 24 OSCB 7236 Notice of Amendment to OSC Rule **61-501** Insider Bids, Issuer Bids, Going Private Transactions and Related Party Transactions (Canadian Venture Exchange Issuers)
- (2001) 24 OSCB 7307 Notice of Amendment to Ontario Securities Commission Rule **61-501** Insider Bids, Issuer Bids, Going Private Transactions and Related Party Transactions (Canadian Venture Exchange Issuers)
- December 14, 2001
- (2001) 24 OSCB 7371 Short Notice - Proposed Multilateral Instrument **31-102** and Companion Policy **31-102CP** - National Registration Database; Proposed Ontario Securities Commission Rule **31-509** (Commodity Futures Act) and Companion Policy **31-509CP** - National Registration Database/**Request for Comments**
- (2001) 24 OSCB 7372 Short Notice - Proposed Multilateral Instrument **33-109** and Companion Policy **33-109CP** - Registration Information Requirements; Proposed Ontario Securities Commission Rule **33-506** (Commodity Futures Act) and Companion Policy **33-506CP** - Registration Information Requirements/**Request for Comments**
- (2001) 24 OSCB 7372 Notice of Minister of Finance Approval of an Amendment to OSC Rule **51-501** AIF and MD&A
- (2001) 24 OSCB 7373 Short Notice - Notice of Proposed Changes to Proposed National Instrument **81-104** and Companion Policy **81-104CP** Commodity Pools/**Request for Comments**
- (2001) 24 OSCB 7373 Short Notice - Notice of Proposed Rule **62-501** Under the Securities Act and Amendment to Ontario Securities Commission Policy **62-601/Request for Comments**
- (2001) 24 OSCB 7417 Amendment to Ontario Securities Commission Rule **51-501** AIF and MD&A
- (2001) 24 OSCB 7419 Notice of Proposed Changes - Proposed National Instrument **81-104** and Proposed Companion Policy **81-104CP** Commodity Pools/**Request for Comments**
- (2001) 24 OSCB 7438 Notice of Proposed Multilateral Instrument **31-102**, Forms **31-102F1**, **31-102F2**, **31-102F3** and Companion Policy **31-102CP/Request for Comments**
- (2001) 24 OSCB 7459 Notice of Proposed Ontario Securities Commission Rule **31-509** (Commodity Futures Act), Forms **31-509F1**, **31-509F2**, **31-509F3** and Companion Policy **31-509CP/Request for Comments**
- (2001) 24 OSCB 7480 Notice of Proposed Multilateral Instrument **33-109**, Forms **33-109F1**, **33-109F2**, **33-109F3**, **33-109F4**, **33-109F5** and Companion Policy **33-109CP/Request for Comments**
- (2001) 24 OSCB 7522 Notice of Proposed Ontario Securities Commission Rule **33-506** (Commodity Futures Act), Forms **33-506F1**, **33-506F2**, **33-506F3**, **33-506F4**, **33-506F5** and Companion Policy **33-506CP/Request for Comments**
- (2001) 24 OSCB 7564 Notice of Proposed Rule **62-501** Under the Securities Act and Amendment to Ontario Securities Commission Policy **62-601** Prohibited Stock Market Purchases of the Offeree's Securities by the Offeror During a Take-over Bid/**Request for Comments**
- December 21, 2001
- (2001) 24 OSCB 7628 CSA Staff Notice **55-304** System for Electronic Disclosure by Insiders (SEDI) - Electronic Reporting Deadlines Shifted - Insider and Issuer Event Reporting Start January 21, 2002
- (2001) 24 OSCB 7629 Notice of Minister of Finance Approval for Amendment to Rule Under the Securities Act "In the Matter of Certain Reporting Issuers [including **National Policy Statement No. 41**]"
- (2001) 24 OSCB 7629 CSA Staff Notice **11-302** Withdrawal of CSA Notices
- (2001) 24 OSCB 7630 Notice of Minister of Finance Approval of National Instrument **33-105** Underwriting Conflicts
- (2001) 24 OSCB 7687 Amendment to Ontario Securities Commission Rule "In the Matter of Certain Reporting Issuers [including **National Policy Statement No. 41**]"
- (2001) 24 OSCB 7687 National Instrument **33-105** Underwriting Conflicts

A.

NOTICES

Local Notices

January 5, 2001

(2001) 24 OSCB 28

OSC Staff Notice **11-708** – Policy Reformulation Project - Table of Concordance

February 2, 2001

(2001) 24 OSCB 708

OSC Staff Notice **43-701** Regarding National Instrument **43-101**

March 9, 2001

(2001) 24 OSCB 1483

OSC Staff Notice **52-701** Initial Report on Staff's Review of Revenue Recognition

April 6, 2001

(2001) 24 OSCB 2078

OSC Staff Notice **11-711** - Policy Reformulation Project - Table of Concordance

April 20, 2001

(2001) 24 OSCB 2405

OSC Staff Notice **11-709** - Assignment of Notice Numbers

(2001) 24 OSCB 2406

OSC Staff Notice **11-710** - Withdrawal of Staff Accounting Communiqués

(2001) 24 OSCB 2406

OSC Staff Notice **11-712** - Withdrawal of CSA Notices

June 15, 2001

(2001) 24 OSCB 3584

OSC Staff Notice **51-705** Notice of Commission Intention to Allow Rule to Lapse: In the Matter of Certain Trades in Securities of Junior Resource Issuers

July 13, 2001

(2001) 24 OSCB 4177

OSC Staff Notice **11-713** - Policy Reformulation Project - Table of Concordance

July 27, 2001

(2001) 24 OSCB 4514

OSC Staff Notice **33-719** Registration Renewal & Permanent Registration

(2001) 24 OSCB 4514

OSC Staff Notice **43-702** Review Time Frames for "Equity Line" Short Form Prospectuses

September 28, 2001

(2001) 24 OSCB 5762

OSC Staff Notice **32-702** Applications for Exemption from the Time Limits on Completion of Courses and Previous Registrations

(2001) 24 OSCB 5764

OSC Staff Notice **13-702** Processing Prospectuses Before Year End

October 12, 2001

(2001) 24 OSCB 5978

OSC Staff Notice **11-714** - Policy Reformulation Project - Table of Concordance

October 19, 2001

(2001) 24 OSCB 6260

OSC Staff Notice **12-702** Applications to be Deemed a Reporting Issuer in Ontario Orders Required by Year-end

November 16, 2001

(2001) 24 OSCB 6842

OSC Staff Notice **51-706** Continuous Disclosure Review Program Report - November 2001

Canadian Securities Administrators' Notices

March 2, 2001

(2001) 24 OSCB 1368

CSA Notice **62-301** Implementation of the Zimmerman Amendments Governing the Conduct of Take-over and Issuer Bids

March 16, 2001

(2001) 24 OSCB 1612

CSA Discussion Paper **52-401** Financial Reporting in Canada's Capital Markets/**Request for Comments**

(2001) 24 OSCB 1678

CSA Discussion Paper **52-401** Financial Reporting in Canada's Capital Markets/**Request for Comments**

April 6, 2001

(2001) 24 OSCB 2069

CSA Request for Comments **33-401** Canadian Capital Markets Association - T + 1 White Paper/**Request for Comments**

May 4, 2001
(2001) 24 OSCB 2777 CSA Staff Notice **13-306** Guidance for SEDAR Users

May 11, 2001
(2001) 24 OSCB 2990 CSA Request for Comments **81-401** Joint Forum of Financial Market Regulators Discussion Paper Proposed Regulatory Principles for Capital Accumulation Plans/**Request for Comments**
(2001) 24 OSCB 3047 CSA Request for Comments **81-401** Joint Forum of Financial Market Regulators Discussion Paper Proposed Regulatory Principles for Capital Accumulation Plans/**Request for Comments**

June 15, 2001
(2001) 24 OSCB 3583 CSA Notice **46-302** Consent to Amend Existing Escrow Agreements

July 6, 2001
(2001) 24 OSCB 3981 Short Notice - CSA Request for Comments **31-402** Registration Forms Relating to the National Registration Database/**Request for Comments**
(2001) 24 OSCB 4039 CSA Request for Comments **31-402** Registration Forms Relating to the National Registration Database/**Request for Comments**

August 24, 2001
(2001) 24 OSCB 5112 CSA Staff Notice **13-307** - Amendments to SEDAR Filer Manual

September 28, 2001
(2001) 24 OSCB 5763 CSA Staff Notice **12-306** Exemptive Relief Applications and Year End

October 19, 2001
(2001) 24 OSCB 6250 CSA Staff Notice **43-302** Frequently Asked Questions re National Instrument 43-101 Standards of Disclosure for Mineral Projects
(2004) 24 OSCB 6261 CSA Staff Notice **71-301** SEC Proposed Rule: Mandated Edgar Filing for Foreign Issuers

November 2, 2001
(2001) 24 OSCB 6535 Canadian Securities Administrators' Staff Notice **55-303** System for Electronic Disclosure by Insiders (SEDI) National Instrument 55-102

November 30, 2001
(2001) 24 OSCB 7110 CSA Staff Notice **45-301** Implementation of Multilateral Instrument 45-102 Resale of Securities
(2001) 24 OSCB 7112 CSA Staff Notice **13-308** Increases to SEDAR Annual Filing Service Charges

December 21, 2001
(2001) 24 OSCB 7628 CSA Staff Notice **55-304** System for Electronic Disclosure by Insiders (SEDI) - Electronic Reporting Deadlines Shifted - Insider and Issuer Event Reporting Start January 21, 2002
(2001) 24 OSCB 7629 CSA Staff Notice **11-302** Withdrawal of CSA Notices

B.

MEMORANDA OF UNDERSTANDING

January 19, 2001
(2001) 24 OSCB 375 Notice of Approval of MOU (Canadian Venture Exchange) - Notice of Minister of Finance Approval of Memorandum of Understanding between the Alberta Securities Commission, the British Columbia Securities Commission and the Ontario Securities Commission

August 17, 2001
(2001) 24 OSCB 4968 Notice of Commission Approval of Agreement between the Ontario Securities Commission, the Alberta Securities Commission, the British Columbia Securities Commission, the Saskatchewan Securities Commission, the Nova Scotia Securities Commission, the Commission des valeurs mobilières du Québec and the Investment Dealers Association re: Coordinated Oversight Plan of the Investment Dealers Association by the Canadian Securities Administrators and Monthly Reporting Requirements

October 12, 2001
(2001) 24 OSCB 6027 Short Notice - Application for Recognition of Market Regulation Services Inc. and **Request for Comments**

(2001) 24 OSCB 6125 Application for Recognition of Market Regulation Services Inc. - Notice and **Request for Comments**
(2001) 24 OSCB 6129 Application for Recognition of RS Inc.
(2001) 24 OSCB 6161 Proposed Universal Market Integrity Rules
(2001) 24 OSCB 6228 Proposed Criteria for Recognition and Terms and Conditions
(2001) 24 OSCB 6234 Memorandum of Understanding Regarding Oversight of Market Regulation Services Inc.

November 2, 2001
(2001) 24 OSCB 6533

Notice of Minister of Finance Approval of Agreement Between the Ontario Securities Commission, the Alberta Securities Commission, the British Columbia Securities Commission, the Nova Scotia Securities Commission and the Investment Dealers Association re Coordinated Oversight Plan of the IDA by the Canadian Securities Administrators and Monthly Reporting Requirements

C.

RESCISSION OF POLICY STATEMENTS

Rescission of Ontario Securities Commission Policy Statement 5.9

September 21, 2001
(2001) 24 OSCB 5632

Short Notice - Notice of Proposed National Policy **46-201** Escrow for Initial Public Offerings and Form **46-201F** Escrow Agreement and Rescission of Ontario Securities Commission Policy **5.9/Request for Comments**

(2001) 24 OSCB 5677

Notice - Proposed National Policy **46-201** Escrow for Initial Public Offerings and Form **46-201F** Escrow Agreement and Rescission of Ontario Securities Commission Policy **5.9/Request for Comments**

Rescission of Ontario Securities Commission Policy Statement 6.2 and Uniform Act Policy 2-05

April 27, 2001
(2001) 24 OSCB 2667

Notice of National Instrument **45-101** Rights Offerings, Companion Policy **45-101CP** and Form **45-101F** and Rescission of Certain Policies

Rescission of Ontario Securities Policy Statement 7.1, the Related Order and Rules

(2001) 24 OSCB 6053

Notice of Proposed Rule **72-502** and Companion Policy **72-502CP** Continuous Disclosure and Other Exemptions Relating to Foreign Issuers and Proposed Rescission of OSC Policy **7.1**, the Related Order and Rules/**Request for Comments**

Rescission of Ontario Securities Commission Policy Statement 10.1

February 23, 2001
(2001) 24 OSCB 1283

National Instrument **55-101** and **55-101CP** Exemption from Certain Insider Reporting Requirements/Rescission of OSC Policy **10.1**

Rescission of Ontario Securities Commission Policy 51-603 Reciprocal Filings

October 12, 2001
(2001) 24 OSCB 6027

Short Notice - Notice of Proposed Rule **51-503** and Companion Policy **51-503CP** Supplementary SEC Filings and Proposed Rescission of OSC Policy **51-603** Reciprocal Filings/**Request for Comments**

(2001) 24 OSCB 6083

Notice of Proposed Rule **51-503** and Companion Policy **51-503CP** Supplementary SEC Filings and Proposed Rescission of OSC Policy **51-603** Reciprocal Filings/**Request for Comments**

Rescission of Canadian Securities Administrators Notice 55-301 Filing Insider Reports by Facsimile and Exemption Where Minimal Connections by Jurisdiction

October 19, 2001
(2001) 24 OSCB 6260

Notice of Minister of Finance Approval of National Instrument **55-102** System for Electronic Disclosure by Insiders (SEDI) and Notice of Rescission of CSA Notice **55-301** Filing of Insider Reports by Facsimile and Exemption where Minimal Connection to Jurisdiction

Rescission of National Policy Statement No. 30

April 6, 2001
(2001) 24 OSCB 2072 Short Notice - Notice of Rescission of **NP Statement No. 30** Processing of "Seasoned Prospectuses"
(2001) 24 OSCB 2181 Rescission of **NP Statement No. 30** Processing of "Seasoned Prospectuses"

D. PROCEDURE AND RELATED MATTERS

11-901 Concept Proposal to Revise Schedule 1 (Fees) to the Regulation to the Securities Act (Ontario)

March 30, 2001
(2001) 24 OSCB 1901 Short Notice - Notice and Request for Comments **11-901** Concept Proposal to Revise Schedule 1 (Fees) to the Regulation to the *Securities Act* (Ontario)/**Request for Comments**
(2001) 24 OSCB 1971 Notice and Request for Comments **11-901** Concept Proposal to Revise Schedule 1 (Fees) to the Regulation to the *Securities Act* (Ontario)/**Request for Comments**

12-602 Deeming an Issuer from Certain Other Canadian Jurisdictions to be a Reporting Issuer in Ontario

March 9, 2001
(2001) 24 OSCB 1491 Short Notice - Proposed OSC Policy **12-602** Deeming an Issuer from Certain Other Canadian Jurisdictions to be a Reporting Issuer in Ontario/**Request for Comments**
(2004) 24 OSCB 1531 Notice of Proposed Ontario Securities Commission Policy **12-602** Deeming an Issuer from Certain Other Canadian Jurisdictions to be a Reporting Issuer in Ontario/**Request for Comments**

June 29, 2001
(2001) 24 OSCB 3884 Short Notice - Notice of Ontario Securities Commission Policy **12-602** Deeming a Reporting Issuer in Certain Other Canadian Jurisdictions to be a Reporting Issuer in Ontario
(2001) 24 OSCB 3913 Notice of Ontario Securities Commission Policy **12-602** Deeming a Reporting Issuer in Certain Other Canadian Jurisdictions to be a Reporting Issuer in Ontario

13-601 Public Availability of Material Filed Under the Securities Act

April 20, 2001
(2001) 24 OSCB 2404 Notice of Commission Approval of Amendments to Policies Assigning New Numbers to Policies
(2001) 24 OSCB 2471 Notice of Amendment to OSC Policy Under The Securities Act - **OSC Policy 2.2** Public Availability of Material Filed Under the Securities Act

14-101 Definitions

September 28, 2001
(2001) 24 OSCB 5762 Short Notice - Notice of Request for Comments Proposed Amendments to National Instrument **14-101** Definitions/**Request for Comments**
(2001) 24 OSCB 5825 Notice of Proposed Amendments to National Instrument **14-101** Definitions/**Request for Comments**

E. CERTAIN CAPITAL MARKET PARTICIPANTS

21-101 21-101CP 21-101F1 21-101F2 21-101F3 21-101F4 21-101F5 21-101F6 Marketplace Operation

August 17, 2001
(2001) 24 OSCB 4967 Short Notice - Notice of National Instrument **21-101** Marketplace Operation, Companion Policy **21-101CP** and Forms **21-101F1**, **21-101F2**, **21-101F3**, **21-101F4**, **21-101F5** and **21-101F6** and Notice of National Instrument **23-101** Trading Rules and Companion Policy **23-101CP** and Notice of Ontario Securities Commission Rule **23-501** Designation as Market Participant
(2001) 24 OSCB (Supp) Notice of National Instrument **21-101** Marketplace Operation, Companion Policy **21-101CP** and Forms **21-101F1**, **21-101F2**, **21-101F3**, **21-101F4**, **21-101F5** and **21-101F6** and Notice of National Instrument **23-101** Trading Rules and Companion Policy **23-101CP** and Notice of Ontario Securities Commission Rule **23-501** Designation as Market Participant

November 2, 2001
(2001) 24 OSCB 6591

Notice of Final Rules Under the Securities Act - The Regulation of Marketplaces and Trading - National Instrument **21-101** Marketplace Operation, National Instrument **23-101** Trading Rules, OSC Rule **23-501** Designation as Market Participant and Forms **21-101F1**, **21-101F2**, **21-101F3**, **21-101F4**, **21-101F5** and **21-101F6**

23-101 23-101CP Trading Rules

August 17, 2001
(2001) 24 OSCB 4967

Short Notice - Notice of National Instrument **21-101** Marketplace Operation, Companion Policy **21-101CP** and Forms **21-101F1**, **21-101F2**, **21-101F3**, **21-101F4**, **21-101F5** and **21-101F6** and Notice of National Instrument **23-101** Trading Rules and Companion Policy **23-101CP** and Notice of Ontario Securities Commission Rule **23-501** Designation as Market Participant

(2001) 24 OSCB (Supp)

Notice of National Instrument **21-101** Marketplace Operation, Companion Policy **21-101CP** and Forms **21-101F1**, **21-101F2**, **21-101F3**, **21-101F4**, **21-101F5** and **21-101F6** and Notice of National Instrument **23-101** Trading Rules and Companion Policy **23-101CP** and Notice of Ontario Securities Commission Rule **23-501** Designation as Market Participant

November 2, 2001
(2001) 24 OSCB 6591

Notice of Final Rules Under the Securities Act - The Regulation of Marketplaces and Trading - National Instrument **21-101** Marketplace Operation, National Instrument **23-101** Trading Rules, OSC Rule **23-501** Designation as Market Participant and Forms **21-101F1**, **21-101F2**, **21-101F3**, **21-101F4**, **21-101F5** and **21-101F6**

23-501 Designation as Market Participant

August 17, 2001
(2001) 24 OSCB 4967

Short Notice - Notice of National Instrument **21-101** Marketplace Operation, Companion Policy **21-101CP** and Forms **21-101F1**, **21-101F2**, **21-101F3**, **21-101F4**, **21-101F5** and **21-101F6** and Notice of National Instrument **23-101** Trading Rules and Companion Policy **23-101CP** and Notice of Ontario Securities Commission Rule **23-501** Designation as Market Participant

(2001) 24 OSCB (Supp)

Notice of National Instrument **21-101** Marketplace Operation, Companion Policy **21-101CP** and Forms **21-101F1**, **21-101F2**, **21-101F3**, **21-101F4**, **21-101F5** and **21-101F6** and Notice of National Instrument **23-101** Trading Rules and Companion Policy **23-101CP** and Notice of Ontario Securities Commission Rule **23-501** Designation as Market Participant

November 2, 2001
(2001) 24 OSCB 6591

Notice of Final Rules Under the Securities Act - The Regulation of Marketplaces and Trading - National Instrument **21-101** Marketplace Operation, National Instrument **23-101** Trading Rules, OSC Rule **23-501** Designation as Market Participant and Forms **21-101F1**, **21-101F2**, **21-101F3**, **21-101F4**, **21-101F5** and **21-101F6**

F.

REGISTRATION REQUIREMENTS AND RELATED MATTERS

31-102 31-102F1 31-102F2 31-102F2 31-102F3 31-102CP National Registration Database

December 14, 2001
(2001) 24 OSCB 7371

Short Notice - Proposed Multilateral Instrument **31-102** and Companion Policy **31-102CP** - National Registration Database; Proposed Ontario Securities Commission Rule **31-509** (Commodity Futures Act) and Companion Policy **31-509CP** - National Registration Database/**Request for Comments**

(2001) 24 OSCB 7438

Notice of Proposed Multilateral Instrument **31-102**, Forms **31-102F1**, **31-102F2**, **31-102F3** and Companion Policy **31-102CP/Request for Comments**

31-506 SRO Membership - Mutual Fund Dealers

February 16, 2001
(2001) 24 OSCB 1004
(2001) 24 OSCB (Supp)

Short Notice of Rule **31-506** SRO Membership - Mutual Fund Dealers
Rule **31-506** SRO Membership - Mutual Fund Dealers and Notice of Commission Recognition of the Mutual Fund Dealers Association of Canada as a Self-Regulatory Organization for Mutual Fund Dealers

April 13, 2001

(2001) 24 OSCB 2290

Notice of Minister of Finance Approval of Final Rule Under The Securities Act Rule **31-506** SRO Membership - Mutual Fund Dealers

(2001) 24 OSCB 2333

Ontario Securities Commission Rule **31-506** SRO Membership - Mutual Fund Dealers

31-509 31-509F1 31-509F2 31-509F2 31-509F3 31-509CP National Registration Database (Commodity Futures Act)

December 14, 2001

(2001) 24 OSCB 7371

Short Notice - Proposed Multilateral Instrument **31-102** and Companion Policy **31-102CP** - National Registration Database; Proposed Ontario Securities Commission Rule **31-509** (Commodity Futures Act) and Companion Policy **31-509CP** - National Registration Database/**Request for Comments**

(2001) 24 OSCB 7459

Notice of Proposed Ontario Securities Commission Rule **31-509** (Commodity Futures Act), Forms **31-509F1, 31-509F2, 31-509F3** and Companion Policy **31-509CP/Request for Comments**

32-501 Direct Purchase Plans

August 3, 2001

(2001) 24 OSCB 4689

Short Notice - Notice of Commission Approval of Rule **32-501** Direct Purchase Plans

(2001) 24 OSCB 4743

Notice of Rule **32-501** Direct Purchase Plans

October 5, 2001

(2001) 24 OSCB 5876

Short Notice - Notice of Minister of Finance Approval of Final Rule under the Securities Act OSC Rule **32-501** Direct Purchase Plans

(2001) 24 OSCB 5919

Ontario Securities Commission Rule **32-501** Direct Purchase Plan

33-102 Regulation of Certain Registrant Activities

May 11, 2001

(2001) 24 OSCB 2989

Short Notice - National Instrument **33-102** Regulation of Certain Registrant Activities

(2001) 24 OSCB 3030

National Instrument **33-102** Regulation of Certain Registrant Activities

July 20, 2001

(2001) 24 OSCB 4336

Notice of Final Rule under the Securities Act National Instrument **33-102** Regulation of Certain Registrant Activities

(2001) 24 OSCB 4409

National Instrument **33-102** Regulation of Certain Registrant Activities and Companion Policy **33-102CP**

33-105 33-105CP Underwriting Conflicts

June 22, 2001

(2001) 24 OSCB 3739

Short Notice - Notice of Request for Comments Proposed Multilateral Instrument **33-105** and Companion Policy **33-105CP** Underwriting Conflicts/**Request for Comments**

(2001) 24 OSCB 3805

Notice of Proposed Changes to Proposed Multilateral Instrument **33-105** and Companion Policy **33-105CP** Underwriting Conflicts/**Request for Comments**

October 26, 2001

(2001) 24 OSCB 6402

Short Notice - Notice of Commission Approval of National Instrument **33-105** Underwriting Conflicts and Companion Policy **33-105CP**

(2001) 24 OSCB 6443

Notice of National Instrument **33-105** and Companion Policy **33-105CP** Underwriting Conflicts and Certain Amendments to Regulation 1015 of the Revised Regulations of Ontario, 1990

December 21, 2001

(2001) 24 OSCB 7630

Notice of Minister of Finance Approval of National Instrument **33-105** Underwriting Conflicts

(2001) 24 OSCB 7687

National Instrument **33-105** Underwriting Conflicts

33-107 Proficiency Requirements for Registrants Holding Themselves Out as Providing Financial Planning and Similar Advice

February 16, 2001

(2001) 24 OSCB 1005

Short Notice of Multilateral Instrument **33-107** Financial Planning Proficiency Rule

(2001) 24 OSCB 1107 Notice of Multilateral Instrument **33-107** Proficiency Requirements for Registrants Holding Themselves Out as Providing Financial Planning and Similar Advice

April 27, 2001

(2001) 24 OSCB 2598 Notice for Multilateral Instrument **33-107** Proficiency Requirements for Registrants Holding Themselves Out as Providing Financial Planning and Similar Advice - Notice of Request by Minister of Finance for Further Consideration

33-108 Permanent Registration (under the Securities Act)

March 16, 2001

(2001) 24 OSCB 1611 Short Notice - Multilateral Instrument **33-108** Permanent Registration and OSC Rule **33-505** (Commodity Futures Act) Permanent Registration/**Request for Comments**

(2001) 24 OSCB 1671 Proposed Multilateral Instrument **33-108** Permanent Registration/**Request for Comments**

33-109 33-109F1 33-109F2 33-109F3 33-109F4 33-109F5 33-109CP Registration Information Requirements

December 14, 2001

(2001) 24 OSCB 7372 Short Notice - Proposed Multilateral Instrument **33-109** and Companion Policy **33-109CP** - Registration Information Requirements; Proposed Ontario Securities Commission Rule **33-506** (Commodity Futures Act) and Companion Policy **33-506CP** - Registration Information Requirements/**Request for Comments**

(2001) 24 OSCB 7480 Notice of Proposed Multilateral Instrument **33-109**, Forms **33-109F1**, **33-109F2**, **33-109F3**, **33-109F4**, **33-109F5** and Companion Policy **33-109CP/Request for Comments**

33-505 Permanent Registration (under the Commodity Futures Act)

March 16, 2001

(2001) 24 OSCB 1611 Short Notice - Multilateral Instrument **33-108** Permanent Registration and OSC Rule **33-505** (Commodity Futures Act) Permanent Registration/**Request for Comments**

(2001) 24 OSCB 1675 Proposed OSC Rule **33-505** Permanent Registration (Commodity Futures Act)/**Request for Comments**

33-506 33-506F1 33-506F2 33-506F3 33-506F4 33-506F5 33-506CP Registration Information Requirements (Commodity Futures Act)

December 14, 2001

(2001) 24 OSCB 7372 Short Notice - Proposed Multilateral Instrument **33-109** and Companion Policy **33-109CP** - Registration Information Requirements; Proposed Ontario Securities Commission Rule **33-506** (Commodity Futures Act) and Companion Policy **33-506CP** - Registration Information Requirements/**Request for Comments**

(2001) 24 OSCB 7522 Notice of Proposed Ontario Securities Commission Rule **33-506** (Commodity Futures Act), Forms **33-506F1**, **33-506F2**, **33-506F3**, **33-506F4**, **33-506F5** and Companion Policy **33-506CP/Request for Comments**

34-601 Registration - Declaration of Personal Bankruptcy

April 20, 2001

(2001) 24 OSCB 2404 Notice of Commission Approval of Amendments to Policies Assigning New Numbers to Policies
(2001) 24 OSCB 2472 Notice of Amendment to OSC Policy Under The Securities Act - **OSC Policy 4.6** Registration - Declaration of Personal Bankruptcy

34-602 Suspension of Registration - Criminal Charges Pending

April 20, 2001

(2001) 24 OSCB 2404 Notice of Commission Approval of Amendments to Policies Assigning New Numbers to Policies
(2001) 24 OSCB 2472 Notice of Amendment to OSC Policy Under The Securities Act - **OSC Policy 4.2** Suspension of Registration - Criminal Charges Pending

G.

DISTRIBUTION REQUIREMENTS

41-502 41-502CP Prospectus Requirements for Mutual Funds

January 19, 2001

(2001) 24 OSCB 376

Short Notice - Notice of Commission Approval of Rule **41-502** Prospectus Requirements for Mutual Funds

(2001) 24 OSCB 455

OSC Rule **41-502** and Companion Policy **41-502CP** Prospectus Requirements for Mutual Funds

April 13, 2001

(2001) 24 OSCB 2289

Notice of Minister of Finance Approval of Final Rule **41-502** Prospectus Requirements for Mutual Funds and Notice of Amendment to Regulation 015 of the Revised Regulations of Ontario, 1990 Made Under The Securities Act in Connection with OSC Rule **41-502**

April 20, 2001

(2001) 24 OSCB 2408

Short Notice - Notice of Minister of Finance Approval of Final Rule **41-502** Prospectus Requirements for Mutual Funds and Notice of Amendment to Regulation 1015 of the Revised Regulations of Ontario, 1990 Made Under The Securities Act in Connection with OSC Rule **41-502**

(2001) 24 OSCB 2474

OSC Rule **41-502** and **41-502CP** Prospectus Requirements for Mutual Funds

41-601 Capital Pool Companies

August 31, 2001

(2001) 24 OSCB 5258

Short Notice - Proposed Policy **41-601** Capital Pool Companies/**Request for Comments**

(2001) 24 OSCB 5317

Notice of Proposed Ontario Securities Commission Policy **41-601** Capital Pool Companies/**Request for Comments**

43-101 43-101CP 43-101F1 Standards of Disclosure for Mineral Projects

January 12, 2001

(2001) 24 OSCB 192

Short Notice - Minister of Finance Approval of National Instrument **43-101** Standards of Disclosure for Mineral Projects, Form **43-101F1** Technical Report, and Companion Policy **43-101CP**

(2001) 24 OSCB 303

National Instrument **43-101** Standards of Disclosure for Mineral Projects

44-801 Implementing National Instrument 44-101 Short Form Prospectus Distributions

February 9, 2001

(2001) 24 OSCB 875

Short Notice - Rule **44-801** Implementing National Instrument **44-101** Short Form Prospectus Distributions

(2001) 24 OSCB 937

Notice of Rule **44-801** Implementing National Instrument **44-101** Short Form Prospectus Distributions

April 13, 2001

(2001) 24 OSCB 2291

Notice of Minister of Finance Approval of Rule **44-801** Implementing National Instrument **44-101** Short form Prospectus Distribution

(2001) 24 OSCB 2334

Ontario Securities Commission Rule **44-801** Implementing National Instrument **44-101** Short Form Prospectus Distributions

45-101 45-101CP 45-101F1 Rights Offerings

April 27, 2001

(2001) 24 OSCB 2597

Short Notice - Notice of Commission Approval of National Instrument **45-101** Rights Offerings

(2001) 24 OSCB 2667

Notice of National Instrument **45-101** Rights Offerings, Companion Policy **45-101CP** and Form **45-101F** and Rescission of Certain Policies

July 20, 2001

(2001) 24 OSCB 4335

Notice of Minister of Finance Approval of National Instrument **45-101** Rights Offerings

(2001) 24 OSCB 4397

National Instrument **45-101** Rights Offerings, Form **45-101F** Information Required in a Rights Offering Circular and Companion Policy **45-101CP**

45-102 45-102CP 45-102F1 45-102F2 45-102F3 Resale of Securities

April 20, 2001

(2001) 24 OSCB 2403

Short Notice - Notice of Commission Approval of Multilateral Instrument **45-102** Resale of Securities, Form **45-102F1**, Form **45-102F2**, Form **45-102F3** and Companion Policy **45-102CP**

(2001) 24 OSCB 2437

OSC Notice - Multilateral Instrument **45-102**, Forms **45-102F1**, **45-102F2** and **45-102F3** and Companion Policy **45-102CP** Resale of Securities

May 18, 2001

(2001) 24 OSCB 3133

Notice of Withdrawal of Multilateral Instrument **45-102** Resale of Securities

November 23, 2001

(2001) 24 OSCB 6965

Notice of Minister of Finance Approval for Multilateral Instrument **45-102** Resale of Securities

(2004) 24 OSCB 7029

Multilateral Instrument **45-102** Resale of Securities

45-501 45-502CP 45-501F1 45-501F2 45-501F3 Exempt Distributions

April 6, 2001

(2001) 24 OSCB 2071

Short Notice - Notice of Request for Comments for Proposed Rule **45-501** Exempt Distributions, Companion Policy **45-501CP**, Forms **45-501F1**, **45-501F2** and **45-501F3** Exempt Distributions & Rule **45-504** and Notice of Proposed Rescission of Rule **45-501** Exempt Distributions and Companion Policy **45-501CP**, and Rule **45-504** Prospectus Exemption for Distributions of Securities to Portfolio Advisors on Behalf of Fully Managed Accounts/**Request for Comments**

(2001) 24 OSCB 2183

Notice of Request for Comments for Proposed Rule **45-501** Exempt Distributions, Companion Policy **45-501CP**, Forms **45-501F1**, **45-501F2** and **45-501F3** Exempt Distributions & Rule **45-504** and Notice of Proposed Rescission of Rule **45-501** Exempt Distributions and Companion Policy **45-501CP**, and Rule **45-504** Prospectus Exemption for Distributions of Securities to Portfolio Advisors on Behalf of Fully Managed Accounts/**Request for Comments**

July 13, 2001

(2001) 24 OSCB 4165

Short Notice - Notice of Request for Comments Proposed Rule **45-501** Exempt Distributions, Companion Policy **45-501CP** and Forms **45-501F1**, **45-501F2** and **45-501F3** and Notice of Proposed Rescission of Rule **45-501** Exempt Distributions and Companion Policy **45-501CP**, and Rule **45-504** Prospectus Exemption for Distributions of Securities to Portfolio Advisors on Behalf of Fully Managed Accounts/**Request for Comments**

(2001) 24 OSCB 4247

Notice of Proposed Rule, Policy and Forms under the Securities Act Rule **45-501** Exempt Distributions, Companion Policy **45-501CP** and Forms **45-501F1**, **45-501F2** and **45-501F3** and Rescission of Existing Rule **45-501** and Companion Policy **45-501CP** and Rule **45-504** Prospectus Exemption for Distributions of Securities to Portfolio Advisers on Behalf of Fully Managed Accounts/**Request for Comments**

November 23, 2001

(2001) 24 OSCB 6964

Notice of Minister of Finance Approval for Ontario Securities Commission Rule **45-501** Exempt Distributions

(2004) 24 OSCB 7011

Ontario Securities Commission Rule **45-501** Exempt Distributions

45-504 Prospectus Exemption for Distributions of Securities to Portfolio Advisers on Behalf of Fully Managed Accounts

April 6, 2001

(2001) 24 OSCB 2071

Short Notice - Notice of Request for Comments for Proposed Rule **45-501** Exempt Distributions, Companion Policy **45-501CP**, Forms **45-501F1**, **45-501F2** and **45-501F3** Exempt Distributions & Rule **45-504** and Notice of Proposed Rescission of Rule **45-501** Exempt Distributions and Companion Policy **45-501CP**, and Rule **45-504** Prospectus Exemption for Distributions of Securities to Portfolio Advisors on Behalf of Fully Managed Accounts/**Request for Comments**

(2001) 24 OSCB 2183 Notice of Request for Comments for Proposed Rule **45-501** Exempt Distributions, Companion Policy **45-501CP**, Forms **45-501F1**, **45-501F2** and **45-501F3** Exempt Distributions & Rule **45-504** and Notice of Proposed Rescission of Rule **45-501** Exempt Distributions and Companion Policy **45-501CP**, and Rule **45-504** Prospectus Exemption for Distributions of Securities to Portfolio Advisors on Behalf of Fully Managed Accounts/**Request for Comments**

July 13, 2001

(2001) 24 OSCB 4165 Short Notice - Notice of Request for Comments Proposed Rule **45-501** Exempt Distributions, Companion Policy **45-501CP** and Forms **45-501F1**, **45-501F2** and **45-501F3** and Notice of Proposed Rescission of Rule **45-501** Exempt Distributions and Companion Policy **45-501CP**, and Rule **45-504** Prospectus Exemption for Distributions of Securities to Portfolio Advisors on Behalf of Fully Managed Accounts/**Request for Comments**

(2001) 24 OSCB 4247 Notice of Proposed Rule, Policy and Forms under the Securities Act Rule **45-501** Exempt Distributions, Companion Policy **45-501CP** and Forms **45-501F1**, **45-501F2** and **45-501F3** and Rescission of Existing Rule **45-501** and Companion Policy **45-501CP** and Rule **45-504** Prospectus Exemption for Distributions of Securities to Portfolio Advisors on Behalf of Fully Managed Accounts/**Request for Comments**

46-201 Escrow for Initial Public Offerings and Form 46-201F Escrow Agreement

September 21, 2001

(2001) 24 OSCB 5632 Short Notice - Notice of Proposed National Policy **46-201** Escrow for Initial Public Offerings and Form **46-201F** Escrow Agreement and Rescission of Ontario Securities Commission Policy **5.9/Request for Comments**

(2001) 24 OSCB 5677 Notice - Proposed National Policy **46-201** Escrow for Initial Public Offerings and Form **46-201F** Escrow Agreement and Rescission of Ontario Securities Commission Policy **5.9/Request for Comments**

H.

ONGOING REQUIREMENTS FOR ISSUERS AND INSIDERS

51-201 Disclosure Standards

May 25, 2001

(2001) 24 OSCB 3265 Short Notice - Notice of Proposed National Policy **51-201** Disclosure Standards and Proposed Rescission of **National Policy No. 40** Timely Disclosure/**Request for Comments**

(2001) 24 OSCB 3301 Notice of Proposed National Policy **51-201** Disclosure Standards and Proposed Rescission of **National Policy No. 40** Timely Disclosure/**Request for Comments**

51-501 AIF and MD&A

October 12, 2001

(2001) 24 OSCB 6028 Short Notice - Notice of Commission Approval of Amendment to OSC Rule **51-501** AIF and MD&A

(2001) 24 OSCB 6051 Notice of Amendment to Ontario Securities Commission Rule **51-501** AIF and MD&A

December 14, 2001

(2001) 24 OSCB 7372 Notice of Minister of Finance Approval of an Amendment to OSC Rule **51-501** AIF and MD&A

(2001) 24 OSCB 7417 Amendment to Ontario Securities Commission Rule **51-501** AIF and MD&A

51-503 51-503CP Supplementary SEC Filings

October 12, 2001

(2001) 24 OSCB 6027 Short Notice - Notice of Proposed Rule **51-503** and Companion Policy **51-503CP** Supplementary SEC Filings and Proposed Rescission of OSC Policy **51-603** Reciprocal Filings/**Request for Comments**

(2001) 24 OSCB 6083 Notice of Proposed Rule **51-503** and Companion Policy **51-503CP** Supplementary SEC Filings and Proposed Rescission of OSC Policy **51-603** Reciprocal Filings/**Request for Comments**

51-601 Reporting Issuer Defaults

November 2, 2001

(2001) 24 OSCB 6533
(2001) 24 OSCB 6587

Notice of Ontario Securities Commission Policy **51-601** Reporting Issuer Defaults
OSC Policy **51-601** Reporting Issuer Defaults

51-603 Reciprocal Filings

April 20, 2001

(2001) 24 OSCB 2404
(2001) 24 OSCB 2473

Notice of Commission Approval of Amendments to Policies Assigning New Numbers to Policies
Notice of Amendment to OSC Policy Under The Securities Act - OSC Policy **7.5** Reciprocal Filings

52-501 Financial Statements

October 12, 2001

(2001) 24 OSCB 6028
(2001) 24 OSCB 6088

Short Notice - Notice of Proposed Amendments to Rule **52-501** Financial Statements/**Request for Comments**
Notice of Proposed Amendments to Rule **52-501** Financial Statements/**Request for Comments**

52-601 Applications for Exemptions from Preparation and Mailing of Interim Financial Statements, Annual Financial Statements and Proxy Solicitation Material

April 20, 2001

(2001) 24 OSCB 2404
(2001) 24 OSCB 2471

Notice of Commission Approval of Amendments to Policies Assigning New Numbers to Policies
Notice of Amendment to OSC Policy Under The Securities Act - **OSC Policy 2.6** Applications for Exemptions from Preparation and Mailing of Interim Financial Statements, Annual Financial Statements and Proxy Solicitation Material

55-101 55-101CP Exemption from Certain Insider Reporting Requirements

February 23, 2001

(2001) 24 OSCB 1218
(2001) 24 OSCB 1283

Short Notice - National Instrument **55-101** Exemption from Certain Insider Reporting Requirements
National Instrument **55-101** and **55-101CP** Exemption from Certain Insider Reporting Requirements/Rescission of OSC Policy **10.1**

May 11, 2001

(2001) 24 OSCB 2989
(2001) 24 OSCB 3025

Notice of Minister of Finance Approval of Final Rule **55-101** Exemption from Certain Insider Reporting Requirements and Notice of Amendment to Regulation 1015 of the Revised Regulations of Ontario, 1990 Made Under The Securities Act in Connection with National Instrument **55-101**
National Instrument **55-101** and **55-101CP** Exemption from Certain Insider Reporting Requirements

55-102 55-102CP 55-102F1 55-102F2 55-102F3 55-102F4 55-102F5 55-102F6 System for Electronic Disclosure by Insiders (SEDI)

July 20, 2001

(2001) 24 OSCB 4336
(2001) 24 OSCB 4414

Short Notice - National Instrument **55-102** System for Electronic Disclosure by Insiders (SEDI)
Notice - National Instrument **55-102**, Forms **55-102F1**, **55-102F2**, **55-102F3**, **55-102F4**, **55-102F5** and **55-102F6**, Companion Policy **55-102CP** System for Electronic Disclosure by Insiders (SEDI)

October 19, 2001

(2001) 24 OSCB 6260
(2004) 24 OSCB 6325

Notice of Minister of Finance Approval of National Instrument **55-102** System for Electronic Disclosure by Insiders (SEDI) and Notice of Rescission of CSA Notice **55-301** Filing of Insider Reports by Facsimile and Exemption where Minimal Connection to Jurisdiction
National Instrument **55-102** System for Electronic Disclosure by Insiders (SEDI)

57-603 Defaults by Reporting Issuers in Complying with Financial Statement Filing Requirements

April 27, 2001

(2001) 24 OSCB 2598

Short Notice - Notice of Ontario Securities Commission Policy **57-603** Defaults by Reporting Issuers in Complying with Financial Statement Filing Requirements

(2001) 24 OSCB 2700

Ontario Securities Commission Policy **57-603** Defaults by Reporting Issuers in Complying with Financial Statement Filing Requirements

I.

TAKE-OVER BIDS AND SPECIAL TRANSACTIONS

61-501 Insider Bids, Issuer Bids, Going Private Transactions and Related Party Transactions

August 24, 2001

(2001) 24 OSCB 5113

Short Notice - Notice of Proposed Amendment to OSC Rule **61-501** Under the Securities Act - Insider Bids, Issuer Bids, Going Private Transactions and Related Party Transactions (Canadian Venture Exchange Issuers)/**Request for Comments**

(2001) 24 OSCB 5179

Notice of Proposed Amendment to Rule **61-501** Under the Securities Act - Insider Bids, Issuer Bids, Going Private Transactions and Related Party Transactions (Canadian Venture Exchange Issuers)/**Request for Comments**

December 7, 2001

(2001) 24 OSCB 7236

Notice of Amendment to OSC Rule **61-501** Insider Bids, Issuer Bids, Going Private Transactions and Related Party Transactions (Canadian Venture Exchange Issuers)

(2001) 24 OSCB 7307

Notice of Amendment to Ontario Securities Commission Rule **61-501** Insider Bids, Issuer Bids, Going Private Transactions and Related Party Transactions (Canadian Venture Exchange Issuers)

62-501 Prohibited Stock Market Purchases of the Offeree's Securities by the Offeror During a Take-Over Bid

December 14, 2001

(2001) 24 OSCB 7373

Short Notice - Notice of Proposed Rule **62-501** Under the Securities Act and Amendment to Ontario Securities Commission Policy **62-601/Request for Comments**

(2001) 24 OSCB 7564

Notice of Proposed Rule **62-501** Under the Securities Act and Amendment to Ontario Securities Commission Policy **62-601** Prohibited Stock Market Purchases of the Offeree's Securities by the Offeror During a Take-over Bid/**Request for Comments**

62-601 Take-Over Bids - Miscellaneous Guidelines

April 20, 2001

(2001) 24 OSCB 2404

Notice of Commission Approval of Amendments to Policies Assigning New Numbers to Policies

(2001) 24 OSCB 2474

Notice of Amendment to OSC Policy Under The Securities Act - **OSC Policy 9.3** Take-Over Bids - Miscellaneous Guidelines

December 14, 2001

(2001) 24 OSCB 7373

Short Notice - Notice of Proposed Rule **62-501** Under the Securities Act and Amendment to Ontario Securities Commission Policy **62-601/Request for Comments**

(2001) 24 OSCB 7564

Notice of Proposed Rule **62-501** Under the Securities Act and Amendment to Ontario Securities Commission Policy **62-601** Prohibited Stock Market Purchases of the Offeree's Securities by the Offeror During a Take-over Bid/**Request for Comments**

62-602 Business and Asset Combinations

April 20, 2001

(2001) 24 OSCB 2404

Notice of Commission Approval of Amendments to Policies Assigning New Numbers to Policies

(2001) 24 OSCB 2473

Notice of Amendment to OSC Policy Under The Securities Act - **OSC Policy 7.4** Business and Asset Combinations

J.

SECURITY TRANSACTIONS OUTSIDE THE JURISDICTION

72-502 Continuous Disclosure and Other Exemptions Relating to Foreign Issuers

October 12, 2001

(2001) 24 OSCB 6027

Short Notice - Notice of Proposed Rule **72-502** Continuous Disclosure and Other Exemptions Relating to Foreign Issuers/**Request for Comments**

(2001) 24 OSCB 6053

Notice of Proposed Rule **72-502** and Companion Policy **72-502CP** Continuous Disclosure and Other Exemptions Relating to Foreign Issuers and Proposed Rescission of OSC Policy **7.1**, the Related Order and Rules/**Request for Comments**

K.

MUTUAL FUNDS

81-101 81-101CP 81-101F1 81-101F2 Mutual Fund Prospectus Disclosure

February 16, 2001

(2001) 24 OSCB 1003

Short Notice of Approval of Amendments to National Instrument **81-102** and Companion Policy **81-102CP** Mutual Funds and to National Instrument **81-101** and Companion Policy

81-101CP Mutual Fund Prospectus Disclosure and to Form **81-101F1** Contents of Simplified Prospectus and to Form **81-101F2** Contents of Annual Information Form

(2001) 24 OSCB 1071

Notice of Rules and Policies - Amendments to National Instrument **81-102** and Companion Policy **81-102CP** Mutual Funds and to National Instrument **81-101**, Companion Policy **81-101CP** Mutual Fund Prospectus Disclosure and to Form **81-101F1** Contents of Simplified Prospectus and to Form **81-101F2** Contents of Annual Information Form

April 13, 2001

(2001) 24 OSCB 2290

Notice of Minister of Finance Approval of Amendment to National Instrument **81-102** and Companion Policy **81-102CP** Mutual Funds and to National Instrument **81-101** and Companion Policy **81-101CP** Mutual Fund Prospectus Disclosure and to Form **81-101F1** Contents of Simplified Prospectus and to form **81-101F2** Contents of Annual Information Form

April 27, 2001

(2001) 24 OSCB 2597

Notice of Amendments to National Instrument **81-102** and Companion Policy **81-102CP** Mutual Funds and to National Instrument **81-101** and Companion Policy **81-101CP** Mutual Fund Prospectus Disclosure, and Form **81-101F1** Contents of Simplified Prospectus and Form **81-101F2** Contents of Annual Information Form

(2001) 24 OSCB 2680

Amendments to National Instrument **81-102** and Companion Policy **81-102CP** Mutual Funds and to National Instrument **81-101** and Companion Policy **81-101CP** Mutual Fund Prospectus Disclosure and to Form **81-101F1** Contents of Simplified Prospectus and to Form **81-101F2** Contents of Annual Information Form

81-102 81-102CP Mutual Funds

February 16, 2001

(2001) 24 OSCB 1003

Short Notice of Approval of Amendments to National Instrument **81-102** and Companion Policy **81-102CP** Mutual Funds and to National Instrument **81-101** and Companion Policy **81-101CP** Mutual Fund Prospectus Disclosure and to Form **81-101F1** Contents of Simplified Prospectus and to Form **81-101F2** Contents of Annual Information Form

(2001) 24 OSCB 1071

Notice of Rules and Policies - Amendments to National Instrument **81-102** and Companion Policy **81-102CP** Mutual Funds and to National Instrument **81-101**, Companion Policy **81-101CP** Mutual Fund Prospectus Disclosure and to Form **81-101F1** Contents of Simplified Prospectus and to Form **81-101F2** Contents of Annual Information Form

April 13, 2001

(2001) 24 OSCB 2290

Notice of Minister of Finance Approval of Amendment to National Instrument **81-102** and Companion Policy **81-102CP** Mutual Funds and to National Instrument **81-101** and Companion Policy **81-101CP** Mutual Fund Prospectus Disclosure and to Form **81-101F1** Contents of Simplified Prospectus and to form **81-101F2** Contents of Annual Information Form

April 27, 2001

(2001) 24 OSCB 2597

Notice of Amendments to National Instrument **81-102** and Companion Policy **81-102CP** Mutual Funds and to National Instrument **81-101** and Companion Policy **81-101CP** Mutual Fund Prospectus Disclosure, and Form **81-101F1** Contents of Simplified Prospectus and Form **81-101F2** Contents of Annual Information Form

(2001) 24 OSCB 2680

Amendments to National Instrument **81-102** and Companion Policy **81-102CP** Mutual Funds and to National Instrument **81-101** and Companion Policy **81-101CP** Mutual Fund Prospectus Disclosure and to Form **81-101F1** Contents of Simplified Prospectus and to Form **81-101F2** Contents of Annual Information Form

81-104 81-104CP Commodity Pools

December 14, 2001

(2001) 24 OSCB 7373

Short Notice - Notice of Proposed Changes to Proposed National Instrument **81-104** and Companion Policy **81-104CP** Commodity Pools/**Request for Comments**

(2001) 24 OSCB 7419

Notice of Proposed Changes - Proposed National Instrument **81-104** and Proposed Companion Policy **81-104CP** Commodity Pools/**Request for Comments**

L.

DERIVATIVES

M.

MISCELLANEOUS

January 5, 2001

(2001) 24 OSCB 3

Short Notice - OSC Policy Statement **5.2** Junior National Resources Issues/**Request for Comments**

(2001) 24 OSCB 115

Ontario Securities Commission Policy **5.2** - Junior Natural Resources/**Request for Comments**

January 12, 2001

(2001) 24 OSCB 191

Notice of Commission Decision Extending the Temporary Exemption Order of the Montreal Exchange from Recognition

November 2, 2001

(2001) 24 OSCB 6532

Short Notice - Notice of Amendment to Rule Under the Securities Act In the Matter of Certain Reporting Issuers [including **National Policy Statement No. 41**]

(2001) 24 OSCB 6646

Notice of Amendment to Rule Under the Securities Act In the Matter of Certain Reporting Issuers [including **National Policy Statement No. 41**]

December 21, 2001

(2001) 24 OSCB 7629

Notice of Minister of Finance Approval for Amendment to Rule Under the Securities Act "In the Matter of Certain Reporting Issuers [including **National Policy Statement No. 41**]"

(2001) 24 OSCB 7687

Amendment to Ontario Securities Commission Rule "In the Matter of Certain Reporting Issuers [including **National Policy Statement No. 41**]"

N.

RULES AND POLICIES OF SROs AND RECOGNIZED EXCHANGES

March 9, 2001

(2001) 24 OSCB 1490

TSE Policy **2-401** Supervision of Trading/Notice of Commission Approval

(2001) 24 OSCB 1595

TSE Policy **2-401** Supervision of Trading

May 11, 2001

(2001) 24 OSCB 2775

Notice of Commission Approval The Toronto Stock Exchange By-law No. **703** Introduction of Time Priority

June 15, 2001

(2001) 24 OSCB 3582

Notice of Commission Approval - Amendment to TSE Rule **4-501** The In-House Client Priority Rule and Enactment of Policy **4-501**

August 10, 2001

(2001) 24 OSCB 4823

Notice of Commission Approval of The Toronto Stock Exchange Inc. Acquisition of Canadian Venture Exchange Inc.

- (2001) 24 OSCB 4860 Notice of Commission Approval - Investment Dealers Association of Canada By-law Amendment, Late Filing Fees for Reports
- August 17, 2001
(2001) 24 OSCB 5013 The Toronto Stock Exchange Inc. - Notice of Consequential Amendments Relating to Time Priority
- September 7, 2001
(2001) 24 OSCB 5386 The Toronto Stock Exchange Rule **1-101** Definitions - Notice of Commission Approval
(2001) 24 OSCB 5477 The Toronto Stock Exchange - Amendment to Rule No. **1-101**
- November 2, 2001
(2001) 24 OSCB 6532 Amendment to IDA By-Law No. 19, Investigatory Powers - Notice of Commission Approval
- November 9, 2001
(2001) 24 OSCB 6792 Investment Dealers Association of Canada - Amendment to Policy 6, Part I.6(a) Proficiency Requirements for Portfolio Managers and Futures Contracts Portfolio Managers
(2001) 24 OSCB 6795 Investment Dealers Association fo Canada - Proposed Regulation Amendment to the Margin Requirements for Listed Securities
(2001) 24 OSCB 6799 Investment Dealers Association of Canada - Proposed Amendment to **By-law 7** Regarding Partners, Directors and Officers
(2001) 24 OSCB 6801 Investment Dealers Association of Canada - **By-law 29.27** Supervision and Compliance
(2001) 24 OSCB 6805 Investment Dealers Association of Canada - Proposed **Policy No. 8** Reporting Requirements
(2001) 24 OSCB 6810 Investment Dealers Association of Canada - **Policy 39** Principal and Agent
(2001) 24 OSCB 6813 Investment Dealers Association of Canada - **By-law 29.26** Leverage Disclosure
(2001) 24 OSCB 6815 Investment Dealers Association of Canada - Revisions to **Regulation 1300, Part I: Know Your Client Requirements and Corporate Accounts**
(2001) 24 OSCB 6821 Investment Dealers Association of Canada - Revisions to **Regulation 1300, Part II: Managed Accounts**
- November 23, 2001
(2001) 24 OSCB 6964 Notice of Commission Approval - Amendments to IDA **By-laws 3.8, 3.9 and 3.10**, Underwriting Levies
(2001) 24 OSCB 6965 Notice of Commission Approval - Amendment to IDA **By-laws 10.1 and 10.15** Board of Directors and Executive Committee
(2001) 24 OSCB 6966 Notice of Commission Approval - amendments to IDA **By-law No. 22** Use of Name: Liabilities: Claims and to Regulation 700, Use of Name of the Association
(2001) 24 OSCB 7099 Investment Dealers Association of Canada - Amendment to Association **By-law No. 3.8** Relating to Underwriting Levies to Include New Offerings and Update Definition Language
- November 30, 2001
(2001) 24 OSCB 7110 Notice of Commission Approval - Amendment to IDA Internal Control Policy 3, Statement 2 Early Warning Reporting

1.1.3 OSC Staff Notice 11-715 Policy Reformation Project - Table of Concordance

OSC STAFF NOTICE 11-715

POLICY REFORMULATION PROJECT - TABLE OF CONCORDANCE

To assist market participants in identifying the current status of instruments that existed before the Reformulation Project, Staff has prepared a table of concordance. The table shows the treatment of each National Policy, Uniform Act Policy, OSC Policy, Blanket Ruling, CSA Notice, OSC Notice, Principles of Regulation, Staff Accounting Registration Section Clarification Note and Interpretation Note. The table indicates whether it has been published for comment as a new instrument under the Policy Reformulation Project, finalized as a new instrument or whether it has been or is proposed to be repealed or is under consideration. In addition, the table only indicates the primary instrument and does not indicate the corresponding companion policy or forms where applicable. The final pages of the chart show new instruments that are new initiatives that were developed separately from the Reformulation Project.

Within the table, a reference to the instrument being "Under Consideration", "In the process of being reformulated as", "To Be Retained" or "To Be Repealed" indicates that the determination as to the appropriate treatment of the instrument has not been finalized and represents Staff's views at this time so that it is subject to the Commission's approval and otherwise to change.

Item Key			
BR	-	Blanket Ruling	
CSAN	-	Notice of CSA	
IN	-	Interpretation Note	
NP	-	National Policy	
OSCN	-	Notice of OSC or OSC Staff	
OSC	-	OSC Policy	
PR	-	Principles of Regulation	
REG	-	Registration Section Clarification Note	
SAC	-	Staff Accounting Communiqué	
UAP	-	Uniform Act Policy	

NOTE: The third digit of each instrument represents the following: 1-National/Multilateral Instrument; 2-National/Multilateral Policy; 3-CSA Notice;
4-Concept Release; 5-Local Rule; 6-Local Policy; 7-Local Notice; 8-Implementing Instrument; 9-Miscellaneous

Pre-Reformulation		Reformulation		
INSTRUMENT	TITLE	NUMBER	TITLE	STATUS AS AT DECEMBER 31, 2001
NATIONAL POLICY				
NP 1	Clearance of National Issues RESCINDED JANUARY 1, 2000	43-201	Mutual Reliance Review System for Prospectus and Initial AIFs	<i>CAME INTO FORCE JAN 1/00</i>
NP 2-A	Guide for Engineers, Geologists and Prospectors Submitting Reports on Mining Properties to Canadian Provincial Securities Administrators RESCINDED FEBRUARY 1, 2001	43-101	Standards of Disclosure for Mineral Exploration and Development and Mining Properties	<i>CAME INTO FORCE FEB 1/01</i>
NP 2-B	Guide for Engineers and Geologists Submitting Oil and Gas Reports to Canadian Provincial Securities Administrators		Guide for Engineers and Geologists Submitting Oil and Gas Reports	<i>In the process of being reformulated as 51-101 (previously noted as being reformulated as 43-102)</i>
NP 3	Unacceptable Auditors			<i>Under Consideration</i>
NP 4	Conditions for Dealer Sub-Underwriting			<i>Repealed Apr 1/99</i>

Pre-Reformulation		Reformulation		
INSTRUMENT	TITLE	NUMBER	TITLE	STATUS AS AT DECEMBER 31, 2001
NP 12	Disclosure of "Market Out" Clauses in Underwriting Agreements in Prospectuses RESCINDED DECEMBER 31, 2000	41-101	Prospectus Disclosure Requirements	<i>CAME INTO FORCE DEC 31/00</i>
NP 13	Disclaimer Clause on Prospectus RESCINDED DECEMBER 31, 2000	41-101	Prospectus Disclosure Requirements	<i>CAME INTO FORCE DEC 31/00</i>
NP 14	Acceptability of Currencies in Material Filed with Securities Regulatory Authority	52-102	Use of Currencies	<i>Published for comment May 29/98</i>
NP 15	Conditions Precedent to Acceptance of Scholarship or Educational Plan Prospectuses		Scholarship Plans	<i>In the process of being reformulated as 46-102</i>
NP 16	Maintenance of Provincial Trading Records			<i>Repealed Apr 1/99</i>
NP 17	Violations of Securities Laws of Other Jurisdictions - Conduct Affecting Fitness for Continued Registration RESCINDED OCTOBER 16, 1998	34-201	Breach of Requirements of Other Jurisdictions	<i>CAME INTO FORCE OCT 16/98</i>
NP 18	Conflict of Interest - Registrants Acting as Corporate Directors RESCINDED SEPTEMBER 25, 1998	34-202	Registrants Acting as Corporate Directors	<i>CAME INTO FORCE OCT 16/98</i>
NP 20	Trading in Unqualified Securities - Securities in Primary Distribution in Other Jurisdictions			<i>Repealed Apr 1/99</i>
NP 21	National Advertising - Warnings			<i>Under Consideration</i>
NP 22	Use of Information and Opinion Re Mining and Oil Properties by Registrants and Others	43-101	Standards of Disclosure for Mineral Exploration and Development and Mining Properties	<i>CAME INTO FORCE FEB 1/01</i>
NP 25	Registrants: Advertising: Disclosure of Interest			<i>Under Consideration</i>
NP 27	Canadian Generally Accepted Accounting Principles		Auditor's Report	<i>In the process of being reformulated as 52-104</i>
NP 29	Mutual Funds Investing in Mortgages		Mutual Funds Investing in Mortgages	<i>In the process of being reformulated as 81-103</i>
NP 30	Processing of "Seasoned Prospectuses" RESCINDED APRIL 30, 2001	43-201	Mutual Reliance Review System for Prospectus and Initial AIFs	<i>CAME INTO FORCE JAN 1/00</i>
NP 31	Change of Auditor of a Reporting Issuer	52-103	Change of Auditor	<i>Published for comment May 29/98</i>
NP 32	Prospectus Warning Re: Scope of Distribution RESCINDED DECEMBER 31, 2000	41-101	Prospectus Disclosure Requirements	<i>CAME INTO FORCE DEC 31/00</i>
NP 33	Financing of Film Productions			<i>Repealed Apr 11/97</i>

Pre-Reformulation		Reformulation		
INSTRUMENT	TITLE	NUMBER	TITLE	STATUS AS AT DECEMBER 31, 2001
NP 34	Unincorporated Issuers: Requirement to Maintain a Register of Security Holders RESCINDED FEBRUARY 1, 2000	81-102	Mutual Funds	<i>CAME INTO FORCE FEB 1/00</i> <i>AMENDMENTS CAME INTO FORCE MAY 2/01</i>
NP 35	Purchaser's Statutory Rights RESCINDED DECEMBER 31, 2000	41-101	Prospectus Disclosure Requirements	<i>CAME INTO FORCE DEC 31/00</i>
NP 36	Mutual Funds - Simplified Prospectus Qualification System REPEALED FEBRUARY 1, 2000	81-101	Mutual Fund Prospectus Disclosure	<i>CAME INTO FORCE FEB 1/00</i> <i>AMENDMENTS CAME INTO FORCE MAY 2/01</i>
NP 37	Take-Over Bids: Reciprocal Cease Trading Orders RESCINDED AUGUST 4, 1997	62-201	Bids Made Only in Certain Jurisdictions	<i>CAME INTO FORCE AUG 4/97</i>
NP 38	Take-Over Bids - Defensive Tactics RESCINDED AUGUST 4, 1997	62-202	Take-Over Bids - Defensive Tactics	<i>CAME INTO FORCE AUG 4/97</i>
NP 39	Mutual Funds RESCINDED FEBRUARY 1, 2000	81-102	Mutual Funds	<i>CAME INTO FORCE FEB 1/00</i> <i>AMENDMENTS CAME INTO FORCE MAY 2/01</i>
NP 40	Timely Disclosure			<i>To be rescinded pending adoption of proposed National Policy 51- 201</i>
NP 41	Shareholder Communication FORMER DEEMED RULE EXTENDED UNTIL JUNE 30, 2002	54-101	Communication with Beneficial Owners of Securities of a Reporting Issuer	<i>Republished for comment Sep 1/00</i>
		54-102	Supplemental Mailing List and Interim Financial Statement Exemption	<i>Published for comment Feb 27/98</i>
NP 42	Advertising of Securities on Radio or Television (Interim)			<i>Under Consideration</i>
NP 43	(DRAFT) Advertisements of Securities and Related Sales Practices			<i>Under Consideration</i>
NP 44	Rules for Shelf Prospectus Offerings and Pricing Offerings After the Final Prospectus is Received EXPIRED DECEMBER 31, 2000	44-102	Shelf Distributions	<i>CAME INTO FORCE DEC 31/00</i>
		44-103	Post-Receipt Pricing	<i>CAME INTO FORCE DEC 31/00</i>
NP 45	Multijurisdictional Disclosure System EXPIRED NOVEMBER 1, 1998	71-101	The Multijurisdictional Disclosure System	<i>CAME INTO FORCE NOV 1/98</i>
NP 47	Prompt Offering Qualification System EXPIRED DECEMBER 31, 2000	44-101	Short Form Prospectus Distributions	<i>CAME INTO FORCE Dec 31/00</i>

Pre-Reformulation		Reformulation		
INSTRUMENT	TITLE	NUMBER	TITLE	STATUS AS AT DECEMBER 31, 2001
		44-801	Implementing National Instrument 44-101 Short Form Prospectus Distributions	<i>CAME INTO FORCE Apr 21/01</i>
NP 48	Future-Oriented Financial Information	52-101	Future-Oriented Financial Information	<i>Published for comment Jul 18/97</i>
NP 49	Self-Regulatory Organization Membership			<i>To be revoked</i>
NP 50	Reservations in an Auditor's Report		Auditor's Report	<i>In the process of being reformulated as 52-104</i>
NP 51	Changes in the Ending Date of a Financial Year and in Reporting Status		Change in the Ending Date of a Financial Year	<i>In the process of being reformulated as 52-105</i>
NP 53	(DRAFT) - Foreign Issuers			<i>To be retained</i>
NP 54	(DRAFT) - Expedited Registration System for Advisers	31-101	Mutual Reliance Review System for Registration	<i>Published for comment Jun 19/98</i>
UNIFORM ACT POLICY				
UAP 2-01	"Undertakings" - Extra-provincial Companies			<i>Repealed Jan 1/99</i>
UAP 2-02	Prospectuses - Annual Re-Filings			<i>Repealed Jan 1/99</i>
UAP 2-03	Prospectuses and Amendments - Certification (section 52[53]) Supporting Documentation REPEALED JANUARY 1/99	41-501	General Prospectus Requirements	<i>CAME INTO FORCE DEC 31/00</i>
UAP 2-04	Consent of Solicitors - Disclosure of Interest REPEALED JANUARY 1/99	41-501	General Prospectus Requirements	<i>CAME INTO FORCE DEC 31/00</i>
UAP 2-05	Applications under s. 34(1)14 [35(1)14] and 71(1)(h)[72(1)(h)] of the Securities Act by a Company Wishing to Sell Additional Securities to its Security Holders	45-101	Rights Offerings	<i>CAME INTO FORCE JUL 25/01</i>
UAP 2-06	Use of Shareholders' Lists by Registrants			<i>Repealed Jan 1/99</i>
UAP 2-07	Surrender of Registration - Other than Salesman RESCINDED APRIL 7, 1998	33-501	Surrender of Registration	<i>CAME INTO FORCE APR 7/98</i>
UAP 2-08	Declaration as to Short Position - Listed and Unlisted Securities			<i>Repealed Jan 1/99</i>
UAP 2-09	Insider Trading Reports - Loan and Trust Companies			<i>Repealed Jan 1/99</i>
UAP 2-10	Insider Trading Reports - Persons Required to Report in More Than One Capacity			<i>Repealed May 1/98</i>
UAP 2-11	Policy Statement in Connection with Applications to the Commission for an Order Under Section 79(a)[80(a)] of the Securities Act (Ontario)			<i>Repealed Apr 3/98</i>

Pre-Reformulation		Reformulation		
INSTRUMENT	TITLE	NUMBER	TITLE	STATUS AS AT DECEMBER 31, 2001
UAP 2-13	Advertising During Waiting Period Between Preliminary and Final Prospectuses			<i>To be retained</i>
OSC POLICY				
OSC 1.1	O.S.C. Policy Statements --- General			<i>Repealed Mar 1/99</i>
OSC 1.3	Restricted Shares RESCINDED OCTOBER 27, 1999	56-501	Restricted Shares	<i>CAME INTO FORCE OCT 25/99</i>
OSC 1.4	Reciprocal Enforcement of Cease Trading Orders			<i>Under Consideration</i>
OSC 1.6	Strip Bonds RESCINDED MAY 1, 1998	91-501	Strip Bonds	<i>CAME INTO FORCE MAY 1/98</i>
OSC 1.7	The Securities Advisory Committee to the OSC		The Securities Advisory Committee to the OSC	<i>In the process of being reformulated as 11-601 (previously noted as being reformulated as 11-701)</i>
OSC 1.9	Use By Dealers of Brokerage Commissions as Payment for Goods or Services Other than Order Execution Services ("Soft Dollar" Deals)			<i>Under Consideration</i>
OSC 2.1	Applications to the Ontario Securities Commission		Applications to the OSC	<i>In the process of being reformulated as 12-601</i>
OSC 2.2	Public Availability of Material Filed under the Securities Act	13-601	Public Availability of Material Filed under the Securities Act	<i>Retained and renumbered as 13- 601 on Apr 20/01</i>
OSC 2.3	Joint Hearings with Other Provincial Administrators - Conditions Precedent and Costs REPEALED JULY 1/97		Rules of Practice	<i>CAME INTO FORCE JUL 1/97</i>
OSC 2.4	Conflict of Interest Guidelines for Members of the Ontario Securities Commission and Staff REPEALED APRIL 16/98	By-law No. 2	A By-law relating to conflicts of interest in connection with the conduct of the affairs of the Securities Commission	<i>CAME INTO FORCE JAN 18/98</i>
OSC 2.5	Certificates of No Default under Section 72(8) and List of Defaulting Issuers under Section 72(9) of the Securities Act	51-601	Reporting Issuer Defaults	<i>CAME INTO FORCE OCT 30/01</i>
OSC 2.6	Applications for Exemption from Preparation and Mailing of Interim Financial Statements, Annual Financial Statements and Proxy Solicitation Material	52-601	Exemption re: Mailing of Financial Statements and Proxy Solicitation Material	<i>Retained and renumbered as 52- 601 on Apr 20/01</i>
OSC 2.7	Appeals to the Ontario Securities Commission By Way of Hearing and Review REPEALED JULY 1/97		Rules of Practice	<i>CAME INTO FORCE JUL 1/97</i>

Pre-Reformulation		Reformulation		
INSTRUMENT	TITLE	NUMBER	TITLE	STATUS AS AT DECEMBER 31, 2001
OSC 2.8	Applications for Ontario Securities Commission Consent to Obtain Transcripts of Evidence Taken During Investigations or Hearings REPEALED JULY 1/97		Rules of Practice	<i>CAME INTO FORCE JUL 1/97</i>
OSC 2.9	Cease Trading Orders - Applications for Partial Revocation to Permit a Securityholder to Establish a Tax Loss for Income Tax Purposes RESCINDED FEBRUARY 24, 1998	57-602	Cease Trading Orders - Application for Partial Revocation to Permit a Securityholder to Establish a Tax Loss	<i>CAME INTO FORCE FEB 24/98</i>
OSC 2.10	Restrictions on Practice Before the Commission and its Staff Upon Termination of the Appointments of Members of the Commission and its Staff REPEALED APR 16/98	By-law No. 2	A By-law relating to conflicts of interest in connection with the conduct of the affairs of the Ontario Securities Commission	<i>CAME INTO FORCE JAN 18/98</i>
OSC 2.11	Conflicts of Interest of Members of the Ontario Securities Commission REPEALED APR 16/98	By-law No. 2	A By-law relating to conflicts of interest in connection with the conduct of the affairs of the Ontario Securities Commission	<i>CAME INTO FORCE JAN 18/98</i>
OSC 2.12	Televising of Ontario Securities Commission Hearings REPEALED JUL 1/97		Rules of Practice	<i>CAME INTO FORCE JUL 1/97</i>
OSC 3.1	Recognition by the Commission of Stock Exchanges, etc. PORTIONS REPLACED	21-901	Recognition Order - In the Matter of the Recognition of Certain Stock Exchanges (1997), 20 O.S.C.B. 1034	<i>CAME INTO FORCE MAR 1/97</i> <i>AMENDMENT CAME INTO FORCE AUG 29/00</i>
		62-904	Recognition Order - In the Matter of the Recognition of Certain Jurisdictions [ss. 93(1)(e) and ss. 93(3)(h) of the Act] (1997), 20 O.S.C.B. 1035	<i>CAME INTO FORCE MAR 1/97</i>
		45-501	Exempt Distributions [replaces subsection 25(2) of Regulation 1015]	<i>CAME INTO FORCE DEC 22/98</i> <i>AMENDMENTS CAME INTO FORCE NOV 30/01</i>
		45-502	Dividend or Interest Reinvestment and Stock Dividend Plans	<i>CAME INTO FORCE JUN 10/98</i> <i>Amendments published for comment Sep 14/01</i>
OSC 4.1	Public Ownership of Dealers, Conditions of Registration and Institutional Ownership			<i>Repealed Mar 1/99</i>
OSC 4.2	Suspension of Registration - Criminal Charges Pending	34-602	Suspension of Registration - Criminal Charges Pending	<i>Retained and renumbered as 34-602 on Apr 20/01</i>

Pre-Reformulation		Reformulation		
INSTRUMENT	TITLE	NUMBER	TITLE	STATUS AS AT DECEMBER 31, 2001
OSC 4.3	Self-Directed RRSPs and Other Plans Recognized by the Commission for Purposes of this Policy Statement and Administered by Brokers or Investment Dealers on Behalf of Authorized Trustees	33-101	Administration of Self-Directed RRSPs, RESPs and RRIFs by Dealers	<i>Published for comment Feb 13/98</i>
OSC 4.4	Dual Registration Under the <i>Securities Act</i>	31-501	Registrant Relationships	<i>CAME INTO FORCE SEP 4/97</i> <i>Amendments published for comment June 19/98</i>
OSC 4.5	Dual Licensing of Life Insurance Agents			<i>Repealed (1994), 17 O.S.C.B. 6073</i>
OSC 4.6	Registration - Declaration of Personal Bankruptcy	34-601	Registration - Declaration of Personal Bankruptcy	<i>Retained and renumbered as 34-601 on Apr 20/01</i>
OSC 4.7	Registration of Non-Resident Salesmen, Partners or Officers of Registered Dealers			<i>Under Consideration. NOTE: Previously published for comment as 35-501; Commission staff will not be proceeding with OSC Rule 35-501</i>
OSC 4.8	Non-Resident Advisers EXPIRED NOVEMBER 18, 2000	35-502	Non-Resident Advisers	<i>CAME INTO FORCE NOV 18/00</i>
OSC 5.1	Prospectuses - General Guidelines PORTIONS RESCINDED DECEMBER 31, 2000	41-501	General Prospectus Requirements	<i>CAME INTO FORCE Dec 31/00</i>
		48-502	Over-Allotment Options and Underwriters' Compensation	<i>Published for Comment Apr 25/97. NOTE: Commission staff will not be proceeding with OSC Rule 48-502</i>
OSC 5.1 (24)	Prospectus Disclosure in Information Circulars: Amalgamation, Arrangements, Mergers and Reorganizations RESCINDED DECEMBER 31, 2000	54-501	Prospectus Disclosure in Certain Information Circulars	<i>CAME INTO FORCE DEC 31/00</i>
OSC 5.1 (26)	Trading by Issuers, Selling Security Holders, Underwriters, Dealers and Their Affiliates and Joint Actors During a Distribution by Prospectus of TSE - listed Securities		Market Stabilization During Distributions	<i>In the process of being reformulated as 48-501</i>
OSC 5.2	Junior Natural Resource Issuers			<i>Lapsed Jul 1/01</i>
OSC 5.3	Mortgage and Real Estate Investment Trusts and Partnerships			<i>Under Consideration</i>
OSC 5.4	"Closed-End" Income Investment Trusts and Partnerships			<i>Under Consideration</i>

Pre-Reformulation		Reformulation		
INSTRUMENT	TITLE	NUMBER	TITLE	STATUS AS AT DECEMBER 31, 2001
OSC 5.7	Preliminary Prospectuses - Preparation, Filing and Frequently Occurring Deficiencies PORTIONS RESCINDED DECEMBER 31, 2000	41-501	General Prospectus Requirements	<i>CAME INTO FORCE DEC 31/00</i>
OSC 5.9	Escrow Guidelines - Industrial Issuers			<i>To be rescinded pending adoption of proposed National Policy 46-201</i>
OSC 5.10	Annual Information Form and Management's Discussion and Analysis of Financial Condition and Results of Operations RESCINDED MAY 31, 2001	51-501	Annual Information Form and Management's Discussion and Analysis of Financial Condition and Results of Operation	<i>CAME INTO FORCE JAN 1/01 AMENDMENTS CAME INTO FORCE DEC 31/01</i>
OSC 6.1	Private Placements RESCINDED DECEMBER 22, 1998	45-501	Exempt Distributions	<i>CAME INTO FORCE DEC 22/98 AMENDMENTS CAME INTO FORCE NOV 30/01</i>
OSC 6.2	Rights Offerings	45-101	Rights Offerings	<i>CAME INTO FORCE JUL 25/01</i>
		45-502	Dividend or Interest Reinvestment and Stock Dividend Plans	<i>CAME INTO FORCE JUN 10/98 Amendments published for comment Sep 14/01</i>
OSC 7.1	Application of Requirements of the Securities Act to Certain Reporting Issuers	72-502	Continuous Disclosure and Other Exemptions for Foreign Reporting Issuers	<i>Published for comment Oct 12/01</i>
OSC 7.2	Timely Disclosure --- Early Warning			<i>Repealed Mar 1/99</i>
OSC 7.3	Management's Report Disclosing Contingencies and Going Concern Considerations in Financial Statements			<i>Repealed Mar 1/99</i>
OSC 7.4	Business and Asset Combinations	62-602	Business and Asset Combinations	<i>Retained and renumbered as 62- 602 on Apr 20/01</i>
OSC 7.5	Reciprocal Filings	51-603	Reciprocal Filings	<i>Retained and renumbered as 51- 603 on Apr 20/01 Proposed rescission published for comment Oct 12/01</i>
OSC 7.6	Enforcement of Timely Filings of Financial Statements			<i>Repealed Mar 1/99</i>

Pre-Reformulation		Reformulation		
INSTRUMENT	TITLE	NUMBER	TITLE	STATUS AS AT DECEMBER 31, 2001
OSC 7.7	The Oil and Gas Industry - Application of the Ceiling Test When the Full Cost Method is Used			<i>Repealed Mar 1/99</i>
OSC 7.8	(DRAFT) Reverse Take-overs - Timely Disclosure	46-502	Reverse Take-overs	<i>Under Consideration</i>
OSC 9.1	Disclosure, Valuation, Review and Approval Requirements and Recommendations for Insider Bids, Issuer Bids, Going Private Transactions, and Related Party Transactions	61-501	Insider Bids, Issuer Bids, Going Private Transactions and Related Party Transactions	<i>CAME INTO FORCE May 1/00</i> <i>Amendments awaiting final approval (delivered to Minister on Nov 30/01)</i>
OSC 9.3	Take-Over Bids - Miscellaneous Guidelines		Market Stabilization During Distributions	<i>In the process of being reformulated as 48-501</i>
		62-501	Prohibited Stock Market Purchases of the Offeree's Securities by the Offeror During a Take-Over Bid	<i>Republished for comment Dec 14/01</i>
		62-601	Take-Over Bids - Miscellaneous Guidelines	<i>Amendments published for comment Dec 14/01</i>
OSC 10.1	Applications for Exemption from Insider Reporting Obligations for Insiders of Subsidiaries and Affiliated Issuers RESCINDED MAY 15, 2001	55-101	Exemptions from Certain Insider Reporting Requirements	<i>CAME INTO FORCE MAY 15/01</i>
OSC 10.2	Guidelines for Establishment of Procedures in Relation to Confidential Information RESCINDED JANUARY 27, 1998	33-601	Guidelines for Policies and Procedures Concerning Inside Information	<i>CAME INTO FORCE JAN 27/98</i>
OSC 11.1	Mutual Fund Trusts: Interim OSC Approval of Mutual Fund Trustees Pursuant to Clause 213(3)(b) of the <i>Loan and Trust Corporations Act, 1987</i> RESCINDED JANUARY 14, 1997	81-901	Approval of Mutual Fund Trustees Under Clause 213(3)(b) of the <i>Loan and Trust Corporations Act</i>	<i>CAME INTO FORCE JAN 14/97</i>
OSC 11.2	Bond Ratings Services - Statements of Investment Portfolio and Statements of Portfolio Transactions of Mutual Funds	81-902	Recognition Order - In the Matter of the Recognition of Certain Rating Agencies (1997), 20 O.S.C.B. 1034	<i>CAME INTO FORCE MAR 1/97</i>
OSC 11.4	Commodity Pool Programs	81-104	Commodity Pools	<i>Republished for comment Dec 14/01</i>
OSC 11.5	Real Estate Mutual Funds - General Prospectus Guidelines			<i>Repealed Dec 20/96</i>
BLANKET RULING				
BR	Certain Reporting Issuers (1980), 3 O.S.C.B. 54	72-502	Continuous Disclosure and Other Exemptions for Foreign Reporting Issuers	<i>Published for comment Oct 12/01</i>

Pre-Reformulation		Reformulation		
INSTRUMENT	TITLE	NUMBER	TITLE	STATUS AS AT DECEMBER 31, 2001
BR	Certain Reporting Issuers (1980), 3 O.S.C.B. 166 FORMER DEEMED RULE EXTENDED UNTIL JULY 1, 2002	72-502	Continuous Disclosure and Other Exemptions for Foreign Reporting Issuers	<i>Published for comment Oct 12/01</i>
BR	The Automatic Investment of Dividends or Distributions in Shares or Units of Mutual Funds (1983), 6 O.S.C.B. 1078 RESCINDED OCTOBER 10, 1997	81-501	Mutual Fund Reinvestment Plans	<i>CAME INTO FORCE OCT 10/97</i>
BR	Certain Proposed Amendments (1983), 6 O.S.C.B. 3508 EXPIRED DECEMBER 22, 1998	45-501	Exempt Distributions	<i>CAME INTO FORCE DEC 22/98</i> <i>AMENDMENTS CAME INTO FORCE NOV 30/01</i>
BR	Discount Brokerage and The Role of Financial Institutions (1984), 7 O.S.C.B. 458			<i>Expired Mar 1/97</i>
BR	Trading in Commodity Futures Contracts and Commodity Futures Options Entered Into On Commodity Futures Exchanges Situate Outside Canada Other than Commodity Futures Exchanges in the United States of America (1980), 15 O.S.C.B. 7, as varied by (1984), 7 O.S.C.B. 995*	91-503	Trades in Commodity Futures Contracts and Commodity Futures Options Entered into on Commodity Futures Exchange Situate Outside of Ontario	<i>CAME INTO FORCE MAR 28/97</i>
BR	Order Execution Access Dealers (1984), 7 O.S.C.B. 1520			<i>Expired Mar 1/97</i>
BR	Certain Reporting Issuers (1984), 7 O.S.C.B. 1913 FORMER DEEMED RULE EXTENDED UNTIL JULY 1, 2002	72-502	Continuous Disclosure and Other Exemptions for Foreign Reporting Issuers	<i>Published for comment Oct 12/01</i>
BR	Certain Reporting Issuers (1984), 7 O.S.C.B. 3247 FORMER DEEMED RULE EXTENDED UNTIL JULY 1, 2002	72-502	Continuous Disclosure and Other Exemptions for Foreign Reporting Issuers	<i>Published for comment Oct 12/01</i>
BR	Zero Coupon Strip Bonds (1984), 7 O.S.C.B. 4085 RESCINDED MAY 1, 1998	91-501	Strip Bonds	<i>CAME INTO FORCE MAY 1/98</i>
BR	Trading in Commodity Futures Contracts and Commodity Futures Options Entered into on Commodity Futures Exchanges in the United States of America (1984), 7 O.S.C.B. 4578 ¹	91-503	Trades in Commodity Futures Contracts and Commodity Futures Options Entered into on Commodity Futures Exchanges Situate Outside of Ontario	<i>CAME INTO FORCE MAR 28/97</i>
BR	Eurosecurity Financing (1984), 7 O.S.C.B. 4897			<i>Expired Mar 1/97</i>

¹ This ruling remains in force for purposes of the *Commodity Futures Act*

Pre-Reformulation		Reformulation		
INSTRUMENT	TITLE	NUMBER	TITLE	STATUS AS AT DECEMBER 31, 2001
BR	Simplified Prospectus Qualification System for Mutual Funds (1984), 7 O.S.C.B. 5333 EXPIRED FEBRUARY 1, 2000	81-101	Mutual Fund Prospectus Disclosure	<i>CAME INTO FORCE FEB 1/00</i> <i>AMENDMENTS CAME INTO FORCE MAY 2/01</i>
BR	Trades In Securities of a Private Company Under The Execution Act (1985), 8 O.S.C.B. 127 EXPIRED DECEMBER 22, 1998	45-501	Exempt Distributions	<i>CAME INTO FORCE DEC 22/98</i> <i>AMENDMENTS CAME INTO FORCE NOV 30/01</i>
BR	Certain Reporting Issuers (1985), 8 O.S.C.B. 2915 EXPIRED DECEMBER 31, 2000	44-101	Short Form Prospectus Distributions	<i>CAME INTO FORCE Dec 31/00</i>
		44-801	Implementing National Instrument 44-101 Short Form Prospectus Distributions	<i>CAME INTO FORCE Apr 21/01</i>
BR	The Mandatory Investment of Dividends or Distributions In Shares or Units of Mutual Funds (1985), 8 O.S.C.B. 4308 EXPIRED OCTOBER 10, 1997	81-501	Mutual Fund Reinvestment Plans	<i>CAME INTO FORCE OCT 10/97</i>
BR	TSE Policy on Small Shareholder Selling/Purchase Arrangements (1987), 10 O.S.C.B. 1455 EXPIRED OCTOBER 22, 1997	32-101	Small Securityholder Selling and Purchase Arrangements	<i>CAME INTO FORCE OCT 22/97</i>
BR	A Policy of the Montreal Exchange on Small Shareholder Selling and Purchase Arrangements (1987), 10 O.S.C.B. 4938 EXPIRED OCTOBER 22, 1997	32-101	Small Securityholder Selling and Purchase Arrangements	<i>CAME INTO FORCE OCT 22/97</i>
BR	Certain Proposed Amendments (1987), 10 O.S.C.B. 5936 EXPIRED DECEMBER 22, 1998	45-501	Exempt Distributions	<i>CAME INTO FORCE DEC 22/98</i> <i>AMENDMENTS CAME INTO FORCE NOV 30/01</i>
BR	The Business Corporations Act and In the Matter of CDS (1988), 11 O.S.C.B. 542	22-901	Recognition Order - In the Matter of the Recognition of the Canadian Depository for Securities Limited (1997), 20 O.S.C.B. 1033	<i>CAME INTO FORCE MAR 1/97</i>
BR	Certain Reporting Issuers (1987) 10 O.S.C.B. 6306, amended by (1988), 11 O.S.C.B. 1029 RULE EXTENDED UNTIL JUNE 30, 2002	54-101	Communication with Beneficial Owners of Securities of a Reporting Issuer	<i>Republished for comment Sep 1/00</i>
		54-102	Supplemental Mailing List and Interim Financial Statement Exemption	<i>Published for comment Feb 27/98</i>
BR	Certain Trades in Securities of Junior Resource Issuers (1988), 11 O.S.C.B. 1522			<i>Lapsed Jul 1/01</i>

Pre-Reformulation		Reformulation		
INSTRUMENT	TITLE	NUMBER	TITLE	STATUS AS AT DECEMBER 31, 2001
BR	Trading in Recognized Options Cleared Through Recognized Clearing Organizations (1988), 11 O.S.C.B. 4895 EXPIRED MARCH 28, 1997	91-502	Trades in Recognized Options	<i>CAME INTO FORCE MAR 28/97</i>
BR	The Securities Act (1989), 12 O.S.C.B. 2735			<i>Expired Mar 1/97</i>
BR	Trading in Commodity Futures Contracts Entered into on the Montreal Stock Exchange (August 25, 1980) OSCWS 15A, as varied by In the Matter of Trading in Commodity Futures Contracts and Commodity Futures Options Entered into on The Montreal Stock Exchange (1989), 12 O.S.C.B. 3392*	91-503	Trades in Commodity Futures Contracts and Commodity Futures Options Entered into on Commodity Futures Exchanges Situate Outside of Ontario	<i>CAME INTO FORCE MAR 28/97</i>
BR	The TSE (1990), 13 O.S.C.B. 3007			<i>Expired Mar 1/97</i>
BR	Self-Directed RESPs (1990), 13 O.S.C.B. 4793			<i>Expired Mar 1/97</i>
BR	The TSE (1991), 14 O.S.C.B. 881	21-901	Recognition Order - In the Matter of the Recognition of Certain Stock Exchanges (1997), 20 O.S.C.B. 1034	<i>CAME INTO FORCE MAR 1/97</i> <i>AMENDMENT CAME INTO FORCE AUG 29/00</i>
BR	Rules of Shelf Prospectus Offerings and for Pricing Offerings after the Prospectus Is Received (1991), 14 O.S.C.B. 1824 EXPIRED DECEMBER 31, 2000	44-102	Shelf Distributions	<i>CAME INTO FORCE DEC 31/00</i>
		44-103	Post-Receipt Pricing	<i>CAME INTO FORCE DEC 31/00</i>
BR	The Recognized Options Rationalization Order (1991), 14 O.S.C.B. 2157 EXPIRED MARCH 28, 1997	91-502	Trades in Recognized Options	<i>CAME INTO FORCE MAR 28/97</i>
BR	Multijurisdictional Disclosure System (1991), 14 O.S.C.B. 2863 EXPIRED NOVEMBER 1, 1998	71-101	The Multijurisdictional Disclosure System	<i>CAME INTO FORCE NOV 1/98</i>
		71-801	Implementing The Multijurisdictional Disclosure System	<i>CAME INTO FORCE NOV 1/98</i>
BR	An Assignment to the Director Pursuant to Section 6 of The Securities Act (1991), 14 O.S.C.B. 3439			<i>Expired Mar 1/97</i>
BR	Mutual Fund Securities (1991), 14 O.S.C.B. 3763 EXPIRED SEPTEMBER 30, 1998	33-502	Exceptions to Conflict Rules in the Sale of Mutual Fund Securities	<i>CAME INTO FORCE SEP 30/98</i>
		33-105	Underwriting Conflicts	<i>To come into force Jan 3/02</i>
BR	First Prospectuses Filed by NP 36 Mutual Funds and Universal Money Market Fund (1991), 14 O.S.C.B. 3475		Now covered by subsection 23(10) of the <i>Red Tape Reduction Act</i>	<i>Expired Jul 1/99</i>
BR	The Recognized Options Rationalization Order (1991), 14 O.S.C.B. 4234 EXPIRED MARCH 28, 1997	91-502	Trades in Recognized Options	<i>CAME INTO FORCE MAR 28/97</i>

Pre-Reformulation		Reformulation		
INSTRUMENT	TITLE	NUMBER	TITLE	STATUS AS AT DECEMBER 31, 2001
BR	Self-Directed Registered Education Plans (1992), 15 O.S.C.B. 613 EXPIRED JUNE 17, 1997	46-501	Self-Directed Registered Education Savings Plans	<i>CAME INTO FORCE JUN 17/97</i>
BR	Certain Advisers (1992), 15 O.S.C.B. 1955 EXPIRED NOVEMBER 18, 2000	35-502	Non-Resident Advisers	<i>CAME INTO FORCE NOV 17/00</i>
BR	Certain Members of the TSE (1992), 15 O.S.C.B. 3354 EXPIRED SEPTEMBER 4, 1997	35-503	Trades By Certain Members of the TSE	<i>CAME INTO FORCE SEP 4/97</i>
BR	Limitations on a Registrant Underwriting Securities of a Related or Connected Issuer (1992), 15 O.S.C.B. 3645 LAPSED DECEMBER 31, 2000	33-105	Underwriting Conflicts	<i>To come into force Jan 3/02</i>
BR	The Prompt Offering Qualification System (1993), 16 O.S.C.B. 731, 732, 949 EXPIRED DECEMBER 31, 2000	44-101	Short Form Prospectus Distributions	<i>CAME INTO FORCE Dec 31/00</i>
		44-801	Implementing National Instrument 44-101 Short Form Prospectus Distributions	<i>CAME INTO FORCE Apr 21/01</i>
BR	NP 47 and The Solicitation of Expressions of Interests (1993), 16 O.S.C.B. 2832 EXPIRED DECEMBER 31, 2000	44-101	Short Form Prospectus Distributions	<i>CAME INTO FORCE Dec 31/00</i>
		44-801	Implementing National Instrument 44-101 Short Form Prospectus Distributions	<i>CAME INTO FORCE Apr 21/01</i>
BR	Going Private Transactions (1993), 16 O.S.C.B. 3428 EXPIRED MAY 1, 2000	61-501	Insider Bids, Issuer Bids, Going Private Transactions and Related Party Transactions	<i>CAME INTO FORCE May 1/00</i> <i>Amendments awaiting final approval (delivered to Minister on Nov 30, 2001)</i>
BR	Insider, Issuer and Take-Over Bids in Anticipation of Going Private Transactions (1993), 16 O.S.C.B. 3429 EXPIRED MAY 1, 2000	61-501	Insider Bids, Issuer Bids, Going Private Transactions and Related Party Transactions	<i>CAME INTO FORCE May 1/00</i> <i>Amendments awaiting final approval (delivered to Minister on Nov 30, 2001)</i>
BR	Ontario Regulation 638/93 and The Disclosure of Executive Compensation and of Indebtedness of Directors, Executive Officers and Senior Officers (1993), 16 O.S.C.B. 5913			<i>Expired Mar 1/97</i>
BR	Blanket Permission Under S.81 of the Regulation Under The Securities Act (Ontario) (1993), 16 O.S.C.B. 5914			<i>Expired Mar 1/97</i>

Pre-Reformulation		Reformulation		
INSTRUMENT	TITLE	NUMBER	TITLE	STATUS AS AT DECEMBER 31, 2001
BR	Dividend Reinvestment and Stock Dividend Plans (1993), 16 O.S.C.B. 5928 EXPIRED JUNE 10, 1998	45-502	Dividend or Interest Reinvestment and Stock Dividend Plans	<i>CAME INTO FORCE JUN 10/98</i> <i>Amendments published for comment Sep 14/01</i>
BR	Certain International Offerings by Private Placement in Ontario (1993), 16 O.S.C.B. 5931 RULE EXTENDED UNTIL JULY 1, 2002	45-501	Exempt Distributions	<i>CAME INTO FORCE DEC 22/98</i> <i>AMENDMENTS CAME INTO FORCE NOV 30/01</i>
		52-101	Future-Oriented Financial Information	<i>Published for comment Jul 18/97</i>
		52-102	Use of Currencies	<i>Published for comment May 29/98</i>
BR	Blanket Permission - International Offerings made by way of Private Placement (1993), 16 O.S.C.B. 5938			<i>Lapsed Jul 1/01</i>
BR	Networking Arrangements Governed by the Principles of Regulation (1993), 16 O.S.C.B. 6168 LAPSED DECEMBER 31, 1998	33-102	Regulation of Certain Registrant Activities	<i>CAME INTO FORCE AUG 1/01</i>
BR	Networking Arrangements Governed by the Principles of Regulation (1993), 16 O.S.C.B. 6168 LAPSED DECEMBER 31, 1998	33-102	Regulation of Certain Registrant Activities	<i>CAME INTO FORCE AUG 1/01</i>
BR	A Proposal of The TSE to Foster Capital Formation for Junior Resource and Industrial Enterprises (1994), 17 O.S.C.B. 347			<i>Expired Mar 1/97</i>
BR	The Disclosure of Executive Compensation and of Indebtedness of Directors, Executive and Senior Officers (1994), 17 O.S.C.B. 1176			<i>Expired Mar 1/97</i>
BR	Dividend Reinvestment Plans (1994), 17 O.S.C.B. 1178 EXPIRED DECEMBER 22, 1998	45-501	Exempt Distributions	<i>CAME INTO FORCE DEC 22/98</i> <i>AMENDMENTS CAME INTO FORCE NOV 30/01</i>
BR	Blanket Permission Under S.81 of The Regulation (1994), 17 O.S.C.B. 1187			<i>Expired Mar 1/97</i>
BR	Trades by Issuers In Connection With Securities Exchange Issuer Bids and an Amalgamation, Arrangement or Specified Statutory Procedure (1994), 17 O.S.C.B. 1975 EXPIRED DECEMBER 22, 1998	45-501	Exempt Distributions	<i>CAME INTO FORCE DEC 22/98</i> <i>AMENDMENTS CAME INTO FORCE NOV 30/01</i>

Pre-Reformulation		Reformulation		
INSTRUMENT	TITLE	NUMBER	TITLE	STATUS AS AT DECEMBER 31, 2001
BR	Real Return Bond Strip Bonds (1994), 17 O.S.C.B. 2875			<i>Expired Mar 1/97</i>
BR	Trades by Issuers Upon Exercise of Certain Conversion or Exchange Rights and The First Trade In Securities Acquired Upon Exercise of Such Conversion or Exchange Rights (1994), 17 O.S.C.B. 2877 EXPIRED DECEMBER 22, 1998	45-501	Exempt Distributions	<i>CAME INTO FORCE DEC 22/98</i> <i>AMENDMENTS CAME INTO FORCE NOV 30/01</i>
BR	Trading in Securities of Labour Sponsored Investment Fund Corporations (1994), 17 O.S.C.B. 5505 LAPSED DECEMBER 31, 1998	31-502	Proficiency Requirements for Registrants	<i>CAME INTO FORCE AUG 17/00</i>
		31-702	Ontario Securities Commission Designation of Courses Under Rule 31-502	<i>CAME INTO FORCE AUG 17/00</i>
BR	The First Trade in Securities Acquired Pursuant to Certain Exemptions, (1994), 17 O.S.C.B. 1978, as amended by (1994), 17 O.S.C.B. 5506 EXPIRED JUNE 10, 1998	72-501	Prospectus Exemption for First Trade Over a Market Outside Ontario	<i>CAME INTO FORCE JUN 10/98</i> <i>Proposed rescission published for comment Sep 14/01</i>
BR	Certain Amendments to Regulation 1015 (1994), 17 O.S.C.B. 5516	32-502	Registration Exemption for Certain Trades by Financial Intermediaries	<i>CAME INTO FORCE JAN 1/97</i> <i>AMENDMENT CAME INTO FORCE APR 9/98</i>
BR	Certain Amendments to Regulation 1015 (1994), 17 O.S.C.B. 5517	32-503	Registration and Prospectus Exemption for Trades by Financial Intermediaries in Mutual Fund Securities to Corporate Sponsored Plans	<i>CAME INTO FORCE JAN 1/97</i> <i>AMENDMENT CAME INTO FORCE APR 9/98</i>
BR	Trades by an Issuer in Securities of its own issue to Senior Officers, Directors, etc. and a Controlling Shareholder in Securities of an Issuer to Employees, Senior Officers, etc. (1994), 17 O.S.C.B. 5518 EXPIRED DECEMBER 22, 1998	45-503	Trades to Employees, Executives and Consultants	<i>CAME INTO FORCE DEC 22/98</i> <i>Amendments published for comment Sep 14/01</i>
NOTICES OF CSA				
CSAN	Audit Committees (1990), 13 O.S.C.B. 4247	52-301	Audit Committees	<i>To be retained and renumbered as CSA Staff Notice 52-301</i>
CSAN	Rates of Return on Money Market Mutual Funds (1990), 13 O.S.C.B. 4329	81-102	Mutual Funds	<i>CAME INTO FORCE FEB 1/00</i> <i>AMENDMENTS CAME INTO FORCE MAY 2/01</i>

Pre-Reformulation		Reformulation		
INSTRUMENT	TITLE	NUMBER	TITLE	STATUS AS AT DECEMBER 31, 2001
CSAN	Advertising by Money Market Mutual Funds That Have Not Offered Their Securities to the Public For a Full Year (1991), 14 O.S.C.B. 541	81-102	Mutual Funds	<i>CAME INTO FORCE FEB 1/00</i> <i>AMENDMENTS CAME INTO FORCE MAY 2/01</i>
CSAN	Soft Dollar Transactions (1992), 15 O.S.C.B. 2714			<i>Under Consideration</i>
CSAN	Applications for Discretionary Orders (1992), 15 O.S.C.B. 3046			<i>Withdrawn Apr 20/01</i>
CSAN	Bought Deal Financing (1992), 15 O.S.C.B. 3657			<i>Under Consideration</i>
CSAN	Review of National Policy Statement No. 41 (1992), 15 O.S.C.B. 5289			<i>Withdrawn Apr 20/01</i>
CSAN	Mutual Funds: Sales Incentives (1993), 16 O.S.C.B. 359			<i>Repealed May 1/98</i>
CSAN	Bought Deals (1993), 16 O.S.C.B. 2820			<i>Under Consideration</i>
CSAN	Pre-Marketing Activities in the Context of Bought Deals (1993), 16 O.S.C.B. 2822			<i>Under Consideration</i>
CSAN	Bought Deals (1993), 16 O.S.C.B. 4811			<i>Under Consideration</i>
CSAN	NP 39 - Mutual Funds: Section 16 Sales Communications (1993), 16 O.S.C.B. 5881 REVOKED	81-102	Mutual Funds	<i>CAME INTO FORCE FEB 1/00</i> <i>AMENDMENTS CAME INTO FORCE MAY 2/01</i>
CSAN	An Electronic System for Securities Filings (1994), 17 O.S.C.B. 2857			<i>Withdrawn Apr 20/01</i>
CSAN	Conflicts of Interest (1995), 18 O.S.C.B. 130			<i>Withdrawn Apr 20/01</i>
CSAN	Mutual Fund Sales Incentives - Point-of-Sale Disclosure Statement (1995), 18 O.S.C.B. 229			<i>Repealed May 1/98</i>
CSAN	SEDAR (1995), 18 O.S.C.B. 1892			<i>Withdrawn Apr 20/01</i>
CSAN	Proposed Foreign Issuer Prospectus and Continuous Disclosure System (Draft National Policy Statement No. 53) (1995), 18 O.S.C.B. 1893	72-502	Continuous Disclosure and Other Exemptions for Foreign Reporting Issuers	<i>Published for comment Oct 12/01</i>
NOTICES OF OSC OR OSC STAFF				
OSCN	Premature Announcements of Takeover Bids, Mergers, Amalgamations or Other Corporate Restructuring (1980), O.S.C.B. 2A			<i>Withdrawn Oct 6/00</i>

Pre-Reformulation		Reformulation		
INSTRUMENT	TITLE	NUMBER	TITLE	STATUS AS AT DECEMBER 31, 2001
OSCN	Taxable Equivalent Adjustments (1983), 6 O.S.C.B. 1578			<i>Withdrawn Oct 6/00</i>
OSCN	Canadian Oil & Gas Lands Administration (1984), 7 O.S.C.B. 2675			<i>Withdrawn Oct 6/00</i>
OSCN	Auditors' Consent and Comfort Letters (1984), 7 O.S.C.B. 2993			<i>Withdrawn Oct 6/00</i>
OSCN	Color Your World - Take-over Bid Consideration (1984), 7 O.S.C.B. 3777			<i>Withdrawn Oct 6/00</i>
OSCN	Prospectus Disclosure of Ratings (1984), 7 O.S.C.B. 4362			<i>Withdrawn Oct 6/00</i>
OSCN	Application of Ceiling Test in Financial Statements of Oil and Gas Industry Issuers (1984), 7 O.S.C.B. 5114			<i>Withdrawn Oct 6/00</i>
OSCN	Bill 34 - Freedom of Information and Privacy Act (1984), 7 O.S.C.B. 6143			<i>Withdrawn Oct 6/00</i>
OSCN	Application of OSC Policy 11.4 on Commodity Pools Program (1985), 8 O.S.C.B. 2557	81-104	Commodity Pools	<i>Republished for comment Dec 14/01</i>
OSCN	Prompt Offering Qualification System - "Wrap Around" AIFs (1985), 8 O.S.C.B. 2911			<i>Withdrawn Oct 6/00</i>
OSCN	Prohibition Against Principal Trading by Investment Dealers in Securities of Target Company During Take-Over Bid (1985), 8 O.S.C.B. 3293			<i>Withdrawn Oct 6/00</i>
OSCN	Second Notice Concerning Application of Ceiling Test in Financial Statements of Oil and Gas Industry Issuers (1985), 8 O.S.C.B. 4719			<i>Withdrawn Oct 6/00</i>
OSCN	Disclosure of Executive Compensation - Proxy Circulars (1986), 9 O.S.C.B. 1997			<i>Withdrawn Oct 6/00</i>
OSCN	Enforcement of Timely Filings of Financial Statements: Application of OSC 7.6 (1986), 9 O.S.C.B. 4216			<i>Withdrawn Oct 6/00</i>
OSCN	Leveraged Mutual Fund Purchases (1986), 9 O.S.C.B. 4375			<i>Withdrawn Oct 6/00</i>
OSCN	Fees for Prospectus Offerings Outside of Ontario (1987), 10 O.S.C.B. 1452			<i>Withdrawn Oct 6/00</i>
OSCN	Filing of Prospectuses with the Commission (1987), 10 O.S.C.B. 1730			<i>Withdrawn Oct 6/00</i>
OSCN	Advertising and Use of Marketing Material During the Waiting Period (1987), 10 O.S.C.B. 2831	47-701	Advertising and Use of Marketing Material During the Waiting Period	<i>Retained and renumbered as OSC Staff Notice 47-701 on Apr 20/01</i>

Pre-Reformulation		Reformulation		
INSTRUMENT	TITLE	NUMBER	TITLE	STATUS AS AT DECEMBER 31, 2001
OSCN	Procedures and Requirements for Implementing Amendments to the Regulation Regarding Entry Into and Ownership of the Ontario Securities Industry (1987), 10 O.S.C.B. 2969	31-503	Limited Market Dealers	<i>CAME INTO FORCE APR 7/98</i>
OSCN	Conditional Registration of Limited Market Dealers (1987), 10 O.S.C.B. 4791			<i>Withdrawn Oct 6/00</i>
OSCN	Regulation of Mortgage Syndications - Proposed Structural Changes (1987), 10 O.S.C.B. 5145			<i>Withdrawn Oct 6/00</i>
OSCN	Pre-Filing Consultation on Innovative or Unusual Financial Reporting (1987), 10 O.S.C.B. 5687	52-703	Pre-Filing Consultation on Innovative or Unusual Financial Reporting	<i>Retained and renumbered as OSC Staff Notice 52-703 on Apr 20/01</i>
OSCN	Report on Financial Statement Review Program (1987), 10 O.S.C.B. 5687	52-710	Report on Financial Statement Review Program	<i>Retained and renumbered as OSC Staff Notice 52-710</i>
OSCN	"Blank Cheque" Preferred Shares (1987), 10 O.S.C.B. 5690	56-501	Restricted Shares	<i>CAME INTO FORCE OCT 25/99</i>
OSCN	Soft Dollars - Exemptions by the Director (1987), 10 O.S.C.B. 6422			<i>Under Consideration</i>
OSCN	Outline of NP 39 (1987), 10 O.S.C.B. 6423			<i>Withdrawn Oct 6/00</i>
OSCN	NP 41 - Shareholder Communication Exemption from Interim Financial Statements (1988), 11 O.S.C.B. 1029			<i>To be withdrawn pending the coming into force of proposed National Instruments 54-101 and 54-102</i>
OSCN	Media Articles Appearing During the Waiting Period (1988), 11 O.S.C.B. 1098	47-703	Media Articles Appearing During the Waiting Period	<i>Retained and renumbered as OSC Staff Notice 47-703 on Apr 20/01</i>
OSCN	NP 41 - Shareholder Communication/The Canadian Depository for Securities Limited (1988), 11 O.S.C.B. 1242			<i>Withdrawn Oct 6/00</i>
OSCN	Compliance with Section 41 of the Securities Act (1988), 11 O.S.C.B. 2217	33-504	Compliance with Section 42	<i>CAME INTO FORCE APR 7/98</i>
OSCN	Mutual Fund Dealer Registration as Limited Market Dealer (1988), 11 O.S.C.B. 2311			<i>Withdrawn Oct 6/00</i>
OSCN	Applications to the OSC (1988), 11 O.S.C.B. 3107			<i>Withdrawn Oct 6/00</i>
OSCN	NP 41 - Industry Implementation and Monitoring Report (1988), 11 O.S.C.B. 3325			<i>Withdrawn Oct 6/00</i>

Pre-Reformulation		Reformulation		
INSTRUMENT	TITLE	NUMBER	TITLE	STATUS AS AT DECEMBER 31, 2001
OSCN	OSC 5.8 - Dissemination of Future-Oriented Financial Information (1988), 11 O.S.C.B. 3726			<i>Withdrawn Oct 6/00</i>
OSCN	Conditions of Registration - Capital Requirements (1988), 11 O.S.C.B. 3726	33-701	Calculation of Regulatory Capital	<i>CAME INTO FORCE JUN 27/97</i>
OSCN	Residential Real Estate Syndications (1988), 11 O.S.C.B. 4171			<i>To be withdrawn</i>
OSCN	Noranda Inc./Falconbridge Limited - Proposed Stock Exchange Take-over Bid/Pre-Bid Integration Rules (1988), 11 O.S.C.B. 4367	62-702	Noranda Inc./Falconbridge Limited - Proposed Stock Exchange Take-over Bid/Pre-Bid Integration Rules	<i>Retained and renumbered as OSC Staff Notice 62-702 on Apr 20/01</i>
OSCN	Further Extension of System of Conditional Registration and other Exemptions of Financial Intermediaries (1988), 11 O.S.C.B. 5137			<i>Withdrawn Oct 6/00</i>
OSCN	OSC 5.2 - Junior Natural Resource Issuers - Standing Liaison Committee (1989), 12 O.S.C.B. 953			<i>To be withdrawn</i>
OSCN	OSC 1.3 - Restricted Shares Notice Regarding Compliance with Restricted Share Disclosure Requirements and Disclosure Regarding Take-Over Bids (1989), 12 O.S.C.B. 1227	56-501	Restricted Shares	<i>CAME INTO FORCE OCT 25/99</i>
OSCN	Rights Offerings Under a Prospectus (1989), 12 O.S.C.B. 1463	45-101	Rights Offerings	<i>CAME INTO FORCE JUL 25/01</i>
OSCN	Use of "Special Warrants" in Connection with Distribution of Securities By Prospectus (1989), 12 O.S.C.B. 2168	46-701	Use of "Special Warrants" in Connection with Distribution of Securities By Prospectus	<i>Retained and renumbered as OSC Staff Notice 46-701 on Apr 20/01</i>
OSCN	Use of "Green Sheets" and other Marketing Material During the Waiting Period (1989), 12 O.S.C.B. 2641			<i>Withdrawn Oct 6/00</i>
OSCN	Supplementary Notice - Application of the Securities Act to Certain Residential Real Estate Offerings (1989) 12 O.S.C.B. 2732			<i>To be withdrawn</i>
OSCN	Collection of Personal Information - Freedom of Information and Protection of Privacy Act, 1987 (1989), 12 O.S.C.B. 3083	31-504	Applications for Registration	<i>CAME INTO FORCE SEPT 4/97</i> <i>Amendments published for comment Jun 19/98</i>
OSCN	Final Report on Capital, Financial Reporting and Audit Requirements (1990), 13 O.S.C.B. 493			<i>Withdrawn Oct 6/00</i>
OSCN	Review of Short Form Prospectuses Qualifying Derivative Securities (1990), 13 O.S.C.B. 1559			<i>Withdrawn Oct 6/00</i>

Pre-Reformulation		Reformulation		
INSTRUMENT	TITLE	NUMBER	TITLE	STATUS AS AT DECEMBER 31, 2001
OSCN	Revised Notice of Amendment or Change of Information Form of Dealers and Advisers (1990), 13 O.S.C.B. 2971	33-109	Registration Information Requirements (under the Securities Act)	<i>Published for comment Dec 14/01</i>
OSCN	Insider Reporting System (1991), 14 O.S.C.B. 260			<i>Withdrawn Oct 6/00</i>
OSCN	Staff Investigation in Respect of Loan by Stelco Inc. to controlling shareholder of Clarus Corporation (1991), 14 O.S.C.B. 1807	62-701	Staff Investigation in Respect of Loan by Stelco Inc. to controlling shareholder of Clarus Corporation	<i>Retained and renumbered as OSC Staff Notice 62-701 on Apr 20/01</i>
OSCN	Debt-like Derivative Securities (1991), 14 O.S.C.B. 3316	91-701	Debt-Like Derivative Securities	<i>CAME INTO FORCE JUN 21/96</i>
OSCN	Disruption of Mail Service (1991), 14 O.S.C.B. 4113			<i>Withdrawn Oct 6/00</i>
OSCN	Market Balancing for a Proposed Multinational Offering (1991), 14 O.S.C.B. 5845			<i>Withdrawn Oct 6/00</i>
OSCN	Deficiency Letters in Respect of Salesperson Registration Applications (1992), 15 O.S.C.B. 6			<i>Withdrawn Oct 6/00</i>
OSCN	Report on Financial Statement Issues (1992), 15 O.S.C.B. 6	52-704	Report on Financial Statement Issues	<i>Retained and renumbered as OSC Staff Notice 52-704 on Apr 20/01</i>
OSCN	Inter-Dealer Bond Broker Systems (1992), 15 O.S.C.B. 1081			<i>Withdrawn Oct 6/00</i>
OSCN	Confidential Material Change Reports (1992), 15 O.S.C.B. 4555			<i>To be withdrawn</i>
OSCN	Report on Capital Adequacy Formula for SRO Members (1992), 15 O.S.C.B. 4750			<i>Withdrawn Oct 6/00</i>
OSCN	Annual Information Form and MD&A of Financial Condition and Results of Operation Re: Small Issuer Exemption (1992), 15 O.S.C.B. 4772	51-501	Annual Information Form and Management's Discussion and Analysis of Financial Condition and Results of Operation	<i>CAME INTO FORCE JAN 1/01</i> <i>AMENDMENTS CAME INTO FORCE DEC 31/01</i>
OSCN	Office of the Chief Accountant MD&A Guide (1993), 16 O.S.C.B. 360	51-704	Office of the Chief Accountant - MD&A Guide	<i>Retained and renumbered as OSC Staff Notice 51-704 on Apr 20/01</i>
OSCN	Universal Registration - Extension of Date for Registration of Financial Intermediaries (1993), 16 O.S.C.B. 2818			<i>Withdrawn Oct 6/00</i>
OSCN	Pre-Marketing Activities in the Context of Bought Deals (1993), 16 O.S.C.B. 4812			<i>Under Consideration</i>
OSCN	The GAAP Report (1993), 16 O.S.C.B. 5117			<i>Under Consideration</i>

Pre-Reformulation		Reformulation		
INSTRUMENT	TITLE	NUMBER	TITLE	STATUS AS AT DECEMBER 31, 2001
OSCN	Labour Sponsored Investment Funds (1993), 16 O.S.C.B. 5283	31-502	Proficiency Requirements for Registrants	<i>CAME INTO FORCE AUGUST 17/00</i>
		31-702	Ontario Securities Commission Designation of Courses Under Rule 31-502	<i>CAME INTO FORCE AUGUST 17/00</i>
OSCN	Contemporaneous Private Placements and Public Offerings and Media Coverage Prior to the Commencement of the Waiting Period (1993), 16 O.S.C.B. 5776	47-702	Contemporaneous Private Placements and Public Offerings and Media Coverage Prior to the Commencement of the Waiting Period	<i>Retained and renumbered as OSC Staff Notice 47-702 on Apr 20/01</i>
OSCN	Misleading Disclosure (1994), 17 O.S.C.B. 5			<i>Withdrawn Oct 6/00</i>
OSCN	Cash Equivalents (1994), 17 O.S.C.B. 489			<i>Withdrawn Oct 6/00</i>
OSCN	Disclosure of Investigations (1990), 13 O.S.C.B. 598	41-501	General Prospectus Requirements	<i>CAME INTO FORCE DEC 31/00</i>
OSCN	Issuance of Receipts for Preliminary Prospectuses and (Final) Prospectuses (1994), 17 O.S.C.B. 1058	41-701	Issuance of Receipts for Preliminary Prospectus and Prospectus	<i>Published May 2/97</i>
OSCN	Executive Compensation Disclosure for Debt Only Issuers (1994), 17 O.S.C.B. 1059	51-702	Executive Compensation Disclosure for Debt-Only Issuers	<i>Retained and renumbered as OSC Staff Notice 51-702 on Apr 20/01</i>
OSCN	Securities Exchange Take-Over Bid Circulars - Reporting Issuer Status (1994), 17 O.S.C.B. 1402	45-501CP	Exempt Distributions	<i>CAME INTO FORCE DEC 22/98</i> <i>AMENDMENTS CAME INTO FORCE NOV 30/01</i>
OSCN	Meetings with a Commissioner Regarding a Prospectus or an Application for Exemption or Registration (1994), 17 O.S.C.B. 3529	15-701	Meetings with a Commissioner Regarding a Prospectus or an Application for Exemption or Registration	<i>Retained and renumbered as OSC Staff Notice 15-701 on Apr 20/01</i>
OSCN	Electronic Registration Application Forms (1994), 17 O.S.C.B. 3529			<i>To be withdrawn pending adoption of proposed National Instrument 31-102</i>
OSCN	Residency Requirements for Advisers and Their Partners and Officers (1994), 17 O.S.C.B. 4206			<i>Under Consideration</i>
OSCN	Selective Review of Prospectuses and Other Documents (1994), 17 O.S.C.B. 4385		Selective Review of Prospectuses and Other Documents	<i>In the process of being reformulated as 43-703</i> <i>NOTE: In the July 13, 2001 edition of the OSC Bulletin, this instrument was noted as "to be withdrawn"</i>

Pre-Reformulation		Reformulation		
INSTRUMENT	TITLE	NUMBER	TITLE	STATUS AS AT DECEMBER 31, 2001
OSCN	Solicitation Fee Claims (1994), 17 O.S.C.B. 4629			<i>Withdrawn Oct 6/00</i>
OSCN	Expedited Review of Short Form Prospectuses and Renewal AIFs (1994), 17 O.S.C.B. 5210	43-201	Mutual Reliance Review System for Prospectus and Initial AIFs	<i>CAME INTO FORCE JAN 1/00</i>
OSCN	Electronic Registration Forms (1994), 17 O.S.C.B. 6073			<i>To be withdrawn pending adoption of proposed National Instrument 31-102</i>
OSCN	The Use of Securities Exchange Take-over Bid Circulars to Obtain Reporting Issuer Status (1995), 18 O.S.C.B. 1768	45-501CP	Exempt Distributions	<i>CAME INTO FORCE DEC 22/98</i> <i>AMENDMENTS CAME INTO FORCE NOV 30/01</i>
OSCN	Courier/By Hand Deliveries (1995), 18 O.S.C.B. 2204			<i>Withdrawn Oct 6/00</i>
OSCN	Residency Requirements for Certain Non-Resident Salespersons and Supervisors (1995), 18 O.S.C.B. 3905			<i>Under Consideration</i>
OSCN	Registration Residency Requirements for Certain Canadian Dealers (1995), 18 O.S.C.B. 3908			<i>Under Consideration</i>
OSCN	Electronic Registration Forms (1995), 18 O.S.C.B. 5922			<i>To be withdrawn pending adoption of proposed National Instrument 31-102</i>
OSCN	Early Warning Information Publication (1996), 19 O.S.C.B. 1128			<i>Withdrawn Oct 6/00</i>
OSCN	Viatical Settlements (1996) 19 O.S.C.B. 4680			<i>To be retained</i>
PRINCIPLES OF REGULATION				
PR	Distribution of Mutual Funds by Financial Institutions (1988), 11 O.S.C.B. 4436	33-102	Regulation of Certain Registrant Activities	<i>CAME INTO FORCE AUG 1/01</i>
PR	Full Service and Discount Brokerage Activities in Branches of Related FIs (1988), 11 O.S.C.B. 4640	33-102	Regulation of Certain Registrant Activities	<i>CAME INTO FORCE AUG 1/01</i>
PR	Activities of Registrants Related to Financial Institutions (1990), 13 O.S.C.B. 1779	33-102	Regulation of Certain Registrant Activities	<i>CAME INTO FORCE AUG 1/01</i>
PR	Activities of Registrants Related to Financial Institutions (1990), 13 O.S.C.B. 1779	33-102	Regulation of Certain Registrant Activities	<i>CAME INTO FORCE AUG 1/01</i>
STAFF ACCOUNTING COMMUNIQUÉS				
SAC No. 1	(1989), 12 O.S.C.B. 2458		Financial Statements to be Filed According to GAAP	<i>To be retained as 52-701</i>

Pre-Reformulation		Reformulation		
INSTRUMENT	TITLE	NUMBER	TITLE	STATUS AS AT DECEMBER 31, 2001
SAC No. 1.1	(1993), 16 O.S.C.B. 1080		No Requirement to Provide Management Report Under CICA	<i>To be retained</i>
SAC No. 2	Financial Statement Presentation of Corporate Financing Activities		Financial Statement Presentation of Corporate Financing Activities	<i>To be retained as 52-703</i>
SAC No. 3	Auditors Report on Comparative Financial Statements			<i>To be withdrawn</i>
SAC No. 4	Interest Accrual on Delinquent Loans			<i>Withdrawn Apr 20/01</i>
SAC No. 5	Filing Extensions for Continuous Disclosure Financial Statements		Filing Extensions for Continuous Disclosure Financial Statements - Notice	<i>To be retained as 52-704</i>
SAC No. 6	Income Statement Presentation		Income Statement Presentation - Notice	<i>To be retained as 52-705</i>
SAC No. 7	Financial Disclosure in Information Circulars		Financial Disclosure in Information Circulars	<i>To be withdrawn</i>
SAC No. 8	Accounting Basis in an Initial Public Offering (I.P.O.)			<i>To be retained as notice</i>
SAC No. 9	Pro Forma Financial Statements (1994), 17 O.S.C.B. 5207			<i>Withdrawn Apr 20/01</i>
SAC No. 10	Restructuring and Similar Charges (Including Write Downs of Goodwill) (1994), 17 O.S.C.B. 6074		Restructuring and Similar Charges (Including Write Downs of Goodwill)	<i>To be retained as 52-707</i>
REGISTRATION SECTION CLARIFICATION NOTE				
REG Note 1	Supplement to Principles of Regulation Regarding Distribution of Mutual Funds Through Branches of Financial Institutions			<i>Under Consideration</i>
REG Note 2	Registration as an Investment Counsel or Portfolio Manager (IC/PM): Senior and Junior IC/PM Registration	31-502	Proficiency Requirements for Registrants	<i>CAME INTO FORCE AUGUST 17/00</i>
		31-702	Ontario Securities Commission Designation of Courses Under Rule 31-502	<i>CAME INTO FORCE AUGUST 17/00</i>
REG Note 3	Registration of Certain Employees or Independent Agents of Registered Dealers: Recommendations for Supervision of Qualifiers			<i>Under Consideration</i>
REG Note 4	New Procedures for Approving and Recording Amendments to Registration of Dealers and Advisers	33-109	Registration Information Requirements (under the Securities Act)	<i>Published for comment Dec 14/01</i>
INTERPRETATION NOTE				
Interpretation Note 1	Distribution of Securities Outside Ontario (1983), 6 O.S.C.B. 228	72-101	Distributions Outside of the Local Jurisdiction	<i>Published for comment Sep 8/00</i>
Interpretation Note 2	Prospectus Disclosure of Principal Holders (1983) O.S.C.B. 4536	41-501	General Prospectus Requirements	<i>CAME INTO FORCE DEC 31/00</i>

Item Key		
<p>The third digit of each instrument represents the following: 1-National/Multilateral Instrument; 2-National/Multilateral Policy; 3-CSA Notice; 4-Concept Release; 5-Local Rule; 6-Local Policy; 7-Local Notice; 8-Implementing Instrument; 9-Miscellaneous</p>		
NEW INSTRUMENTS		
NUMBER	TITLE	STATUS AS OF DECEMBER 31, 2001
11-201	Delivery of Documents by Electronic Means	<i>CAME INTO FORCE JAN 1/00</i>
11-301	Canadian Securities Administrators Strategic Plan 1999 - 2001	<i>Withdrawn Dec 21/01</i>
11-302	Withdrawal of CSA Notices	<i>Published Dec 21/01</i>
11-401	Delivery of Documents by Issuers Using Electronic Media Concept Proposal	<i>Published for comment Jun 13/97</i>
11-702	Notice re Table of Concordance	<i>Published Jan 2/98</i>
11-703	Table of Concordance for the Reformulation Project	<i>Published Jan 8/99</i>
11-704	Table of Concordance for the Reformulation Project	<i>Published Jan 14/00</i>
11-705	Table of Concordance for the Reformulation Project	<i>Published Jul 7/00</i>
11-706	Rescission of Staff Notices	<i>Published Oct 6/00</i>
11-707	Table of Concordance for the Reformulation Project	<i>Published Oct 6/00</i>
11-708	Table of Concordance for the Reformulation Project	<i>Published Jan 5/01</i>
11-709	Assignment of Notice Numbers	<i>Published Apr 20/01</i>
11-710	Withdrawal of Staff Accounting Communiques	<i>Published Apr 20/01</i>
11-711	Table of Concordance for the Reformulation Project	<i>Published Apr 6/01</i>
11-712	Withdrawal of CSA Notices	<i>Published Apr 20/01</i>
11-713	Table of Concordance for the Reformulation Project	<i>Published Jul 13/01</i>
11-714	Table of Concordance for the Reformulation Project	<i>Published Oct 12/01</i>
11-901	Concept Proposal to Revise Schedule I (Fees) to be Regulation to the Securities Act (Ontario)	<i>Published for comment Mar 30/01</i>
12-201	Mutual Reliance Review System for Exemptive Relief Applications	<i>CAME INTO FORCE JAN 1/00</i>
12-302	National Policy 12-201 Mutual Reliance Review System ("MRRS") for Exemptive Relief Applications ("ERA") ERA and Applications for Approval or Exemptions under National Policy No. 39 "Mutual Funds" ("NP 39")	<i>Published Nov 19/99</i>
12-303	Exemptive Relief Applications and Year End	<i>Published Sep 17/99</i>
12-304	Mutual Reliance Review System for Exemptive Relief Applications - Frequently Occurring Issues	<i>Published Aug 11/00</i>
12-305	Exemptive Relief Application and Year End	<i>Withdrawn Dec 21/01</i>
12-306	Exemptive Relief Application and Year End TO EXPIRE DECEMBER 31, 2001	<i>Published Sep 28/01</i>

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NEW INSTRUMENTS		
NUMBER	TITLE	STATUS AS OF DECEMBER 31, 2001
12-401	National Application System Concept Proposal	<i>Published for comment Jan 30/98 (extended Jul 3/98)</i>
12-602	Deeming an Issuer from Certain Other Canadian Jurisdictions to be a Reporting Issuer in Ontario	<i>CAME INTO FORCE JUNE 27, 2001</i>
12-702	Applications to be Deemed a Reporting Issuer in Ontario Orders Required by Year End EXPIRED DECEMBER 31, 2001	<i>Published Oct 19/01</i>
13-101	SEDAR (Electronic Filing) Rule	<i>CAME INTO FORCE DEC 17/96</i> <i>AMENDMENT CAME INTO FORCE AUG 27/99</i>
13-301	SEDAR - Use of Incorrect Document Formats	<i>Withdrawn Apr 20/01</i>
13-302	Notice of Changes to SEDAR Filer Software	<i>Withdrawn Apr 20/01</i>
13-303	SEDAR Operational Changes	<i>Withdrawn Apr 20/01</i>
13-304	Changes to SEDAR Filing Service Charges	<i>Withdrawn Apr 20/01</i>
13-305	SEDAR Changes for Mutual Reliance Review Systems for Prospectuses and AIFs	<i>Withdrawn Apr 20/01</i>
13-306	Guidance for SEDAR Users	<i>Published May 4/01</i>
13-307	Notice of Amendments to the SEDAR Filer Manual	<i>Published Aug 24/01</i>
13-308	Increases to SEDAR Annual Filing Service Charges	<i>Published Nov 30/01</i>
13-401	Request for Changes, Additions or Improvements for a Revised SEDAR System	<i>Withdrawn Dec 21/01</i>
13-501	Payment of Fees	<i>CAME INTO FORCE MAY 5/98</i>
13-701	SEDAR Filings and Year 2000 Contingency Plans	<i>Published Dec 24/99</i>
13-702	Processing Prospectuses Before Year-End TO EXPIRE DECEMBER 31, 2001	<i>Published Sep 28/01</i>
14-101	Definitions	<i>CAME INTO FORCE APR 1/97</i> <i>AMENDMENT CAME INTO FORCE JUL 1/99</i> <i>Amendments published for comment Sep 28/01</i>

Item Key		
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NEW INSTRUMENTS		
NUMBER	TITLE	STATUS AS OF DECEMBER 31, 2001
14-501	Definitions	<i>CAME INTO FORCE JUL 29/97</i> <i>AMENDMENT CAME INTO FORCE FEB 13/99</i>
21-101	Marketplace Operation	<i>CAME INTO FORCE DEC 1/01</i>
21-301	Canadian Venture Exchange	<i>Published Nov 26/99</i>
23-101	Trading Rules	<i>CAME INTO FORCE DEC 1/01</i>
23-501	Designation as Market Participant	<i>CAME INTO FORCE DEC 1/01</i>
23-502	Reported Market	<i>Published for comment Jul 28/00</i>
31-102	National Registration Database (under the Securities Act)	<i>Published for comment Dec 14/01</i>
31-301	The Year 2000 Challenge	<i>Withdrawn Apr 20/01</i>
31-302	Securities Industry Contingency Planning	<i>Withdrawn Apr 20/01</i>
31-303	System Changes for Market Participants After Completion of Year 2000 Testing	<i>Withdrawn Apr 20/01</i>
31-304	Year 2000: Backup of Records	<i>Withdrawn Apr 20/01</i>
31-401	Registration Forms Relating to the National Registration Database	<i>Withdrawn Dec 21/01</i>
31-402	Registration Forms Relating to the National Registration Database	<i>Published for comment Jul 6/01</i>
31-505	Conditions of Registration	<i>CAME INTO FORCE DEC 23/98</i>
31-506	SRO Membership - Mutual Fund Dealers	<i>CAME INTO FORCE Apr 23/01</i>
31-507	SRO Membership Securities Dealers	<i>CAME INTO FORCE Dec 1/00</i>
31-508	Permanent Registration System	<i>Published for comment Jun 26/98 (replaced by 33- 108)</i>
31-509	National Registration Database (under the Commodity Futures act)	<i>Published for comment Dec 14/01</i>
31-703	Year 2000	<i>Withdrawn Oct 6/00</i>
31-704	Application for Registration and Year 2000	<i>Withdrawn Oct 6/00</i>

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NEW INSTRUMENTS		
NUMBER	TITLE	STATUS AS OF DECEMBER 31, 2001
32-501	Direct Purchase Plans	<i>CAME INTO FORCE Oct 4/01</i>
32-701	Processing of Equity and Fixed Income Trades by Financial Institutions and Mutual Fund Dealers	<i>Published Nov 12/99</i>
32-702	Applications for Exemption from the Time Limits on Completion of Courses and Previous Registrations	<i>Published Sep 28/01</i>
33-106	Year 2000 Preparation Reporting	<i>Revoked Jul 18/99</i>
33-107	Proficiency Requirements for Registrants Holding Themselves Out as Providing Financial Planning Advise	<i>Published Feb 16/01</i>
33-108	Permanent Registration	<i>Published for comment Mar 16/01</i>
33-301	National Instrument 33-106 - Year 2000 Preparation Reporting	<i>Withdrawn Apr 20/01</i>
33-302	National Instrument 33-106 Non-Compliant Registered Firms and Possible Terms and Conditions	<i>Withdrawn Apr 20/01</i>
33-303	Trust Accounts for Mutual Fund Securities	<i>Withdrawn Dec 21/01</i>
33-304	CSA Distributions Structures Committee Position Paper	<i>Published Aug 27/99</i>
33-305	Sale of Insurance Products by Dually Employed Salespersons	<i>Published Jan 7/00</i>
33-401	Canadian Capital Markets Association - T+1 White Paper	<i>Published for comment Apr 6/01</i>
33-505	Permanent Registration (Commodity Futures Act)	<i>Published for comment Mar 16/01</i>
33-506	Registration Information Requirements (under the Commodity Futures Act)	<i>Published for comment Dec 14/01</i>
33-704	List of Non-Complying Ontario Registered Firms Under National Instrument 33-106	<i>To be withdrawn</i>
33-705	List of Non-Complying Ontario Registered Firms Under National Instrument 33-106	<i>Withdrawn Oct 6/00</i>
33-706	List of Non-Complying Ontario Registered Firms Under National Instrument 33-106	<i>Withdrawn Oct 6/00</i>
33-707	List of Non-Complying Ontario Registered Firms Under National Instrument 33-106	<i>Withdrawn Oct 6/00</i>
33-708	List of Non-Complying Ontario Registered Firms Under National Instrument 33-106	<i>Withdrawn Oct 6/00</i>
33-709	List of Non-Complying Ontario Registered Firms Under National Instrument 33-106	<i>Withdrawn Oct 6/00</i>
33-710	List of Non-Compliant Ontario Registered Firms Under National Instrument 33-106	<i>Withdrawn Oct 6/00</i>
33-711	List of Non-Compliant Ontario Registered Firms Under National Instrument 33-106	<i>Withdrawn Oct 6/00</i>
33-712	Processing of Equity and Fixed Income Trades by Financial Institutions and Mutual Fund Dealers	<i>Published Nov 12/99</i>
33-713	Registrant Regulatory Filings	<i>Published May 19/00</i>

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NEW INSTRUMENTS		
NUMBER	TITLE	STATUS AS OF DECEMBER 31, 2001
33-718	Networking Applications	<i>Published Jan 14/00</i>
33-719	Registration Renewal and Permanent Registration	<i>Published Jul 27/01</i>
35-101	Conditional Exemption from Registration for United States Broker - Dealers and Agents	<i>CAME INTO FORCE JAN 1/01</i>
35-301	Conditional Exemption from Registration for United States Broker-Dealers and Agents	<i>Published Jul 16/99</i>
41-301	The Year 2000 Challenge - Disclosure Issues	<i>Withdrawn Apr 20/01</i>
41-502	Prospectus Requirements for Mutual Funds	<i>CAME INTO FORCE Apr 5/01</i>
41-601	Capital Pool Companies	<i>Published for comment Aug 31/01</i>
42-301	Dual Reporting of Financial Information	<i>Published Feb 11/00</i>
43-301	CSA Mining Technical Advisory and Monitoring Committee	<i>Withdrawn Dec 21/01</i>
43-302	Frequently Asked Questions re National Instrument 43-101 Standards of Disclosure for Mineral Projects	<i>Published Oct 19/01</i>
43-701	OSC Staff Notice Regarding National Instrument 43-101	<i>Published Feb 2/01</i>
43-702	Review Time Frames for "Equity Line" Short Form Prospectuses	<i>Published Jul 27/01</i>
44-401	CSA Notice and Request for Comment: Concept Proposal for an Integrated Disclosure System	<i>Published for comment Jan 28/00</i>
45-102	Resale of Securities	<i>CAME INTO FORCE NOV 30/01</i>
45-301	Implementation of Multilateral Instrument 45-102 Resale of Securities	<i>Published Nov 30/01</i>
45-504	Prospectus Exemption for Distributions of Securities to Portfolio Advisers on Behalf of Fully Managed Accounts	<i>CAME INTO FORCE FEB 20/98</i>
45-701	Paragraph 35(2)14 of the Securities Act (Ontario)	<i>Published Nov 10/00</i>
46-201	Escrow for Initial Public Offerings	<i>Published for comment Sep 21/01</i>
46-301	Escrows - Proposal for Uniform Terms of Escrow Applicable to Initial Public Distributions	<i>Published Mar 17/00; to be withdrawn pending adoption of proposed National Policy 46-201</i>
46-302	Consent to Amend Existing Escrow Agreements	<i>Published Jun 15/01; to be withdrawn pending adoption of proposed National Policy 46-201</i>

Item Key		
<p>The third digit of each instrument represents the following: 1-National/Multilateral Instrument; 2-National/Multilateral Policy; 3-CSA Notice; 4-Concept Release; 5-Local Rule; 6-Local Policy; 7-Local Notice; 8-Implementing Instrument; 9-Miscellaneous</p>		
NEW INSTRUMENTS		
NUMBER	TITLE	STATUS AS OF DECEMBER 31, 2001
47-201	The Use of the Internet and Other Electronic Means of Communication to Facilitate Trading in Securities	<i>CAME INTO FORCE JAN 1/00</i>
48-701	Notice of Lapse of SEC No-Action Letter regarding US Trading Rules and MJDS Transactions	<i>Published Jun 27/97</i>
51-201	Disclosure Standards	<i>Published for comment May 25/01</i>
51-301	Conversion of Corporate Issuers to Trusts	<i>Published Oct 10/97</i>
51-302	The Year 2000 Challenge - Disclosure Issues	<i>Withdrawn Apr 20/01</i>
51-303	CSA Follow-up of Inadequate Year 2000 Disclosure	<i>Withdrawn Apr 20/01</i>
51-401	CSA Notice and Request for Comment: Concept Proposal for an Integrated Disclosure System	<i>Published for comment Jan 28/00</i>
51-503	Supplementary SEC Filings	<i>Published for comment Oct 12/01</i>
51-703	Implementation of Reporting Issuer Continuous Disclosure Review Program	<i>Published Jun 16/00</i>
51-705	Notice of Commission Intention to Allow Rule to Lapse: In the Matter of Certain Trades in Securities of Junior Resource Issuers	<i>Published Jun 15/01</i>
51-706	Continuous Disclosure Review Program Report - November 2001	<i>Published Nov 16/01</i>
51-901	Report of the Toronto Stock Exchange Committee on Corporate Disclosure and Proposed Changes to the Definitions of "Material Fact" and "Material Change"	<i>Published Nov 7/97</i>
51-902	Proposal for a Statutory Civil Remedy for Investors in the Secondary Market	<i>Published for comment May 29/98</i>
52-302	Dual Reporting of Financial Information	<i>Published Feb 11/00</i>
52-401	Financial Reporting in Canada's Capital Markets	<i>Published for comment Mar 16/01</i>
52-501	Financial Statements	<i>CAME INTO FORCE DEC 12/00 (replaces s. 7 to 11 of the Regulation) Amendments published for comment Oct 12/01</i>
52-708	Staff Accounting Communiqué - Initial Offering Costs of Closed-End Investment Funds	<i>Published Dec 5/97</i>
52-709	Income Statement Presentation of Goodwill Charges	<i>Published Feb 18/00</i>
53-301	CSA Notice - Task Force on Civil Remedies	<i>Withdrawn Dec 21/01</i>
53-302	Proposal for a Statutory Civil Remedy for Investors in the Secondary Market and Response to the Proposed Change to the Definitions of "Material Fact" and "Material Change"	<i>Published Nov 10/00</i>

Item Key		
<p>The third digit of each instrument represents the following: 1-National/Multilateral Instrument; 2-National/Multilateral Policy; 3-CSA Notice; 4-Concept Release; 5-Local Rule; 6-Local Policy; 7-Local Notice; 8-Implementing Instrument; 9-Miscellaneous</p>		
NEW INSTRUMENTS		
NUMBER	TITLE	STATUS AS OF DECEMBER 31, 2001
53-701	Staff Report on Corporate Disclosure Survey	<i>Published July 28/00</i>
55-102	System for Electronic Data on Insiders	<i>CAME INTO FORCE OCT 29/01, EXCEPT FOR S. 2.1, 2.2, 2.4, 3.1 AND 3.2, WHICH CAME INTO FORCE NOV 13/01</i>
55-301	Filing Insider Reports By Facsimile and Exemption Where Minimal Connection to Jurisdiction	<i>Rescinded Nov 13, 2001</i>
55-302	National Instrument 55-102 System for Electronic Disclosure by Insiders (SEDI) Implementation Date Postponed	<i>Withdrawn Dec 21/01</i>
55-303	Extension of Electronic Filing and Reporting Deadlines - Issuer Profile Supplement Filing Deadline Extended to November 19, 2001 and Insider and Issuer Event Reporting Starting December 17, 2001	<i>Published Nov 2/01</i>
55-304	System for Electronic Disclosure by Insiders (SEDI) - Electronic Reporting Deadlines Shifted - Insider and Issuer Event Reporting Start January 21, 2002	<i>Published Dec 21/01</i>
55-501	Insider Report Form	<i>CAME INTO FORCE JAN 28/96</i>
55-502	Facsimile Filing or Delivery of Insider Reports	<i>CAME INTO FORCE MAY 5/98</i>
57-603	Defaults by Reporting Issuers in Complying with Financial Statement Filing Requirements	<i>CAME INTO FORCE APRIL 27/01</i>
61-301	Staff Guidance on the Practice of "Mini-Tenders"	<i>Published Dec 10/99</i>
61-701	Applications for Exemptive Relief under Rule 61-501	<i>Published June 30/00</i>
62-101	Control Block Distribution Issues	<i>CAME INTO FORCE MAR 15/00</i>
62-102	Disclosure of Outstanding Share Data	<i>CAME INTO FORCE MAR 15/00</i>
62-103	The Early Warning System and Related Take-over Bid and Insider Reporting Issues	<i>CAME INTO FORCE MAR 15/00</i>
62-301	Implementation of the Zimmerman Amendments Governing the Conduct of Take-over and Issuer Bids	<i>Published Mar 2/01</i>
71-301	SEC Proposed Rule: Mandated Edgar Filing for Foreign Issuers	<i>Published Oct 19/01</i>
81-105	Mutual Fund Sales Practices	<i>CAME INTO FORCE MAY 1/98</i>
81-301	Mutual Fund Prospectus Disclosure System Concept Proposal	<i>Published for comment Jan 31/97</i>
81-302	Sales of Mutual Funds in Current RRSP Season	<i>Published Dec 12/97</i>
81-303	Year 2000 Disclosure for Mutual Funds	<i>Withdrawn Apr 20/01</i>
81-304	Trust Accounts for Mutual Fund Securities	<i>Withdrawn Dec 21/01</i>

Item Key		
<p>The third digit of each instrument represents the following: 1-National/Multilateral Instrument; 2-National/Multilateral Policy; 3-CSA Notice; 4-Concept Release; 5-Local Rule; 6-Local Policy; 7-Local Notice; 8-Implementing Instrument; 9-Miscellaneous</p>		
NEW INSTRUMENTS		
NUMBER	TITLE	STATUS AS OF DECEMBER 31, 2001
81-305	National Policy 12-201 Mutual Reliance Review System ("MRRS") for Exemptive Relief Applications ("ERA") ERA and Applications for Approval or Exemptions under National Policy No. 39 "Mutual Funds" ("NP 39")	<i>Published Nov 19/99</i>
81-306	Disclosure by Mutual Funds of Changes in Calculation of Management Expense Ratio	<i>Published Apr 7/00</i>
81-401	Joint Forum of Financial Market Regulators Discussion Paper Proposed Regulatory Principles for Capital Accumulation Plans	<i>Published for comment May 11/01</i>
81-704	Limited Powers of Attorney and Letters of Authorization Used in the Sale of Mutual Funds	<i>Published Aug 4/00</i>
91-504	Over-the-Counter Derivatives	<i>See Notice published Dec 1/00</i>
	Non-SRO Electronic Trading Systems and Market Fragmentation	<i>Published for comment May 16/97; replaced by 21-101 and 23-101</i>

**1.1.4 Notice of Request for Comments - Filing by
CanPx Form 21-101F5**

NOTICE OF REQUEST FOR COMMENTS

**NOTICE OF FILING BY CANPX INC. OF FORM 21-101F5
INITIAL OPERATION REPORT FOR INFORMATION
PROCESSOR**

The Commission is publishing in Chapter 6 of today's Bulletin the Notice of Filing by CanPX Inc. of Form 21-101F5 Initial Operation Report for Information Processor.

**1.1.5 Notice of Commission Decision Extending
Temporary Exemption re the Bourse de
Montreal**

**NOTICE OF COMMISSION DECISION
EXTENDING THE TEMPORARY EXEMPTION
FROM RECOGNITION ORDER OF THE BOURSE DE
MONTREAL**

On December 21, 2001, the Commission granted the Bourse de Montreal (the "Bourse") an extension to the order temporarily exempting the Bourse from recognition as a stock exchange pursuant to section 21 of the *Securities Act* (Ontario) and registration as a commodity futures exchange pursuant to section 15 of the *Commodity Futures Act* (Ontario). The Director also provided an exemption from Part 4 of OSC Rule 91-502 Trades in Recognized Options. The order provides that the exemptions shall terminate at the earlier of:

- (i) the date that the ME is granted an order by the Commission recognizing it as a stock exchange and registering it as a commodity futures exchange or exempting it from the requirement to be recognized as a stock exchange and registered as a commodity futures exchange; and
- (ii) June 28, 2002.

The order is published in Chapter 2 of this Bulletin.

1.2 News Releases

1.2.1 Securities regulators address concerns about non-GAAP earnings measures

Canadian Securities
Administrators
News Release

For Immediate Release
January 14, 2002

SECURITIES REGULATORS ADDRESS CONCERNS ABOUT NON-GAAP EARNINGS MEASURES

Toronto – Canada's securities regulators are publishing guidance to address concerns about companies' widespread use of unconventional earnings measures.

Staff of the Canadian Securities Administrators (CSA) issued today a notice to address concerns about investors being confused or misled by issuers that publish earnings measures other than those prescribed by Generally Accepted Accounting Principles ("GAAP"). This notice sets out staff's expectations of issuers that publish non-GAAP earnings measures.

"Investors should be cautious when looking at non-GAAP earnings measures," said John Carchrae, Chair of the CSA Chief Accountants Committee. "It is important to understand that these measures present only part of the picture and may selectively omit certain expenses, resulting in a more positive portrayal of a company's performance."

It has become common practice for many issuers to publish non-GAAP earnings measures, such as "pro forma earnings," "operating earnings," "cash earnings," "EBITDA," and "adjusted earnings." These terms lack standard, agreed upon meanings and are unlikely to be comparable to measures presented by other issuers.

Among the expectations for issuers specifically described in the staff notice are the following:

- Present prominently with the non-GAAP earnings measures the earnings measures for the period determined in accordance with GAAP, and provide a clear reconciliation between the two.
- Describe the objectives of the non-GAAP earnings measures and discuss the reasons for excluding individual items required by GAAP to be included in determining net income or loss.
- Avoid including non-GAAP earnings measures within the financial statements.

"We are not suggesting that companies should stop reporting non-GAAP earnings measures if they will help investors understand the financial results," said Mr. Carchrae. "But it is essential to explain clearly how the measures are calculated, and to include GAAP measures as well, so that investors see the full picture."

Investors can access and download a company's financial disclosure from the CSA's "SEDAR" database at www.sedar.com. There you can download without charge a company's quarterly and annual financial statements and many other corporate filings.

The document published today, titled "Staff Notice 52-303: Non-GAAP Earnings Measures," can be found on the British Columbia Securities Commission website at www.bcsc.bc.ca, the Alberta Securities Commission website at www.albertasecurities.com, the Ontario Securities Commission website at www.osc.gov.on.ca, and the Commission des valeurs mobilières du Québec website at www.cvmq.com.

For more information:

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1.3 Notices of Hearing

1.3.1 Brian K. Costello - s. 127

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

AND

**IN THE MATTER OF
BRIAN K. COSTELLO**

**NOTICE OF HEARING
(Section 127)**

TAKE NOTICE that the Ontario Securities Commission (the "Commission") will hold a hearing pursuant to section 127 of the Securities Act, R.S.O. 1990, c. S.5, as amended (the "Act") at the offices of the Commission, located at 20 Queen Street West, Toronto, Ontario, in the Small Hearing Room, 17th Floor, on January 31, 2002 at 9 a.m. or as soon thereafter as the hearing can be held:

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

- (a) the respondent cease trading in securities permanently or for such period as the Commission may direct;
- (b) any exemptions contained in Ontario securities law do not apply to the respondent permanently or for such period as the Commission may direct;
- (c) the respondent submit to a review of his practices and procedures and institute such changes as may be ordered by the Commission;
- (d) the respondent be reprimanded;
- (e) the respondent resign any positions that he holds as a director or officer of an issuer;
- (f) the respondent be prohibited from becoming or acting as a director or officer of any issuer;
- (g) the respondent pay the costs of the Commission's investigation;
- (h) the respondent pay the Commission's costs of this hearing; and
- (i) contains such other terms and conditions as the Commission deems appropriate.

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

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

AND TAKE FURTHER NOTICE that upon the 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.

January 9, 2002.

"John Stevenson"

1.3.2 Brian K. Costello - Statement of Allegations of Staff of the OSC

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

AND

**IN THE MATTER OF
BRIAN K. COSTELLO**

**STATEMENT OF ALLEGATIONS OF STAFF OF THE
ONTARIO SECURITIES COMMISSION**

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

I THE RESPONDENT

1. Brian K. Costello ("Costello") is a well known author and seminar speaker on personal finance matters. Costello publishes a monthly newsletter entitled "Brian Costello Money Matters" (the "Newsletter"), writes articles published in Canadian newspapers, records segments played on radio stations across Canada, and recently started up a web site in his name.
2. Costello is not registered. He was previously registered as a salesperson between May 1971 and November 1976. Costello has never been registered as an adviser.

II OVERVIEW OF STAFF'S ALLEGATIONS

3. Costello engaged in the conduct described below, contrary to Ontario securities law and the public interest.
4. Costello acted as an "adviser" without being registered in accordance with section 25(1)(c) of the Securities Act, R.S.O. 1990, c. S.5, as amended (the "Act"), by engaging in conduct which amounted to recommending the purchase of specific securities to attendees at his seminars, readers of the Newsletter, and listeners of his radio segments, and by offering his opinion to them on the investment merits of those specific securities.
5. Costello engaged in this conduct without disclosing that he held an interest in a company that would benefit financially from the sale of those specific securities or that he received fees for publishing articles in the Newsletter which recommended those specific securities, contrary to section 40 of the Act and the public interest.
6. Costello engaged in conduct which constituted "trading" in securities without being registered in accordance with subsection 25(1)(a) of the Act, by carrying out acts directly or indirectly in furtherance of trades of specific securities by way of his seminars, radio segments, and the articles published in the Newsletter.

III THE FINANCIAL PLANNING GROUP

A. The Financial Planning Group

7. The Height of Excellence Financial Planning Group Inc. ("FPG FundsCo") was registered and operated in Ontario as a mutual fund dealer and a limited market dealer.
8. DPM Securities Inc. ("FPG SecuritiesCo") was registered and operated in Ontario as a securities dealer.
9. "The Financial Planning Group" was a business name used by the group of related companies identified in Appendix "A" to market the investment services provided to the public by FPG FundsCo and FPG SecuritiesCo (hereinafter referred to jointly as the "FPG Registrants"). Together, the FPG Registrants served as the mutual fund, limited market and securities dealer for clients of The Financial Planning Group.
10. The registered salespersons of the FPG Registrants are hereinafter referred to as the "FPG Sales Reps". The FPG Sales Reps were located in Ontario and elsewhere across Canada.

B. Costello's Interest In The Financial Planning Group

11. During the period December 1992 to July 1997, Costello had an interest in the activities of The Financial Planning Group through his ownership stake in The Height of Excellence Financial Group Inc. ("FPG ServiceCo"), one of the companies comprising The Financial Planning Group. The two principal shareholders of FPG ServiceCo were Costello and DPM Financial Planning Group Inc. ("DPM Financial"), each of whom owned 47.5% of FPG ServiceCo.¹ Costello's monetary investment in FPG ServiceCo was approximately \$82,000. Costello was the chairman of the board of FPG ServiceCo.
12. FPG ServiceCo did not offer financial services and products for sale to the public but was purportedly created to provide office related, secretarial and other services to the FPG Registrants. FPG ServiceCo was the vehicle through which Costello held his interest in The Financial Planning Group.
13. By way of an agreement dated December 1, 1992 (the "Agreement") between Costello, DPM Financial, and two other parties,² the net revenue of the FPG Registrants outside of Quebec, generated primarily from commissions earned on the sale of all securities by the FPG Sales Reps, was to be paid to FPG ServiceCo as fees. Substantially all of the revenue of FPG ServiceCo was derived from the fees paid to it by

¹ The remaining 5% of FPG ServiceCo was owned by an individual whose involvement is not relevant to this proceeding.

² The two other parties to the Agreement are not relevant to this proceeding.

the FPG Registrants under the Agreement. This arrangement permitted Costello, in consideration for his involvement in the marketing activity of the FPG Registrants and his network of contacts, to share in the profits of the FPG Registrants in the same proportion as his ownership of FPG ServiceCo.

14. Prior to the Agreement, Costello conducted public seminars across Canada on personal finance and investment related matters. Under the Agreement, Costello agreed to thereafter conduct these seminars, which remained open to the public, exclusively on behalf of the FPG Sales Reps and no other parties. The seminars were arranged by the local FPG Sales Reps, who paid all of the costs of the seminars, including Costello's fee of approximately \$5,000 per seminar.
15. Under the terms of the Agreement, Costello also personally received an annual management fee of \$200,000, plus other fees and expenses from FPG ServiceCo.
16. The Agreement contemplated that Costello would complete the partners, directors and officers qualifying exam (the "PDO Exam") and then become a director and officer of one of the FPG Registrants. Costello agreed to use his best efforts to take and pass the PDO Exam.
17. Costello never took the PDO exam nor did he become a director or officer of either of the FPG Registrants. However, Costello was involved in the following aspects of the business of the FPG Registrants:
 - i. planning and implementing marketing strategy used by the FPG Registrants;
 - ii. recruiting FPG Sales Reps;
 - iii. attending and presiding over branch manager meetings;
 - iv. participating in strategic planning sessions;
 - v. participating in the due diligence review and approval of investment products offered for sale by the FPG Registrants through the FPG Sales Reps.

C. Sales of Synlan and Enervest by FPG Sales Reps

18. Synlan Securities Corporation ("Synlan") was an Ontario company which carried on business promoting real estate limited partnerships located in Florida and Arizona. Units in the Synlan limited partnerships (the "Synlan LP's") were sold by FPG Sales Reps in Ontario and elsewhere in Canada, as set out in Appendix "B".
19. The total amount paid for the units of the Synlan LP=s sold by the FPG Sales Reps as set out in Appendix "B" was US \$1,533,900, which generated sales commissions in the amount of approximately Cdn. \$282,000, of which Cdn. \$103,500 was paid to the FPG

Registrants and Cdn. \$178,500 was paid to the FPG Sales Reps.

20. Synlan and Richard J. Smith ("Smith"), the principal of Synlan, were the subject of a Commission order in 1998 pursuant to which their respective registrations were terminated and they were ordered to permanently cease trading in all securities. In 1997, Smith pleaded guilty in Ontario to 32 counts of "fraud over \$5,000" under the Criminal Code in relation to the misappropriation of proceeds in the limited partnership offering of Track Securities Corporation.
21. The Synlan LP's were sold pursuant to Offering Memoranda, each of which stated that units in the Synlan LP's would be sold to investors in Ontario pursuant to the prospectus exemption set out in section 71(1)(d) (now section 72(1)(d)) of the Act. Some or all of the units in the Synlan LP's sold to investors in Ontario did not properly qualify for this exemption, or for any other prospectus exemption under the Act. No prospectus was filed in respect of any of the Synlan LP's sold in Ontario. Accordingly, the sale of those Synlan LP's in Ontario was contrary to section 53(1) of the Act.
22. EnerVest Resource Management Ltd. ("EnerVest") was an Alberta company which promoted oil and gas limited partnerships. Units in the EnerVest limited partnerships (the "EnerVest LP=s") were sold by FPG Sales Reps in Ontario, as set out in Appendix "C".
23. FPG SecuritiesCo was the exclusive sales agent for some or all of the EnerVest LP=s and received syndication fees of approximately \$95,000.
24. The total amount paid for the units of the EnerVest LP's sold by the FPG Sales Reps in Ontario was (all figures Cdn.) \$9,509,000, which generated sales commissions in the amount of approximately \$697,570, of which \$104,635 was paid to the FPG Registrants and \$592,935 was paid to the FPG Sales Reps.

D. Financial Benefit to Costello from the Sale of the Synlan and Enervest LP's

25. The FPG Sales Reps sold the majority of the units in the Synlan and EnerVest LP's. The combined commissions earned by the FPG Registrants from the sales of the Synlan and EnerVest LP=s (outside of Quebec) was approximately \$208,135. To the extent that this amount, together with some or all of the aforementioned syndication fees earned by FPG SecuritiesCo, was not applied by the FPG Registrants against daily operations and expenses, or used to maintain minimum amounts of regulatory capital, it was paid to FPG ServiceCo as fees, pursuant to the Agreement.

E. FPG ServiceCo's Interest in EnerVest

26. From June 1995 to July 1996, FPG ServiceCo had a 10% equity interest and \$25,000 debenture interest in EnerVest, which was the sole shareholder of the general partner of every EnerVest LP incorporated

during that time, except one. The general partner of every EnerVest LP received fees for management and other services provided to the limited partnership.

F. Advising Re Synlan and EnerVest

(i) Seminars

- 27. Between 1994 and 1997, Costello conducted seminars arranged by FPG Sales Reps in Ontario at which he specifically discussed the Synlan and/or EnerVest LP's. Costello went beyond providing simply factual information about the Synlan and EnerVest LP's by offering his opinion on their investment merits and by expressly or impliedly recommending and endorsing them. Costello focused on the benefits and advantages of the Synlan and EnerVest LP's without adequately discussing their related or inherent risks. Costello did not disclose in his seminars that he would benefit financially from the sale of the Synlan and EnerVest LP's by the FPG Sales Reps through his ownership interest in FPG ServiceCo.
- 28. In his seminars, Costello offered his opinion on the Synlan and/or EnerVest LP's variously by stating that they were: "a fabulous tax break", "the best" or "one of the best" investments of this type he had seen, or "the only good one" or "the only one he would consider purchasing".
- 29. Costello's presentations at these seminars constituted "advising others as to the investing in or the buying of securities" within the meaning of the definition of "adviser" set out in the Act.

(ii) Newsletter

- 30. During the same period that Costello was giving his seminars, he also published articles in the Newsletter which promoted the Synlan and EnerVest LP's to varying degrees. These articles went beyond providing simply factual information about the Synlan and EnerVest LP's by including opinions on their investment merits and by expressly or impliedly recommending and endorsing them. The articles did not disclose that Costello would benefit financially from the sale of those securities by FPG Sales Reps through his interest in FPG ServiceCo or that he received fees from Synlan and EnerVest for publishing the articles in the Newsletter.
- 31. The articles published in the Newsletter focussed on the positive features of investing in the Synlan and EnerVest LP's without adequately discussing their related or inherent risks. The articles contained, among other things:
 - i. a statement that Synlan was a good example (and the only example given) of the type of quality investment that readers should look for;
 - ii. statements that the Synlan LP's worked "superbly well at both the 42% and 53% tax

brackets" and were "a tax vehicle designed to be a model investment product of the 1990's";

- iii. a statement that both Synlan and EnerVest were examples of limited partnerships "that offer both tax relief and investment potential";
- iv. statements that EnerVest was a "very interesting opportunity" and that its focus was "to provide investors with a solid opportunity to own a diversified portfolio of producing oil and gas wells at a cost that is substantially below industry averages"; and
- v. a statement in an article discussing oil and gas income funds that "My preference is one like EnerVest...", where EnerVest was the only example given.

- 32. In addition to being sent directly to subscribers, copies of the Newsletter were distributed by FPG Sales Reps to existing or potential clients, made available to attendees at Costello's seminars, and were also provided to Synlan, which used them for promotional purposes.
- 33. The nature and content of the articles in the Newsletter concerning the Synlan and EnerVest LP's constituted "advising others as to the investing in or the buying of securities" within the meaning of the definition of "adviser" set out in the Act. By publishing the articles in the Newsletter, Costello was acting as an adviser.
- 34. The exemptions from registration in section 34 of the Act and section 148 of Regulation 1015 were not available to Costello so as to exempt him from the registration requirements in section 25(1)(c) of the Act with respect to acting as an "adviser" in connection with the Synlan and EnerVest LP's.

G. Trading Re Synlan and EnerVest

(i) Acts In Furtherance of Trades

- 35. The manner in which Costello portrayed the Synlan and EnerVest LP's during his seminars had the effect of creating interest in and demand for these securities. In the case of the Synlan LP's, Costello effectively created markets for these securities where none existed before. Prior to Costello's seminars, the local FPG Sales Reps were not aware of any significant interest in the Synlan LP's. After his seminars, there was considerable interest in the Synlan LP's shown by clients of the FPG Sales Reps. This conduct by Costello amounted to "acts in furtherance of trades" and therefore constituted "trading" as defined in the Act.

(ii) Solicitation In Furtherance of Trades

- 36. Costello's seminars were also used in part to solicit investors interested in purchasing products approved for sale by the FPG Registrants, including the Synlan and EnerVest LP's. Costello's participation in this activity, described below, amounted to "solicitation in

furtherance of a trade" and therefore constituted "trading" as defined in the Act.

37. Attendees at Costello's seminars were provided with "inquiry cards" upon arrival. After Costello discussed a specific product, such as the Synlan or EnerVest LP's, he advised attendees to identify that product on their inquiry cards if they were interested in obtaining further information about it. Door prizes, including Costello merchandise, were given out to induce attendees to return their inquiry cards.
38. After each seminar, the FPG Sales Reps who had arranged and paid for the seminar divided the inquiry cards amongst themselves. The FPG Sales Reps used the inquiry cards to identify and contact potential investors for the purpose of offering to meet with them to provide further information on the products and services in which they had expressed interest, including the Synlan and EnerVest LP's, and in some cases to effect sales of these products.
39. Attendees who expressed an interest in the Synlan LP's were invited by the FPG Sales Reps to attend a follow-up seminar presented by the principal of Synlan, Smith, which in some cases was then followed by direct one-on-one sales pitches by Smith.

(iii) Advertisements In Furtherance of Trades

40. Several of the articles published in the Newsletter focussing on the Synlan LP's were in the nature of advertisements designed to create interest in and demand for the Synlan LP's. As such, these articles constituted "advertisements in furtherance of a trade" and their publication in the Newsletter therefore constituted "trading" as defined in the Act.
41. The exemptions in section 35 of the Act and section 151 of Regulation 1015 were not available to Costello so as to exempt the trading activity in the Synlan or EnerVest LP's described in the paragraphs above from the registration requirements in section 25(1)(a) of the Act.

H. Failure by Costello to Disclose Financial Interest and Benefit

42. Costello was required to be registered under the Act as an adviser prior to providing advice in relation to the Synlan and EnerVest LP's. Section 40 of the Act requires registered advisers to disclose, in any published material in which the adviser provides advice on specific securities, any financial or other interest in, or benefit derived from the sale or purchase of, the specific securities, whether direct or indirect, including any commission or other remuneration the registered adviser may expect to receive, or any financial arrangement relating to the securities.
43. Costello failed to disclose in the Newsletter that he had an interest in FPG ServiceCo through which he would benefit financially from the sale of the Synlan and EnerVest LP's by the FPG Sales Reps or that he received fees for publishing the articles in the

Newsletter concerning these specific securities, contrary to section 40 of the Act and the public interest.

44. Costello also provided advice orally in his seminars in relation to the Synlan and EnerVest LP's. In the course of doing so, Costello failed to disclose that he had an interest in FPG ServiceCo through which he would benefit financially from the sale of those securities by the FPG Sales Reps, contrary to the public interest.

IV RETROCOM GROWTH FUND

45. Retrocom Growth Fund Inc. ("Retrocom") is a labour sponsored investment fund sold in Ontario and elsewhere in Canada pursuant to a prospectus dated January 15, 2001.
46. In February 2001, Retrocom aired advertisements for its fund on radio stations in Toronto and Ottawa (the "Radio Spot") in which Costello described positive features and benefits of investing in Retrocom, without discussing any of the related or inherent risks. Costello directed listeners who wanted more information on Retrocom to contact a particular Dundee Securities Corporation sales representative in Ottawa (the "Dundee Sales Rep") and provided the Dundee Sales Rep's name and telephone number. The full text of the Radio Spot is set out below:

If low volatility is what you are looking for in your RRSP this year, I recommend you look at Retrocom Growth Fund. I'm Brian Costello. Retrocom is the only labour sponsored fund investing in Canada's booming construction market. It comes with a lower volatility rating than most bond funds. With Retrocom you'll get your RRSP deduction, save an additional \$1,500 in taxes and boost your foreign content. For more information on Retrocom, call [Dundee Sales Rep], Dundee Securities at [phone number deleted]. Obtain a copy of the prospectus and read it carefully before investing. Dundee Securities is a member of CIPF.

47. In February 2001, Costello also participated as the featured guest in a telephone interview set up by Retrocom (the "Interview") which was accessible to the public by means of a toll free telephone number and later made available on Retrocom's website. During the Interview, Costello was asked by the interviewer to comment on a number of the benefits and advantages of Retrocom as an investment. Costello commented favorably on labour sponsored funds generally, and Retrocom in particular, without adequately discussing any of the related or inherent risks of the investment.
48. In the Radio Spot and Interview, Costello went beyond providing simply factual information about Retrocom by offering his opinion on its investment merits and by expressly or impliedly recommending or endorsing Retrocom. The nature, conduct and manner of Costello's participation in the Radio Spot and the Interview constituted "advising others as to the investing in or the buying of securities" within the meaning of the definition of "adviser" set out in the Act.

49. The exemptions from registration in section 34 of the Act and section 148 of Regulation 1015 were not available to Costello so as to exempt his acting as an "adviser" in relation to Retrocom from the registration requirements in section 25(1)(c) of the Act.
50. Costello's participation in the Radio Spot and Interview also constituted "acts in furtherance of a trade" within the meaning of the definition of "trading" set out in the Act.
51. The exemptions in section 35 of the Act and section 151 of Regulation 1015 were not available to Costello so as to exempt this trading activity in Retrocom from the registration requirements in section 25(1)(a) of the Act.
52. Staff reserves the right to make such further and other allegations as the Commission may permit.

January 9, 2002.

APPENDIX "B"

Sales of Synlan LP's by FPG Sales Reps

I. Ontario

1. The Fairways Limited Partnership - 1 Unit Sold
Total cost to investor - US\$29,900 (Face value of unit - US\$129,900)
2. The Fairways I Limited Partnership - 5 Units Sold
Total cost to investors - US\$160,000 (Face value of units - US\$675,000)
3. The Valley of the Sun Limited Partnership - 1 Unit Sold
Total cost to investor - US\$32,000 (Face value - US\$134,000)

II. British Columbia

4. The Fairways I Limited Partnership - 5 Units Sold
Total cost to investors - US\$160,000 (Face value - US\$675,000)
5. The Valley of the Sun Limited Partnership - 6 Units Sold
Total cost to investors - US\$192,000 (Face value - US\$789,000)
6. The West Valley of the Sun Limited Partnership - 3 Units Sold
Total cost to investors - US\$96,000 (Face value - US\$351,000)

III. Saskatchewan

7. The Valley of the Sun Limited Partnership - 3 Units Sold
Total cost to investors - US\$96,000 (Face value - US\$397,000)
8. The West Valley of the Sun Limited Partnership - 21 Units Sold
Total cost to investors - US\$672,000 (Face value - US\$2,457,000)
9. The Westshire Limited Partnership - 3 Units Sold
Total cost to investors - US\$96,000 (Face value - US\$432,000)

TOTALS

Total Sales - US\$1,533,900 paid by investors (Face value - US\$6,039,900)
Total Commission = Cdn. \$282,000
FPG Registrant's share of Total Commission = Cdn. \$103,500

APPENDIX "C"

Sales of EnerVest LP's by FPG Sales Reps in Ontario

1. The EnerVest Energy Fund 1995-1
37 Sales - \$1,056,000
2. EnerVest Oil & Gas Income Fund 1995-2
20 Sales - \$548,000
3. The EnerVest Private Partnership 1995
43 Sales - \$627,500
4. The EnerVest Energy Fund 1996-1
32 Sales - \$962,500
5. EnerVest Resource Fund 1996
348 Sales - \$4,452,500
6. EnerVest FTS Limited Partnership 1997
30 Sales - \$802,500
7. EnerVest FTS 1997-1 Limited Partnership
34 Sales - \$1,060,000

TOTALS

Total Sales - \$9,509,000
Total Commission = \$697,570
FPG Registrant's share of Total Commission = \$104,635

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Chapter 2

Decisions, Orders and Rulings

2.1 Decisions

2.1.1 George Weston Limited - MRRS Decision

Headnote

Mutual Reliance Review System for Exemptive Relief Applications - Issuer is a connected issuer, but not a related issuer, in respect of registrants that are underwriters in proposed offering of preferred shares - Underwriters exempt from the independent underwriter requirement in the legislation provided that disclosure is provided in the prospectus

Applicable Ontario Statutes

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

Applicable Ontario Regulations

Regulation made under the Securities Act, R.S.O. 1990, Reg. 1015, as am., ss. 219(1), 224(1)(b) and 233.

Applicable Ontario Rules

Proposed National Instrument 33-105 Underwriting Conflicts (2001) 24 OSCB 6451

**IN THE MATTER OF
THE SECURITIES LEGISLATION OF ONTARIO,
ALBERTA, QUEBEC AND NEWFOUNDLAND**

AND

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

AND

**IN THE MATTER OF
GEORGE WESTON LIMITED**

AND

**IN THE MATTER
OF RBC DOMINION SECURITIES INC.,
TD SECURITIES INC., BMO NESBITT BURNS INC.,
CIBC WORLD MARKETS INC.,
MERRILL LYNCH CANADA INC.,
NATIONAL BANK FINANCIAL INC. AND
SCOTIA CAPITAL INC.**

MRRS DECISION DOCUMENT

WHEREAS the local securities regulatory authority or regulator (the "Decision Maker") in each of Ontario, Alberta, Quebec and Newfoundland (the "Jurisdictions") has received an application from RBC Dominion Securities Inc. ("RBCDS"), TD Securities Inc. ("TDSI"), BMO Nesbitt Burns Inc. ("Nesbitt"), CIBC World Markets Inc. ("CIBCWM"), Merrill Lynch Canada Inc. ("Merrill"), Scotia Capital Inc. ("Scotia") and National Bank Financial Inc. ("NBF" and, collectively with RBCDS, TDSI, Nesbitt, CIBCWM, Merrill and Scotia, the "Filers") for a decision pursuant to the securities legislation of the Jurisdictions (the "Legislation") that the requirement (the "Independent Underwriter Requirement") contained in the Legislation which restricts a registrant from acting as an underwriter in connection with a distribution of securities of an issuer by means of a prospectus, where the issuer is, in connection with the distribution, a "connected issuer" (or the equivalent) of the registrant, unless a portion of the distribution at least equal to that portion underwritten by non-independent underwriters is underwritten by at least one independent underwriter, shall not apply in respect of a proposed distribution (the "Offering") of preferred shares (the "Shares") of George Weston Limited ("Weston") to be qualified for distribution by a short form base shelf prospectus of Weston dated October 4, 2001 (the "Shelf Prospectus"), as supplemented by a prospectus supplement (the "Prospectus Supplement") describing the specific terms of the Offering (the Shelf Prospectus and the Prospectus Supplement are collectively referred to as the "Prospectus");

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

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

1. Each of the Filers is registered under the Legislation as a dealer in the categories of "broker" and "investment dealer" or equivalent categories and none of the Filers are in default in respect of any of the requirements thereunder.
2. Weston is a corporation incorporated under the laws of Canada on January 27, 1928 and amalgamated under the *Canada Business Corporations Act* effective January 1, 1989. Weston's registered office is located at 22 St. Clair Avenue East, Toronto, Ontario M4T 2S7.
3. Weston carries on business primarily in Canada and the United States directly and indirectly through its subsidiaries and through its Food Processing and Food Distribution operating segments. Weston's Food Processing segment is a major participant in the North American baking and dairy industries. Weston's Food Distribution segment operates through Loblaw Companies Limited, the largest food distributor in Canada. Weston's consolidated net sales for its fiscal year ended December 31, 2000 amounted to \$22.3

billion and its consolidated net earnings for that period were \$481 million. As at December 31, 2000, the consolidated assets of Weston were \$11.4 billion and its shareholders' equity was \$2.9 billion.

4. The common shares of Weston are listed on The Toronto Stock Exchange.
5. Weston has a market capitalization of approximately \$13.5 billion.
6. Weston is a reporting issuer under the Legislation and is not in default of any requirements of the Legislation.
7. It is anticipated that Weston will enter into an underwriting agreement (the "Agreement") with the Filers and certain other underwriters (the "Underwriters"), immediately prior to the time of filing the Prospectus Supplement, whereby Weston will agree to sell and the Underwriters will agree to purchase the Shares.
8. RBCDS is proposing to act as the lead underwriter in connection with the Offering.
9. Weston has entered into a credit facility agreement dated July 25, 2001 with a syndicate of financial institutions, which include Royal Bank of Canada ("Royal"), Canadian Imperial Bank of Commerce ("CIBC"), Bank of Montreal ("BMO"), Merrill Lynch Capital Canada Inc. ("ML Capital"), National Bank of Canada ("NBC"), Bank of Nova Scotia ("BNS") and Toronto-Dominion Bank ("TD") (collectively, the "Lenders"), for a credit facility of approximately \$3 billion maturing in three portions on April 25, 2002, July 25, 2002 and October 25, 2002 (the "Credit Facility"). The Credit Facility provides for advances for the purpose of Weston's acquisition of the stock of Bestfoods Baking Co., Inc. and certain trade-marks used in the business of Bestfoods Baking for a purchase price of U.S. \$1.765 billion and for the payment of costs, fees and other expenses incurred by Weston in connection with the purchase. In addition, the Credit Facility provides for a revolving 364-day operating line facility of \$312.7 million maturing July 25, 2002 and subject to renewal at that date. Pursuant to the Credit Facility, the commitments of Royal, CIBC, BMO, ML Capital, NBC, BNS and TD are \$199 million, \$238 million, \$199 million, \$199 million, \$199 million, \$199 million and \$199 million, respectively, being a total commitment of \$1.432 billion on the part of the Lenders, collectively. There is no security for the indebtedness under the Credit Facility; there are, however, guarantees provided by two wholly-owned subsidiaries of Weston. In addition to a proportionate participation in the operating line facility under the Credit Facility, the Lenders have provided additional credit lines in a total amount of approximately \$125 million to Weston.
10. As at November 15, 2001, Weston had borrowings of approximately \$1.551 billion outstanding under the Credit Facility, including a total amount of \$706 million on the part of the Lenders, collectively. Weston is in compliance with the terms of the Credit Facility and is not in financial difficulty.
11. RBCDS is a wholly-owned subsidiary of Royal, Nesbitt is a wholly-owned subsidiary of an indirect majority owned subsidiary of BMO, CIBCWM is a wholly-owned subsidiary of CIBC, TDSI is a wholly-owned subsidiary of TD, NBF is a wholly-owned indirect subsidiary of NBC, Scotia is a wholly-owned subsidiary of BNS and Merrill is an affiliate of ML Capital.
12. Pursuant to the Agreement, the Filers may underwrite a portion of the aggregate amount of Shares pursuant to the Offering that is greater than would otherwise be permitted by the Legislation.
13. The terms, structuring and pricing of the Offering will be determined solely by negotiation between Weston and the Underwriters. None of the Lenders will play any role in those determinations or decisions. The net proceeds of the Shares sold under the Offering will be added to the general funds of Weston and used to repay maturing commercial paper, to refinance other indebtedness, including repayment of a portion of the indebtedness outstanding under the Credit Facility to all members of the syndicate of financial institutions including the Lenders on a pro rata basis, and for general corporate purposes. The use of proceeds will be disclosed in the Prospectus.
14. The Prospectus will contain the information required by Appendix C to proposed National Instrument 33-105 (Underwriting Conflicts) (the "Proposed National Instrument").
15. In connection with the Offering Weston may be a "connected issuer" (or the equivalent) of the Filers (as defined in the Legislation). Weston is not, and will not be, a "related issuer" of the Filers (as defined in the Proposed National Instrument).

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

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

THE DECISION of the Decision Makers pursuant to the Legislation is that the Independent Underwriter Requirement shall not apply to the Filers in connection with the Offering provided that:

- (a) at the time of the Offering, Weston is not a "related issuer" (or the equivalent) of the Filers as defined in the Proposed National Instrument; and
- (b) the prospectus contains disclosure of the relationship between Weston, the Filers and the Lenders as would be required by Appendix C of the Proposed National Instrument.

November 26, 2001.

"Robert W. Davis"

"Robert W. Korthals"

**2.1.2 SimEx Inc. - s. 9.1 of OSC Rule 61-501
Related Party Transactions**

Headnote

Rule 61-501 - Related party transactions - Relief from minority approval and formal valuation requirements granted in connection with proposed issuance of debentures and warrants to related parties, on the basis that issuer is closely held, a majority of the minority shareholders have consented to the transaction in writing, proposed debt is on commercial terms, and the number of common shares underlying warrants to be issued to related parties represents less than 25% of the number of outstanding common shares assuming the exercise of currently outstanding warrants that are exercisable at nominal price.

Rule Cited

Rule 61-501 - Insider Bids, Issuer Bids, Going Private Transactions and Related Party Transactions, ss. 5.5, 5.7 and 9.1.

**IN THE MATTER OF
ONTARIO SECURITIES COMMISSION
RULE 61-501 ("Rule 61-501")**

AND

**IN THE MATTER OF
SIMEX INC.**

**Rule 61-501
(section 9.1)**

UPON the application (the "Application") of SimEx Inc. ("SimEx") to the Director for a decision pursuant to section 9.1 of Rule 61-501 that, in connection with the issuance of subordinated debentures and warrants to acquire common shares of SimEx to certain investors described below, including investors who are related parties of SimEx for purposes of Rule 61-501, to in part fund the acquisition by SimEx of all of the outstanding shares of Iwerks Entertainment, Inc. (the "Iwerks Acquisition"), SimEx be exempt from sections 5.5 and 5.7 of Rule 61-501;

AND UPON considering the Application and the recommendation of staff of the Commission;

AND UPON SimEx having represented to the Director as follows:

1. SimEx is amalgamated under the *Business Corporations Act* (Ontario), is a reporting issuer in Ontario and, to the best of its knowledge, is not in default of any requirement of the *Securities Act* (Ontario) or the regulations or rules made thereunder. The head office of SimEx is in Ontario.
2. SimEx is a very closely held reporting issuer with approximately 62 registered shareholders and fewer beneficial shareholders, excluding employees and former employees. No public market exists for its

securities and, to the knowledge of management, no trading has occurred in its securities since 1996.

3. As at November 29, 2001, 10,397,302 common shares of SimEx ("Common Shares") were issued and outstanding and 1,417,500 warrants to purchase Common Shares ("Existing Warrants") for a nominal price of \$0.001 per Common Share were outstanding for a total of 11,814,802 Common Shares outstanding, assuming the exercise of all Existing Warrants.
4. Triax Growth Fund Inc. ("Triax") was incorporated under the laws of Canada and is registered as a labour sponsored investment fund corporation in Ontario and as a labour sponsored venture capital corporation in Canada, Nova Scotia and New Brunswick. Triax is managed by Triax Capital Management Inc. which has retained Altamira Management Ltd. to act as the fund's investment advisor.
5. Triax beneficially owns 1,902,020 Common Shares and 337,500 Existing Warrants, representing approximately 18.3% of the outstanding Common Shares (or 19%, assuming the exercise of all Existing Warrants). Triax also holds \$750,000 principal amount of Series 1 Convertible Debentures of SimEx due May 1, 2006 ("Series 1 Debentures"). Triax does not currently have a representative on the board of directors of SimEx (the "Board").
6. Working Ventures Canadian Fund Inc. ("Working Ventures") is a labour sponsored investment fund which is incorporated under the laws of Canada and is governed by, among other legislation, the *Community Small Business Investment Funds Act* (Ontario).
7. Working Ventures beneficially owns 1,431,579 Common Shares and 337,500 Existing Warrants, representing approximately 13.8% of the outstanding Common Shares (or 15%, assuming the exercise of all Existing Warrants). Working Ventures also holds \$750,000 principal amount of Series 1 Debentures.
8. The current nominee of Working Ventures on the Board is Bruce Wylie.
9. Michael Needham ("Needham") is President, Chief Executive Officer, a director and a founder of SimEx. Shiori Sudo ("Sudo") is Executive Vice President and Secretary, a director and a founder of SimEx. Brian Peebles ("Peebles") is the Vice President, Operations and a director of SimEx. Moses Znaimer ("Znaimer") is a director of SimEx. Allen Yamashita ("Yamashita") is a senior officer of a subsidiary of SimEx. Needham, Sudo, Peebles, Filoselle Properties Limited ("FPL") and Tamara International Partnership, a corporation and partnership, respectively, in which Znaimer has a significant interest, beneficially own, in the aggregate, 2,410,409 Common Shares and 517,500 Existing Warrants, representing approximately 23.3% of the outstanding Common Shares (or 24.8%, assuming the exercise of all Existing Warrants). Needham, Sudo, Peebles, Yamashita and FPL also hold, in the aggregate, \$1,150,000 principal amount of Series 1

Decisions, Orders and Rulings

Debentures. This group is referred to herein as "Management".

10. SimEx is proposing to issue \$8,575,000 principal amount of junior subordinated debentures (the "Subordinated Debentures") and warrants to purchase 4,716,250 Common Shares exercisable for the nominal consideration of \$0.001 per share (the "Warrants") (the "Proposed Financing") to be issued to the persons listed below (collectively the "Investors") as follows:

Investor	Subordinated Debenture	Warrants
Triax	\$2,150,000	1,182,500
Working Ventures	1,850,000	1,017,500
First Ontario Labour Sponsored Investment Fund Inc.	600,000	330,000
Moog Inc.	1560000	858000
Management	1300000	715000
Yorkton Partners	1000000	550000
Other	115000	63250
	<u>\$8,575,000</u>	<u>4,716,250</u>

The Debentures will be subordinated to SimEx's bank credit facility. The consideration to be paid by the Investors to SimEx in exchange for the Subordinated Debentures and Warrants consists of cash and, in the case of Triax, Working Ventures, First Ontario Labour Sponsored Investment Fund Inc. and Management, the exchange of the outstanding Series 1 Debentures held by each of them. Investors will receive 55,000 Warrants for each \$100,000 principal amount of Subordinated Debentures purchased.

11. It is a condition to Triax and Working Ventures participating in the Proposed Financing that holders of at least 90% of the outstanding Common Shares (assuming the exercise of all outstanding Existing Warrants and the Warrants) enter into a shareholder agreement.
12. In connection with the Proposed Financing, the Board has established an independent committee composed of the directors of SimEx who are not participating in the Proposed Financing, namely Donald Gordon ("Gordon") and Al Mikalachki ("Mikalachki") (the "Independent Committee") to evaluate, to oversee the negotiation of the definitive terms of the Proposed Financing and to make recommendations to the Board as to whether the Proposed Financing is in the best interest of SimEx. Gordon, together with his family members, owns approximately 6.9% of the outstanding Common Shares (assuming exercise of all Existing Warrants). Clients of Gordon, a U.S. investment banker, hold, in aggregate, 16.7% of the outstanding Common Shares (assuming exercise of all Existing Warrants) and are not participating in the Proposed Financing. The Independent Committee has approved the term sheet relating to the Proposed Financing.
13. SimEx retained the services of financial advisors to assist it in its financing efforts. Despite the efforts of SimEx and its advisors, including at least 20

presentations by management to potential institutional investors, SimEx was unable to secure alternate financing for the Iwerks Acquisition on acceptable terms.

14. The Subordinated Debentures themselves constitute a loan on commercial terms. The Warrants to be issued to related parties of SimEx represent 17.6% of the outstanding Common Shares (assuming exercise of all Existing Warrants and the Warrants). The Proposed Financing is the only financing available to SimEx for completing the Iwerks Acquisition.
15. SimEx has offered to all existing shareholders the opportunity to participate pro rata in the Proposed Financing (subject to the availability of prospectus and registration exemptions). SimEx is not permitted to effect a rights offering on an exempt trade basis under Ontario Securities Commission Rule 45-101 because the securities to be issued are not of the same nature as those currently outstanding.
16. It is expected that shareholders owning more than 25.4% of the Common Shares and who deal at arm's length with each of the Investors (the "Outside Shareholders") will provide their written consent to the Proposed Financing. None of the Outside Shareholders are participating in the Proposed Financing. Since the Outside Shareholders own more than 57% of the Common Shares held by all minority shareholders, minority approval of the Proposed Financing will be received and, accordingly, approval of the Proposed Financing by a majority of the minority shareholders at a meeting would be a foregone conclusion.
17. By virtue of their respective holdings of Common Shares, each of Triax and Working Ventures is a related party of SimEx under Rule 61-501. By virtue of being senior officers and directors of SimEx (and, in the case of Needham, by virtue also of his holdings of Common Shares), each of Needham, Sudo, Peebles and Znaimer is a related party of SimEx under Rule 61-501.
18. Due to the participation of the Investors in the Proposed Financing, the Proposed Financing will be a related party transaction under Rule 61-501. SimEx would therefore be required, absent an exemption or discretionary relief, to comply with the valuation and minority shareholder approval requirements of Rule 61-501 applicable to related party transactions. The minority shareholder approval would be required from the holders of the Common Shares other than Triax, Working Ventures, and Management and their respective joint actors.
19. Since the consideration for the Proposed Financing includes the Warrants, the exemption from the formal valuation requirement in subsection 5.6(11) of Rule 61-501 for a loan on commercial terms is not available in connection with the Proposed Financing.
20. The number of Common Shares that will be issued upon the exercise of Warrants to be issued to related

parties of SimEx in connection with the Proposed Financing represents less than 25% of the currently outstanding Common Shares, assuming the exercise of all Existing Warrants.

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

IT IS DECIDED pursuant to section 9.1 of Rule 61-501 that, in connection with the Proposed Financing, SimEx shall not be subject to the requirements in sections 5.5 and 5.7 of Rule 61-501, provided that:

- a. holders of a majority of the Common Shares held by Outside Shareholders who do not take part in the Proposed Financing consent in writing to the Proposed Financing, which consent must contain an acknowledgment that they are aware of the terms of the Proposed Financing and must be filed with the Director, and
- b. SimEx complies with the other applicable provisions of Rule 61-501.

December 21, 2001.

"Ralph Shay"

2.1.3 Tuscarora Energy Growth Fund Inc. - MRRS Decision

Headnote

Exemption granted to labour sponsored investment fund corporation to permit it to pay certain specified distribution costs out of fund assets contrary to section 2.1 of National Instrument 81-105 Mutual Fund Sales Practices.

Statutes Cited

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

Rules Cited

National Instrument 81-105 Mutual Fund Sales Practices.

**IN THE MATTER OF
THE SECURITIES LEGISLATION OF
ALBERTA, BRITISH COLUMBIA, MANITOBA,
NEW BRUNSWICK, NEWFOUNDLAND AND LABRADOR,
NOVA SCOTIA, PRINCE EDWARD ISLAND,
SASKATCHEWAN, YUKON, ONTARIO
NORTHWEST TERRITORIES AND NUNAVUT**

AND

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

AND

**IN THE MATTER OF
NATIONAL INSTRUMENT 81-105
MUTUAL FUND SALES PRACTICES**

AND

**IN THE MATTER OF
TUSCARORA ENERGY GROWTH FUND INC.**

MRRS DECISION DOCUMENT

WHEREAS the local securities regulatory authority or regulator (the "Decision Maker") in each of Alberta, British Columbia, Manitoba, New Brunswick, Newfoundland and Labrador, Nova Scotia, Prince Edward Island, Saskatchewan, Yukon, Ontario, Northwest Territories and Nunavut (the "Jurisdictions") has received an application from Tuscarora Energy Growth Fund Inc. (the "Fund") for a decision pursuant to section 9.1 of National Instrument 81-105 ("NI 81-105") that the prohibition contained in section 2.1 of NI 81-105 against the making of certain payments by the Fund to participating dealers shall not apply to the Fund;

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

AND WHEREAS the Fund and Front Street Capital Inc. (the "Manager"), the manager of the Fund, have represented to the Decision Makers as follows:

1. The Fund is a corporation incorporated under the Canada Business Corporations Act. It is registered as a labour-sponsored venture capital corporation under the Income Tax Act (Canada).
2. The Fund is a mutual fund as defined in the legislation of each of the Jurisdictions. The Fund has filed a preliminary prospectus dated November 2, 2001 (the "Preliminary Prospectus") in each of the Jurisdictions in connection with the proposed offering to the public of Class A Shares, Series I and Class A Shares, Series II in the capital of the Fund (collectively, the "Class A Shares").
3. The authorized capital of the Fund consists of an unlimited number of Class A Shares of which none are currently issued and outstanding as of the date hereof and an unlimited number of Class B Shares in the capital of the Fund, of which 100 shares are issued and outstanding as of the date hereof.
4. The Manager and The Newspaper Guild of Canada / Communication Workers of America (the "Sponsor") formed and organized the Fund.
5. The Fund proposes to pay directly to participating dealers certain costs associated with the distribution of its Class A Shares. These costs are:
 - (i) with respect to the distribution of both series of Class A Shares,
 - a. a sales commission of 6% of the selling price for each Class A Share, Series I or Series II subscribed for (the "6% Sales Commission"), and
 - b. a service fee of 0.5% annually of the net asset value of the Class A Shares, held by the clients of the sales representatives of the dealers (the "Service Fee").
 - (ii) with respect to the holding by investors of Class A Shares, Series I,
 - a. a commission of 4% of the selling price of each Series I share held, in lieu of service fees payable before the eighth anniversary of the date of issue of such Series I shares (the "Trailing Commission"), and
 - b. a corporate finance fee of 0.5% of the gross proceeds raised on the initial offering of Class A Shares, Series I, as described in the Preliminary Prospectus (the "Corporate Finance Fee").
6. The Fund may also pay for the reimbursement of co-operative marketing expenses (the "Co-op Expenses") incurred by certain dealers in promoting sales of the Class A Shares, pursuant to co-operative marketing agreements the Fund may enter into with such dealers.
7. All of the costs associated with the distribution of Class A Shares, including the Corporate Finance Fee, the 6% Sales Commission and the Trailing Commission (together, the "Sales Commissions"), the Service Fee and the Co-op Expenses (collectively, the "Distribution Costs") are fully disclosed in the Preliminary Prospectus. The fact that the Fund intends to pay these costs out of the assets of the Fund is also disclosed in the Preliminary Prospectus.
8. For accounting purposes, the Fund will
 - (i) defer and amortize the amount paid or payable in respect of the 6% Sales Commission to retained earnings on a straight line basis over eight years,
 - (ii) defer and amortize the amount paid or payable in respect of the Trailing Commission and the Corporate Finance Fee to income on a straight line basis over eight years, and
 - (iii) expense the Service Fee and Co-op Expenses in the fiscal period when incurred.
9. Gross investment amounts will be contributed to the Fund in respect of each subscription. This is to ensure that the entire subscription amount contributed by the investor is counted for the purpose of the applicable federal and provincial tax credits in connection with the purchase of Class A Shares.
10. Due to the structure of the Fund, the most tax efficient way for the Distribution Costs to be financed is for the Fund to pay them directly.
11. The Manager, or its affiliate is the only member of the organization of the Fund, other than the Fund, available to pay the Distribution Costs. The Manager does not have sufficient resources to pay the Distribution Costs, and unless the requested discretionary relief is granted, would be obliged to finance these costs through borrowings.
12. Any loans obtained by the Manager to finance the Distribution Costs would result in the Manager increasing the management fee chargeable to the Fund, by an amount equal to the borrowing costs incurred by the Manager plus an amount required to compensate the Manager for any risks associated with fluctuations in the net asset value of the Fund and, therefore, fluctuations in the Manager's fee. Requiring compliance with section 2.1 of NI 81-105 would cause the expenses of the Fund to increase above those contemplated in the Preliminary Prospectus.
13. Requiring the Manager to pay the Distribution Costs while granting an exemption to other labour funds permitting such funds to pay similar Distribution Costs directly, would put the Fund at a permanent and serious competitive disadvantage with its competitors.

14. The Fund undertakes to comply with all other provisions of NI 81-105. In particular, the Fund undertakes that all Distribution Costs paid by it will be compensation permitted to be paid to participating dealers under NI 81-105.

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

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

THE DECISION of the Decision Makers under subsection 9.1(1) of NI 81-105 is that the Fund shall be exempt from section 2.1 of NI 81-105 to permit the Fund to pay the Distribution Costs, provided that:

- (a) the Distribution Costs are otherwise permitted by, and paid in accordance with, NI 81-105;
- (b) the Distribution Costs are accounted for in the Fund's financial statements in the manner described in paragraph 8 above;
- (c) the summary section (the "Summary Section") of the final prospectus of the Fund has full, true and plain disclosure describing the commission structure of Class A Shares, Series I as a 10% initial sales commission, plus service fees after eight years. The Summary Section must be placed within the first 10 pages of the final prospectus.
- (d) the final prospectus includes full, true and plain disclosure explaining the services and value that the participating dealers would provide to investors in return for the service fees payable to them;
- (e) the Summary Section of the final prospectus includes full, true and plain disclosure explaining to investors that
 - (i) they pay the Sales Commissions indirectly, as the Fund pays these Sales Commissions using investors' subscription proceeds, and
 - (ii) a portion of the net asset value of the Fund is comprised of a deferred commission, rather than an investment asset; and
- (f) this Decision shall cease to be operative with respect to a Decision Maker on the date that a rule replacing or amending section 2.1 of NI 81-105 comes into force.

January 9, 2002.

"Paul Moore"

"Robert W. Korthals"

2.1.4 Counsel Group of Funds Inc. - MRRS Decision

Headnote

Investment by mutual funds directly and indirectly (through derivative exposure) in securities of other mutual funds exempted from the reporting requirements and self-dealing prohibitions of s.113 and s.117

Statutes Cited

Securities Act (Ontario), R.S.O. 1990 c.S.5., as am., 111(2)(b), 111(3), 117(1)(a) and 117(1)(d).

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

AND

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

AND

**IN THE MATTER OF
COUNSEL GROUP OF FUNDS INC.**

AND

**COUNSEL BALANCED RSP PORTFOLIO
COUNSEL GROWTH RSP PORTFOLIO
COUNSEL ALL EQUITY RSP PORTFOLIO**

MRRS DECISION DOCUMENT

WHEREAS the local securities regulatory authority or regulator (the "Decision Maker") in each of the provinces of British Columbia, Alberta, Saskatchewan, Ontario, Nova Scotia, and Newfoundland and Labrador (the "Jurisdictions") has received an application from Counsel Group of Funds Inc. ("Counsel"), as manager of the Top Funds (as defined below) for a decision by each Decision Maker (collectively, the "Decision") under the securities legislation of the Jurisdictions (the "Legislation") that:

- (a) the restrictions contained in the Legislation prohibiting a mutual fund from knowingly making or holding an investment in a person or company in which the mutual fund, alone or together with one or more related mutual funds, is a substantial securityholder shall not apply in respect of investments by the Top Funds in the Underlying Funds (as defined below); and
- (b) the requirements contained in the Legislation requiring the management company, or in British Columbia, a mutual fund manager, to file a report relating to a purchase or sale of securities between the mutual fund and any related person or company, or any transaction

in which, by arrangement other than an arrangement relating to insider trading in portfolio securities, the mutual fund is a joint participant with one or more of its related persons or companies, shall not apply in respect of investments by the Top Funds in the Underlying Funds.

The above requirements and restrictions contained in the Legislation are herein collectively referred to as the "Applicable Requirements".

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

AND WHEREAS Counsel has represented to the Decision Makers as follows:

1. Counsel is a corporation established under the laws of the Ontario and its head office is located in the Province of Ontario. Counsel is or will be the manager of the Top Funds and the Counsel Underlying Funds (collectively, the "Counsel Funds" and "Counsel Underlying Funds" being Underlying Funds that are managed by Counsel).
2. The Counsel Funds are or will be open-end mutual fund trusts or classes of shares of a mutual fund corporation, each established under the laws of Ontario. Securities of the Counsel Funds are or will be qualified for distribution under a simplified prospectus and annual information form filed in all provinces (except Quebec) and territories of Canada (collectively, the "Prospectus") to be filed with and accepted by the Decision Makers.
3. Each of the Counsel Funds is or will be a reporting issuer and not in default of any of the requirements of the Legislation.
4. The Top Funds will invest their assets in mutual funds, including Counsel Underlying Funds, and future mutual funds managed by Counsel or a person or company unrelated to Counsel (the "Underlying Funds").
5. Counsel proposes to establish a new group of mutual funds. Three of these new funds include the Counsel Balanced RSP Portfolio, Counsel Growth RSP Portfolio and Counsel All Equity RSP Portfolio (the "Existing Top Funds"). Counsel may in the future establish other mutual funds with investment objectives similar to the Existing Top Funds (the "Future Top Funds" and collectively with the Existing Top Funds, the "Top Funds").
6. As part of its investment objective, each Top Fund will invest a certain fixed percentage (the "Fixed Percentages") of its assets (excluding cash and cash equivalents) directly and indirectly (through derivative exposure) in specified Underlying Funds, subject to a variation of 2.5% above or below the Fixed Percentages (the "Permitted Ranges") to account for market fluctuations. Investments by each of the Top Funds will be made in accordance with the fundamental investment objectives of the Top Funds.
7. The Top Funds seek to achieve their investment objectives while ensuring that their securities do not constitute "foreign property" for registered retirement savings plans, registered retirement income funds, deferred profit sharing plans and similar plans ("Registered Plans").
8. To achieve their investment objective, the Top Funds invest their assets in securities such that their units will be "qualified investments" for Registered Plans and will not constitute foreign property in a Registered Plan.
9. The Top Funds' total direct investments in the Underlying Funds which constitute foreign property in a Registered Plan will at no time exceed the maximum foreign property limit under the Income Tax Act (Canada) for Registered Plans (the "Permitted Limit").
10. The Top Funds will not invest in an Underlying Fund with an investment objective which includes investing directly or indirectly in other mutual funds.
11. The Top Funds will enter into forward contracts or other specified derivative instruments ("Forward Contracts") based on the returns of specified Underlying Funds with one or more financial institutions (each a "Counterparty").
12. Except to the extent evidenced by this Decision and specific approvals granted by the Decision Makers pursuant to National Instrument 81-102 ("NI 81-102"), the investments by the Top Funds in the Underlying Funds have been structured to comply with the investment restrictions of the Legislation and NI 81-102.
13. In the absence of this Decision, each of the Top Funds is prohibited from knowingly making or holding an investment in the Underlying Funds in which the Top Fund alone or together with one or more related mutual funds is a substantial securityholder.
14. In the absence of this Decision, Counsel is required to file a report on every purchase or sale of securities of the Underlying Funds by each of the Top Funds.
15. The investments by the Top Funds in securities of the Underlying Funds represents the business judgement of "responsible persons" (as defined in the Legislation) uninfluenced by considerations other than the best interests of the Top Funds.

AND WHEREAS under the System, this MRRS Decision Document evidences the Decision of each Decision Maker;

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

THE DECISION of the Decision Makers pursuant to the Legislation is that the Applicable Requirements shall not apply so as to prevent the Top Funds from making or holding an investment in securities of the Underlying Funds, or to require Counsel to file a report relating to the purchase or sale of such securities;

PROVIDED THAT IN RESPECT OF the investments by the Top Funds in securities of the Underlying Funds:

1. the Decision, as it relates to the jurisdiction of the Decision Maker, will terminate one year after the publication in final form of any legislation or rule of that Decision Maker dealing with the matters in section 2.5 of NI 81-102.
2. the Decision shall only apply if, at the time a Top Fund makes or holds an investment in its Underlying Funds, the following conditions are satisfied:
 - (a) the securities of both the Top Fund and the Underlying Funds are being offered for sale in the jurisdiction of each Decision Maker pursuant to a simplified prospectus and annual information form which have been filed with and accepted by the Decision Maker;
 - (b) the investment by the Top Fund in the Underlying Funds is compatible with the fundamental investment objective of the Top Fund;
 - (c) the simplified prospectus of the Top Fund discloses the intent of the Top Fund to invest directly and indirectly (through derivative exposure) in the Underlying Funds, the names of the Underlying Funds, the Fixed Percentages and the Permitted Ranges within which such Fixed Percentages may vary;
 - (d) the investment objective of the Top Fund discloses that the Top Fund invests directly and indirectly (through derivative exposure) in other mutual funds and that the Top Fund will maintain 100% eligibility for Registered Plans.
 - (e) the Underlying Funds are not mutual funds whose investment objective includes investing directly or indirectly in other mutual funds;
 - (f) the Top Fund restricts its direct investment in the Underlying Funds which constitute foreign property in Registered Plans to a percentage of its assets that is within the Permitted Limit;
 - (g) the Top Fund's derivative exposure to, and direct investment in, the Underlying Funds does not deviate from the Permitted Ranges;
 - (h) any deviation from the Fixed Percentages is caused by market fluctuations only;
 - (i) if a direct or indirect investment by the Top Fund in any of the Underlying Funds has deviated from the Permitted Ranges as a result of market fluctuations, the Top Fund's investment portfolio was re-balanced to comply with the Fixed Percentages on the next day on which the net asset value was calculated following the deviation;
 - (j) if the Fixed Percentages and the Underlying Funds which are disclosed in the simplified prospectus of the Top Fund have been changed, either the simplified prospectus has been amended or a new simplified prospectus filed to reflect the change, and the securityholders of the Top Fund have been given at least 60 days' notice of the change;
 - (k) there are compatible dates for the calculation of the net asset value of the Top Fund and the Underlying Funds for the purpose of the issue and redemption of the securities of such mutual funds;
 - (l) no sales charges are payable by the Top Fund in relation to its purchases of securities of the Underlying Funds;
 - (m) no redemption fees or other charges are charged by an Underlying Fund in respect of the redemption by the Top Fund of securities of the Underlying Fund owned by the Top Fund;
 - (n) no fees or charges of any sort are paid by the Top Fund and the Underlying Funds, by their respective managers or principal distributors, or by any affiliate or associate of any of the foregoing entities, to anyone in respect of the Top Fund's purchase, holding or redemption of the securities of the Underlying Funds;
 - (o) the arrangements between or in respect of the Top Fund and the Underlying Funds are such as to avoid the duplication of management fees;
 - (p) any notice provided to securityholders of an Underlying Fund as required by applicable laws or the constating documents of that Underlying Fund has been delivered by the Top Fund to its securityholders;
 - (q) all of the disclosure and notice material prepared in connection with a meeting of securityholders of the Underlying Funds and received by the Top Fund has been provided to its securityholders, the securityholders have been permitted to direct a representative of the Top Fund to vote its holdings in the Underlying Fund in accordance with their direction, and the representative of the Top Fund has not voted its holdings in the Underlying Funds except to the extent the securityholders of the Top Fund have directed;
 - (r) in addition to receiving the annual and, upon request, the semi-annual financial statements, of the Top Fund, securityholders of the Top Fund have received appropriate summary disclosure in respect of the Top Fund's holdings of securities of the Underlying Funds in the financial statements of the Top Fund; and
 - (s) to the extent that the Top Fund and the Underlying Funds do not use a combined simplified prospectus and annual information

form containing disclosure about the Top Fund and the Underlying Funds, copies of the simplified prospectus

and annual information form of the Underlying Funds have been provided upon request to securityholders of the Top Fund and the right to receive these documents is disclosed in the prospectus of the Top Fund.

January 15, 2002.

"Howard I. Wetston"

"R. Stephen Paddon"

2.1.5 StartingStartups Investment Fund Inc. - Exemption s. 9.1 of NI 81-105

Headnote

Exemption granted to labour sponsored investment fund corporation to permit it to pay certain specified distribution costs out of fund assets contrary to section 2.1 of National Instrument 81-105 Mutual Fund Sales Practices.

Statutes Cited

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

Rules Cited

National Instrument 81-105 Mutual Fund Sales Practices.

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

AND

**IN THE MATTER OF
NATIONAL INSTRUMENT 81-105
MUTUAL FUND SALES PRACTICES**

AND

**IN THE MATTER OF
STARTINGSTARTUPS INVESTMENT FUND INC.**

**EXEMPTION
(Section 9.1)**

WHEREAS the application (the "Application") of StartingStartups Investment Fund Inc. (the "Fund") filed with the Ontario Securities Commission (the "Decision Maker") for an exemption pursuant to section 9.1 of National Instrument 81-105 Mutual Fund Sales Practices ("NI 81-105") from section 2.1 of NI 81-105 to permit the Fund to make certain payments to participating dealers;

AND WHEREAS considering the Application and the recommendation of staff of the Decision Maker;

AND WHEREAS the Fund has represented to the Decision Maker that:

1. The Fund is a corporation incorporated under the *Canadian Business Corporations Act* by articles of incorporation dated October 29, 2001.
2. The Fund has applied for registration as a labour sponsored investment fund corporation under the *Community Small Business Investments Fund Act* (Ontario) and will, when so registered, be a prescribed labour-sponsored venture capital corporation under the *Income Tax Act* (Canada).
3. The Fund is a mutual fund as defined in subsection 1(1) of the Act. The Fund has filed a preliminary prospectus

- dated October 31, 2001 (the "Preliminary Prospectus") with the Decision Maker and intends to distribute Class A Shares (the "Class A Shares") once a receipt for a final prospectus has been issued by the Decision Maker.
4. The authorized capital of the Fund consists of an unlimited number of Class A Shares of which none are currently issued and outstanding as of the date hereof, an unlimited number of Class B of which 100 shares are issued and outstanding as of the date hereof, and an unlimited number of Class C shares issuable in series of which none are issued and outstanding as of the date hereof.
 5. StartingStartups Capital Corp. (the "Manager") and the Computing Devices Canada Employees' Association formed and organized the Fund.
 6. The Fund proposes to pay directly to participating dealers certain costs associated with the distribution of its Class A Shares. These costs are:
 - (i) a sales commissions of 6% of the selling price for each Class A Share subscribed for (the "Sales Commissions"), and
 - (ii) an annual service fee of 0.5% of the net asset value of the Class A Shares held by customers of the sales representatives of the dealers (the "Service Fee").
 7. The Fund may also pay for the reimbursement of co-operative marketing expenses (the "Co-op Expenses") incurred by certain dealers in promoting sales of the Class A Shares pursuant to co-operative marketing agreements the Fund may enter into with such dealers.
 8. All of the costs associated with the distribution of Class A Shares, including the Sales Commissions, the Service Fee and the Co-op Expenses (collectively the "Distribution Costs") are fully disclosed in the Preliminary Prospectus. The fact that the Fund intends to pay these costs out of the assets of the Fund is also disclosed in the Preliminary Prospectus.
 9. For accounting purposes, the Fund will
 - (i) defer and amortize the amount paid or payable in respect of the Sales Commission to retained earnings on a straight line basis over eight years;
 - (ii) expense the Service Fee and the Co-op Expenses in the fiscal period when incurred.
 10. Gross investment amounts will be contributed to the Fund in respect of each subscription. This is to ensure that the entire subscription amount contributed by the investor is counted for the purpose of the applicable federal and provincial tax credits in connection with the purchase of Class A Shares.
 11. Due to the structure of the Fund, the most tax efficient way for the Distribution Costs to be financed is for the Fund to pay them directly.
 12. The Manager, or its affiliate, is the only member of the organization of the Fund, other than the Fund, available to pay the Distribution Costs. The Manager does not have sufficient resources to pay the Distribution Costs, and unless the requested discretionary relief is granted, would be obliged to finance these costs through borrowing.
 13. Any loans obtained by the Manager to finance the Distribution Costs would result in the Manager increasing the management fee chargeable to the Fund, by an amount equal to the borrowing costs incurred by the Manager plus an amount required to compensate the Manager for any risks associated with fluctuations in the net asset value of the Fund and, therefore, fluctuations in the manager's fee. Requiring compliance with section 2.1 of NI 81-105 would cause the expenses of the Fund to increase above those contemplated in the Preliminary Prospectus.
 14. Requiring the Manager to pay the Distribution Costs while granting an exemption to other labour funds permitting such funds to pay similar Distribution Costs directly, would put the Fund at a permanent and serious competitive disadvantage with its competitors.
 15. The Fund undertakes to comply with all other provisions of NI 81-105. In particular, the Fund undertakes that all Distribution Costs paid by it will be compensation permitted to be paid to participating dealers under NI 81-105.
- AND WHEREAS** the Decision Maker being satisfied that to do so would not be prejudicial to the public interest;
- NOW THEREFORE** pursuant to section 9.1 of NI 81-105, the Decision Maker hereby exempt the Fund from section 2.1 of NI 81-105 to permit the Fund to pay the Distribution Costs, provided that:
- (a) the Distribution Costs are otherwise permitted by, and paid in accordance with, NI 81-105;
 - (b) the Distribution Costs are accounted for in the Fund's financial statements in the manner described in paragraph 9 above;
 - (c) the summary section of the final prospectus has full, true and plain disclosure explaining to investors that
 - (i) they pay the Sales Commission indirectly, as the Fund pays the Sales Commission using investors' subscription proceeds, and
 - (ii) a portion of the net asset value of the Fund is comprised of a deferred commission, rather than an investment asset, and

this summary section must be placed within the first 10 pages of the final prospectus;

- (d) this Exemption shall cease to be operative with respect to the Decision Maker on the date that a rule replacing or amending section 2.1 of NI 81-105 comes into force.

December 21, 2001.

"Paul M. Moore"

"Robert W. Korthals"

2.1.6 Scotiabank (Ireland) Limited and Gam Diversity Inc. - MRRS Decision

Headnote

Mutual Reliance Review System for Exemptive Relief Applications - Relief from take-over bid, prospectus and registration requirements granted in connection with the issuance and exercise of put options to acquire common shares of non-reporting, foreign corporation in connection with shareholder-approved reorganization where put options will replace existing redemption rights held by shareholders.

Applicable Ontario Statute

Securities Act, R.S.O. 1990, c.S.5, as amended, ss. 25, 53, 74(2), 95, 96, 97, 98, 99,100 and 104(2)(c).

**IN THE MATTER OF
THE SECURITIES LEGISLATION OF
THE PROVINCES OF ALBERTA, BRITISH COLUMBIA,
ONTARIO, QUÉBEC AND SASKATCHEWAN**

AND

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

AND

**IN THE MATTER OF
SCOTIABANK (IRELAND) LIMITED**

AND

GAM DIVERSITY INC.

MRRS DECISION DOCUMENT

WHEREAS the local securities regulatory authority or regulator (the "**Decision Maker**") in each of Alberta, British Columbia, Ontario, Québec and Saskatchewan (the "**Jurisdictions**") has received an application from Scotiabank (Ireland) Limited ("**SIL**") for a decision under the securities legislation of the Jurisdictions (the "**Legislation**") that the requirements contained in the Legislation with respect to take-over bids (the "**Take-Over Bids Requirements**") and the requirements contained in the Legislation to be registered to trade in a security and to file and obtain a receipt for a preliminary prospectus and a prospectus (the "**Registration and Prospectus Requirements**") shall not apply to SIL, and such third parties with whom SIL may syndicate the transaction described herein (collectively, the "**Put Providers**") in connection with the issuance of put options (the "**Put Options**") to the shareholders of Gam Diversity Inc. ("**GD**") from time to time whereby common shares of GD would be transferred to the Put Providers upon the exercise of the Put Options;

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

AND WHEREAS SIL has represented to the Decision Makers that:

1. SIL is a corporation incorporated under the laws of the Republic of Ireland on December 17, 1969 as amended December 24, 1990. Identification number 30350. SIL's registered office is located at IFSC House, Custom House Quay, Dublin, Ireland. SIL is a wholly-owned subsidiary of The Bank of Nova Scotia (the "**BNS**"). SIL is not a reporting issuer or the equivalent in any jurisdiction in Canada.
2. GD is a corporation incorporated under the laws of the British Virgin Islands and is registered as a "Public Fund" pursuant to the provisions of the *British Virgin Islands Mutual Funds Act, 1996* (as amended). GD's registered office is located at Craigmuir Chambers, P.O. Box 71, Road Town, Tortola, British Virgin Islands. The common shares of GD are listed and posted for trading on the London Stock Exchange. GD is not a reporting issuer or the equivalent in any other jurisdiction in Canada.
3. GD operates as an investment company and, as of this date, owns approximately US\$2.0 billion of assets comprised of approximately 40 separate investments in 40 hedge funds or mutual funds ("**Investee Funds**") administered by independent parties. SIL has been advised by GD that the authorized share capital of GD consists of an unlimited number of US\$ common shares. As of October 15, 2001 GD had 4,311,630.29 common shares issued and outstanding. SIL has been advised by GD that GD currently has 1,553 shareholders of whom 101 are resident Canadians and 1,452 are non-resident Canadians and that Canadian shareholders of GD currently hold approximately 49% of the common shares.
4. Currently, GD shareholders have the right to require GD to redeem all or a portion of their common shares on a monthly basis in consideration of a payment equal to the proportionate amount of GD's net asset value (the "**Redemption Right**").
5. The Put Options are being granted pursuant to an arrangement (the "**Arrangement**"), whereby pursuant to an overall plan of action, a separate fund ("**GD II**") will be created for the non-Canadian shareholders of GD and their interests reorganized so that they are no longer shareholders of GD and instead carry on their investments through GD II. GD II will succeed to a pro rata portion of the Investee Funds of GD as of the effective date of the Arrangement, which is anticipated to be on or about November 30, 2001. Pursuant to an asset transfer agreement (the "**Asset Transfer Agreement**"), the remaining Investee Funds (the "**Remaining Investee Funds**") will be sold and transferred to the Put Providers and one or more third parties to be designated by the Put Providers.
6. GD will use the consideration it receives for the Remaining Investee Funds sold pursuant to the Asset Transfer Agreement to purchase a note pursuant to a note purchase agreement (the "**Note Purchase Agreement**") from Bank of Nova Scotia International Limited (Bahamas) ("**BNIL**"), a Bahamian company and wholly-owned subsidiary of BNS (the "**Note**"). The principal features of the Note are as follows: (i) the Note is due at the end of 15 years from the issue date or an earlier date in the event of an early termination (the "**Maturity Date**"); (ii) until the Maturity Date, no amount shall be paid on, or in respect of, the Note; (iii) following maturity, BNIL will satisfy its obligations under the Note by paying an amount equal to the net asset value of the Remaining Investee Funds or the amount realized by the Put Providers upon liquidation of the Remaining Investee Funds; and (iv) BNS will guarantee BNIL's obligations under the Note. The Note Purchase Agreement will contain certain covenants of GD requiring GD to maintain the nature of its business, comply with securities laws and not undertake any fundamental corporate changes (the "**Covenants**").
7. The Arrangement requires the affirmative vote of the majority of GD shares represented at a special meeting of shareholders to be held on or about November 28, 2001. Shareholders of GD who do not wish to take part in the Arrangement have the right to exercise their Redemption Rights prior to the Effective Date. GD shareholders will be mailed an information circular in form satisfactory to the London Stock Exchange that will set forth a description of the Arrangement and related transactions. BNIL and BNS may syndicate the rights and obligations described above relating to the Note with a financial institution having a Standard and Poor's rating not inferior to that of BNS. Such syndication will be on substantially the same terms and conditions as those described above. The syndication may take the form of the other financial institution replacing BNIL as issuer of part of the Note.
8. Upon completion of the Arrangement, GD will withdraw the listing of its common shares from the London Stock Exchange which will take effect on or about December 3, 2001.
9. The Put Options will arise as a result of incorporating into one or more contracts (the "**Put Option Agreements**") between Global Asset Management Limited ("**GAM**"), the global manager of the Investee Funds, or any successor thereof, and the Put Providers or affiliates thereof, "third party benefits" to GD shareholders in accordance with applicable laws of the United Kingdom. The Put Options are not transferable and are granted only for the benefit of persons who are GD shareholders while such persons are GD shareholders. The Put Options will provide continued liquidity for the shareholders of GD from time to time after the Arrangement, but in an altered form. As already noted, the Note due to GD would not pay anything until the Maturity Date and, therefore, GD would not have funds available to redeem its common shares pursuant to the Redemption Rights as presently constituted. In order to maintain the same liquidity for

GD shareholders had the Arrangement not taken place, the Put Options will be granted and pursuant to the Put Options GD shareholders will have the right to sell their common shares of GD to the Put Providers for a price based upon the net asset value of GD on a per share basis, which will depend mainly on the value of the Note, which, in turn, will depend on the net asset value of the Remaining Investee Funds which price shall be calculated as follows:

Total Assets of GD – Total Liabilities of GD

Number of Shares of GD Issued and Outstanding

10. The Put Providers will, pursuant to a voting agreement with GD, until the Maturity Date, abstain from voting on any matter that comes before the shareholders of GD with the sole exception of matters which if passed would result in a breach of the Covenants.

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

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

The Decision of the Decision Makers under the Legislation is that:

1. The Take-Over Bid Requirements shall not apply to the grant or exercise of Put Options by the Put Providers to the shareholders of GD, from time to time, provided that at the time of the grant GD is not a reporting issuer in any Province of Canada and, after the delisting of the GD common shares from the London Stock Exchange on or about December 3, 2001, there is no published market for its shares.
2. The Registration and Prospectus Requirements shall not apply to the grant or distribution of Put Options made by the Put Providers to GAM for the benefit of shareholders of GD, from time to time.

November 30, 2001.

"Guy Lemoine"

"Viateur Gagnon"

2.1.7 Fidelity Investments Canada Limited - MRRS Decision

Headnote

Investment by RSP "clone" fund in another mutual fund for specified purpose exempted from the reporting requirements and self-dealing provisions of s.113 and s.117.

Statutes Cited

Securities Act (Ontario), R.S.O. 1990 c.S.5., as am., 111(2)(b), 111(3), 117(1)(a) and 117(1)(d).

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

AND

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

AND

**IN THE MATTER OF
FIDELITY INVESTMENTS CANADA LIMITED**

AND

FIDELITY RSP GLOBAL OPPORTUNITIES FUND

MRRS DECISION DOCUMENT

WHEREAS the local securities regulatory authority or regulator (the "Decision Maker") in each of the provinces of British Columbia, Alberta, Saskatchewan, Ontario, Nova Scotia and Newfoundland and Labrador (the "Jurisdictions") has received an application from Fidelity Investments Canada Limited ("Fidelity"), as manager of the Fidelity RSP Global Opportunities Fund (the "Existing Top Fund") and other mutual funds managed by Fidelity after the date of this Decision (defined herein) having an investment objective that is linked to the returns of another specified Fidelity mutual fund while remaining 100% eligible for registered plans (together with the "Existing Top Fund", the "Top Funds") for a decision by each Decision Maker (collectively, the "Decision") pursuant to the securities legislation of the Jurisdictions (the "Legislation") that the following provisions of the Legislation (the "Applicable Requirements") shall not apply to the Top Funds or Fidelity, as the case may be, in respect of certain investments to be made by the Top Funds in an Underlying Fund (as hereinafter defined) from time to time:

1. the restrictions contained in the Legislation prohibiting a mutual fund from knowingly making or holding an investment in a person or company in which the mutual fund, alone or together with one or more related mutual funds, is a substantial securityholder; and

- the requirements contained in the Legislation requiring the management company, or in British Columbia, a mutual fund manager, to file a report relating to a purchase or sale of securities between the mutual fund and any related person or company, or any transaction in which, by arrangement other than an arrangement relating to insider trading in portfolio securities, the mutual fund is a joint participant with one or more of its related persons or companies.

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

AND WHEREAS Fidelity has represented to the Decision Makers that:

- Fidelity is a corporation established under the laws of the Province of Ontario and its head office is located in Ontario. Fidelity is or will be the manager of the Top Funds and the Underlying Funds (collectively, the "Funds").
- The Top Funds are or will be open-end mutual fund trusts and the Underlying Funds are or will be open-end mutual fund trusts or classes of shares of a mutual fund corporation, each established under the laws of a Province of Canada. Securities of the Funds are or will be qualified for distribution under a simplified prospectus and annual information form filed in each of the Jurisdictions.
- Each of the Funds is or will be a reporting issuer and not in default of any requirements of the Legislation.
- Fidelity is the manager of the Fidelity Global Opportunities Fund (the "Existing Underlying Fund"). Fidelity may in the future be the manager of other mutual funds in which the Top Funds will invest their assets (the "Future Underlying Funds" and collectively with the Existing Underlying Fund, the "Underlying Funds").
- The simplified prospectus of the Top Funds will disclose the investment objectives, investment strategies, risks and restrictions of the Top Funds and the Underlying Funds. The investment objective of each Top Fund will disclose the name of the Underlying Fund.
- To achieve its investment objective, each Top Fund will invest its assets such that the units of the Top Fund will, in the opinion of tax counsel to the Top Fund, be "qualified investments" for registered retirement savings plans, registered retirement income funds, deferred profit sharing plans and similar plans ("Registered Plans") and will not constitute "foreign property" under the *Income Tax Act* (Canada) (the "Tax Act"). This will primarily be achieved through the implementation of a derivative strategy that provides a return linked to the returns of a specified Underlying Fund. The Top Fund will also invest a portion of its assets directly in securities of the Underlying Fund. This investment will at all times be below the maximum foreign property limit for Registered Plans (the "Permitted Limit").
- The investment objective of each Underlying Fund is or will be achieved through investment primarily in foreign securities.
- The amount of direct investment by each Top Fund in its corresponding Underlying Fund will be adjusted from time to time so that, except for the transitional cash (i.e. cash from purchases not yet invested or cash held to satisfy redemptions), the aggregate of the derivative exposure to, and direct investment in, the Underlying Fund will equal 100% of the assets of the Top Fund.
- Except to the extent evidenced by this Decision and specific approvals granted by the Decision Makers pursuant to National Instrument 81-102 ("NI81-102"), the investments by the Top Funds in the Underlying Funds have been structured to comply with the investment restrictions of the Legislation and NI 81-102.
- In the absence of this Decision, each Top Fund is prohibited from knowingly making or holding an investment in an Underlying Fund in which the Top Fund alone or together with one or more related mutual funds is a substantial securityholder.
- In the absence of this Decision, Fidelity is required to file a report on every purchase or sale of securities of the Underlying Funds by each of the Top Funds.
- The investments by the Top Funds in securities of the Underlying Funds represents the business judgment of "responsible persons" (as defined in the Legislation), uninfluenced by considerations other than the best interests of the Top Funds.

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

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

THE DECISION of the Decision Makers under the Legislation is that the Applicable Requirements shall not apply so as to prevent the Top Funds from making or holding an investment in securities of the Underlying Funds, or so as to require Fidelity to file a report relating to the purchase or sale of such securities;

PROVIDED THAT IN RESPECT OF the investments by the Top Funds in securities of the Underlying Funds:

- the Decision, as it relates to the jurisdiction of a Decision Maker, will terminate one year after the publication in final form of any legislation or rule of that Decision Maker dealing with matters in subsection 2.5 of NI81-102.
- the Decision shall only apply if, at the time a Top Fund makes or holds an investment in an Underlying Fund, the following conditions are satisfied:
 - the securities of both the Top Fund and the Underlying Fund are being offered for sale in the

- jurisdiction of the Decision Maker pursuant to a simplified prospectus and annual information form which has been filed with and accepted by the Decision Maker;
- (b) the investment by the Top Fund in the Underlying Fund is compatible with the fundamental investment objectives of the Top Fund;
- (c) the investment objective of the Top Fund discloses that the Top Fund invests directly and indirectly (through derivative exposure) in the Underlying Fund, the name of the Underlying Fund and that the Top Fund is fully eligible for registered plans;
- (d) the Underlying Fund is not a mutual fund whose investment objective includes investing directly or indirectly in other mutual funds;
- (e) the Top Fund restricts its direct investment in the Underlying Fund to a percentage of its assets that is within the Permitted Limited;
- (f) there are compatible dates for the calculation of the net asset value of the Top Fund and the Underlying Fund for the purpose of the issue and redemption of the securities of such mutual funds;
- (g) no sales charges are payable by the Top Fund in relation to its purchases of securities of the Underlying Fund;
- (h) no redemption fees or other charges are charged by the Underlying Fund in respect of the redemption by the Top Fund of securities of the Underlying Fund owned by the Top Fund;
- (i) no fees and charges of any sort are paid by the Top Fund and the Underlying Fund, by their respective managers or principal distributors, or by any affiliate or associate of any of the foregoing entities to anyone in respect of the Top Fund's purchase, holding or redemption of the securities of the Underlying Fund;
- (j) the arrangements between or in respect of the Top Fund and the Underlying Fund are such as to avoid the duplication of management fees;
- (k) any notice provided to securityholders of the Underlying Fund, as required by applicable laws or the constating documents of the Underlying Fund, has been delivered by the Top Fund to its securityholders;
- (l) all of the disclosure and notice material prepared in connection with a meeting of securityholders of the Underlying Fund and received by the Top Fund has been provided to its securityholders, the securityholders have been permitted to direct a representative of the Top Fund to vote its holdings in the Underlying Fund in accordance with their direction, and the representative of the Top Fund has not voted its holdings in the Underlying Fund except to the extent the securityholders of the Top Fund have directed;
- (m) in addition to receiving the annual and, upon request, the semi-annual financial statements, of the Top Fund, securityholders of the Top Fund have received the annual and, upon request, the semi-annual financial statements, of the Underlying Fund in either a combined report, containing financial statements of the Top Fund and Underlying Fund, or in a separate report containing the financial statements of the Underlying Fund; and
- (n) to the extent that the Top Fund and the Underlying Fund do not use a combined simplified prospectus and annual information form containing disclosure about the Top Fund and the Underlying Fund, copies of the simplified prospectus and annual information form of the Underlying Fund have been provided upon request to securityholders of the Top Fund and the right to receive these documents is disclosed in the simplified prospectus of the Top Fund.

January 15, 2002.

"Howard I. Wetston"

"R. Stephen Paddon"

2.1.8 Regional Cablesystems Inc. - MRRS Decision

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

AND

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

AND

**IN THE MATTER OF
REGIONAL CABLESYSTEMS INC.
MRRS DECISION DOCUMENT**

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

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

AND WHEREAS Regional has represented to the Decision Makers that:

1. Regional is a corporation amalgamated under the *Canada Business Corporations Act* (the "CBCA") and was issued a Certificate and Articles of Arrangement dated September 1, 2001;
2. the head office of Regional is in St. John's, Newfoundland and Labrador;
3. Regional is a reporting issuer in the Jurisdictions;
4. Regional is not in default of any requirement under the Legislation;
5. Regional's authorized capital consists of an unlimited number of common shares without nominal or par value (the "Regional Common Shares"), of which 16,500,203 were issued and outstanding as at August 31, 2001;
6. As of October 4, 2001, Regional had outstanding capital of \$100,139,000 senior secured, non-convertible debentures (the "Debentures") and a revolving term credit facility limit of \$175,000,000;
7. the Debentures are held by seven securityholders, three of which are resident in Ontario, one of which is

resident in Nova Scotia, two of which are resident in Quebec and one of which is resident on British Columbia;

8. there are no beneficial or registered holders of the Debentures resident in Alberta, Saskatchewan or Newfoundland and Labrador;
9. consents to the making of the Application were obtained from the securityholders resident in Ontario and Nova Scotia;
10. Regional and Persona Inc. ("Persona") entered into an arrangement agreement dated as of July 13, 2001 wherein they agreed to carry-out an internal reorganization of Regional by way of a plan of arrangement (the "Arrangement") pursuant to section 192 of the CBCA.
11. As a result of the Arrangement effected September 1, 2001:
 - a. Persona is the holder of all the issued and outstanding Regional Common Shares;
 - b. options to purchase Regional Common Shares under the Regional employee share option plan (the "Regional ESOP") were exchanged with Persona for the same number of options to purchase common shares of Persona (at the same prices) pursuant to the Persona employee share option plan having the same terms and conditions, and the Regional ESOP terminated; and
 - c. rights to purchase Regional Common Shares issued under the Regional shareholder rights plan (a "Regional Right") were exchanged with Persona for the sole consideration of one right issued under the Persona shareholder rights plan and the Regional Rights were terminated;
12. The Regional Common Shares were delisted from the Toronto Stock Exchange on September 10, 2001, and no securities of Regional are listed or quoted on any exchange or market in Canada or elsewhere.
13. Other than those outlined in paragraphs 5 and 6 above, Regional has no other securities, including debt securities, outstanding.
14. Regional does not intend to seek additional public financing by way of an offering of its securities.

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

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

AND WHEREAS the Decision Makers are of the opinion that it would not be prejudicial to the public interest to make the Decision;

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

December 31, 2001.

“Anthony W. Patey”

2.1.9 Newmont Mining Corporation and Delta Acquisition LLC - MRRS Decision

Headnote

Mutual Reliance Review System for Exemptive Relief Applications - Take-over bid made in accordance with the laws of the United States and Australia - *De minimis* exemption unavailable either because more than 2% of the outstanding target securities are held by residents of a Jurisdiction or because offer will be made pursuant to exemption in the United States - Approximately 5% of issuer's shares held by a single Ontario shareholder - Take-over bid exempted from the take-over bid requirements of Part XX, subject to certain conditions including provision of U.S. registration statement to Ontario shareholders. Offering materials exempt from National Instrument 43-101 based upon compliance with U.S. mineral project disclosure standards.

Applicable Ontario Statute

Securities Act, R.S.O. 1990, c. S.5, as amended, ss. 93(1)(e), 95 to 100, and 104(2)(c).

Applicable Ontario Recognition Order

In the Matter of the Recognition of Certain Jurisdictions (Clauses 93(1)(e) and 93(3)(h) of Act) (1997) 20 OSCB 1035.

Rule Cited

National Instrument 43-101 - Standards of Disclosure for Mineral Projects, ss. 9.1(1).

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

AND

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

AND

**IN THE MATTER OF
NEWMONT MINING CORPORATION
AND DELTA ACQUISITION LLC**

MRRS DECISION DOCUMENT

WHEREAS the local securities regulatory authority or regulator (the “**Decision Maker**”) in each of the Provinces of British Columbia, Alberta, Saskatchewan, Manitoba, Ontario, Nova Scotia, Newfoundland and Labrador and New Brunswick (the “**Jurisdictions**”) have received an application from Newmont Mining Corporation (“**Newmont**”) and its affiliate, Delta Acquisition LLC (“**Delta**”) for a decision pursuant to:

- (a) the securities legislation of the Jurisdictions (the "**Legislation**") exempting the Newmont Offer (as defined below) from the requirements in the Legislation of the Jurisdictions relating to take-over bids except for the requirement to file a report of a take-over bid and pay the applicable fee (the "Take-over Bid Requirements"); and
- (b) section 9.1(1) of National Instrument 43-101 – *Standards of Disclosure for Mineral Projects* ("**NI 43-101**") for an exemption from the requirements of NI 43-101;

in connection with an offer, as it may be amended from time to time, (the "**Newmont Offer**") to be made by Delta and Newmont to acquire all of the outstanding ordinary shares ("**Normandy Shares**", (including Normandy Shares represented by American Depository Shares ("**Normandy ADSs**")) of Normandy Mining Limited, a corporation incorporated under the laws of Australia ("**Normandy**"), in consideration for 0.0385 shares of common stock of Newmont ("**Newmont Shares**") for each Normandy Share, plus A\$0.50 per Normandy Share;

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

AND WHEREAS Newmont has represented to the Decision Makers that:

- 1. The Newmont Offer will be made in compliance with applicable securities laws of the United States and Australia in an offer that will use two different offer documents so as to comply with those securities laws.
- 2. Newmont wishes to provide all holders of Normandy Shares and Normandy ADSs with the opportunity to participate in the Newmont Offer, which will be outlined in a bidder's statement and a prospectus contained in a registration statement on Form S-4 (the "**U.S. Registration Statement**").
- 3. Newmont is incorporated under the laws of the State of Delaware. Newmont is engaged in the production of gold, the exploration for gold and the acquisition and development of gold properties worldwide. Newmont has operations in Canada, United States, Mexico, Peru, Bolivia, Australia, Mexico and Uzbekistan.
- 4. Newmont's corporate headquarters are in Denver, Colorado.
- 5. As at November 14, 2001, Newmont's share capital consisted of (i) 250,000,000 Newmont Shares, of which 196,087,962 were outstanding; and (ii) 5,000,000 shares of convertible preferred stock, of which 2,299,980 were outstanding.
- 6. The Newmont Shares are listed and trade principally on the New York Stock Exchange under the symbol "NEM" and are also listed on the Brussels Stock Exchange and the Swiss Stock Exchange.
- 7. Newmont is subject to the reporting requirements of securities legislation in the United States. Newmont is currently a reporting issuer or its equivalent in British Columbia, Alberta, Saskatchewan, Manitoba and Québec.
- 8. As of the date hereof, Newmont does not own directly or indirectly any outstanding Normandy Shares (including Normandy Shares represented by Normandy ADSs). Newmont has the right to acquire the 111,525,000 Normandy Shares (representing an aggregate of approximately 4.99% of the Outstanding Normandy Shares) currently owned by Franco-Nevada Mining Corporation Limited ("**Franco-Nevada**"), an Ontario-headquartered public company listed on the TSE, and the 334,575,000 Normandy Shares (representing approximately 14.99% of the Outstanding Normandy Shares) owned by one of Franco-Nevada's U.S. subsidiaries.
- 9. Normandy is incorporated under the laws of Australia. Normandy is a major international mining company.
- 10. As at October 18, 2001, Normandy's issued and outstanding share capital consisted of 2,231,293,599 Normandy Shares (inclusive of Normandy ADSs, each Normandy ADS representing 10 Normandy Shares) and 2,943,850 unlisted employee shares under the Normandy Employee Share Investment Plan (collectively, the "**Outstanding Normandy Shares**"). To the best knowledge of Newmont, the employee shares are of the same class as the Normandy Shares. Normandy also had, as at October 18, 2001, 24,550,907 options over unissued Normandy Shares issued under the Normandy Executive Share Incentive Plan and the Normandy Employee Share Bonus Plan.
- 11. The Normandy Shares are listed on the Australian Stock Exchange and the Normandy ADSs are listed on The Toronto Stock Exchange (the "**TSE**").
- 12. Normandy is a reporting issuer in Ontario but is not a reporting issuer in any other province or territory of Canada. Normandy is also subject to the reporting requirements of the securities laws of the United States and Australia.
- 13. Based on information provided by Normandy, as at September 25, 2001, there were:
 - (a) 21 holders of Normandy Shares in the Province of Ontario holding an aggregate of 13,493,657 Normandy Shares (representing an aggregate of approximately 0.06% of the Outstanding Normandy Shares), exclusive of the Normandy Shares held by Franco-Nevada;
 - (b) five holders of Normandy Shares in the Province of Québec holding an aggregate of 27,995,570 Normandy Shares (representing an aggregate of approximately 1.25% of the Outstanding Normandy Shares);
 - (c) ten holders of Normandy Shares in the Province of British Columbia holding an aggregate of

- 51,300 Normandy Shares (representing an aggregate of approximately 0.0023% of the Outstanding Normandy Shares); and
- (d) three holders of Normandy Shares in the Province of Alberta holding an aggregate of 25,000 Normandy Shares (representing an aggregate of approximately 0.0011% of the Outstanding Normandy Shares).
14. Based on information provided by Normandy, as at September 25, 2001, there were:
- (a) 29 holders of Normandy ADSs in the Province of Ontario holding an aggregate of 5,501 Normandy ADSs (representing a negligible percentage of the Outstanding Normandy Shares); and
- (b) one holder of Normandy ADSs in the Province of Québec holding an aggregate of 465 Normandy ADSs (representing a negligible percentage of the Outstanding Normandy Shares).
15. Accordingly, based upon the information in paragraph 8 and the preceding two paragraphs, in the Province of Ontario there were 22 holders of Normandy Shares holding an aggregate of 112,018,657 Normandy Shares (representing an aggregate of 5.0203459% of the Outstanding Normandy Shares). One of those shareholders, Franco-Nevada, holds 111,525,000 Normandy Shares in Ontario (representing an aggregate of approximately 4.99% of the Outstanding Normandy Shares) and the other 21 holders hold in the aggregate 13,493,657 Normandy Shares in Ontario (representing an aggregate of approximately 0.06% of the Outstanding Normandy Shares). Similarly, there were 30 holders of Normandy ADSs (29 in Ontario and one in Québec) who hold an aggregate of 5,966 Normandy ADSs (representing a negligible percentage of the Outstanding Normandy Shares). Based on the information in the preceding two paragraphs, in the Jurisdictions other than Ontario, there are in aggregate 18 holders of Normandy Shares holding an aggregate of 28,071,870 Normandy Shares (representing an aggregate of approximately 1.258% of the Outstanding Normandy Shares) and one holder of Normandy ADSs holding an aggregate of 465 Normandy ADSs (representing a negligible percentage of the Outstanding Normandy Shares). In each of these other Jurisdictions, there are fewer than 50 holders of Normandy Shares and/or Normandy ADSs representing, in aggregate, significantly less than 2% of the Outstanding Normandy Shares.
16. The Newmont Offer will be made in Australia in accordance with the corporate and federal securities laws of Australia and in the United States in accordance with the federal securities laws of the United States, subject in the United States to limited tender offer exemptive relief available to Newmont (the "**Tier II Exemption**"). The Tier II Exemption for tender offers is codified in Rule 14d-1(c) and Rule 14d-1(d) under the *Securities Exchange Act of 1934*, as amended. Newmont intends to rely on the Tier II Exemption since
- to Newmont's best knowledge, U.S. holders of Normandy Shares and Normandy ADSs hold more than 10% and less than 40% of those securities (counted together as a single class and excluding those Normandy Shares and Normandy ADSs held by all other 10% holders of Normandy).
17. The Newmont Offer will be made to U.S. holders of Normandy Shares and Normandy ADSs by way of the U.S. Registration Statement. Newmont may complete the Newmont Offer in the United States only if the Securities and Exchange Commission of the United States of America (the "**SEC**") declares the U.S. Registration Statement effective. It is expected that the U.S. Registration Statement will be declared effective during the week of January 14, 2002.
18. Newmont complies with the guidelines published by the Society for Mining, Metallurgy and Exploration, Inc. in its "Guide for Reporting Exploration Information, Mineral Resources and Mineral Reserves" dated March 1, 1999 (the "**SME Guidelines**"). Compliance with the SME Guidelines necessarily results in compliance with the general guidelines promulgated by the SEC in its Guide 7. The disclosure regime promulgated by the SME Guidelines, including the methods of calculating reserves and resources, are in all material respects similar to those of both NI 43-101 and the Australasian Code for Reporting of Mineral Resources and Ore Reserves.
19. The Newmont Offer will be made to Canadian holders of Normandy Shares and Normandy ADSs on the same basis, including extending to those holders identical rights and identical consideration, as to the holders of Normandy Shares and Normandy ADSs resident in the United States.
20. If the Newmont Offer is completed and Newmont acquires 90% or more of the Normandy Shares (including Normandy Shares represented by Normandy ADSs), Newmont intends to compulsorily acquire the remaining outstanding Normandy Shares (including Normandy Shares represented by Normandy ADSs) pursuant to Australian corporate law and intends to cause Normandy to make application to the Commission for Normandy to cease to be a reporting issuer in the Province of Ontario and to the TSE to delist the Normandy ADSs from that exchange. If Newmont gains control of Normandy but is not entitled to compulsorily acquire the outstanding Normandy Shares (including Normandy Shares represented by Normandy ADSs), Newmont currently intends to review whether the Normandy ADSs should continue to be listed on the TSE.
- AND WHEREAS** under the System, this MRRS Decision Document evidences the decision of each Decision Maker (collectively, the "**Decision**");
- AND WHEREAS** each of the Decision Makers is satisfied that the test contained in the Legislation that provides the Decision Maker with the jurisdiction to make the Decision has been met;

THE DECISION of the Decision Makers pursuant to the Legislation is that the Newmont Offer shall be exempt from the Take-over Bid Requirements, provided that:

- (a) all materials (the "**Newmont Offer Materials**") relating to the Newmont Offer that are sent by Newmont and Delta to holders of Normandy Shares (including Normandy Shares represented by Normandy ADSs) in the United States are concurrently sent to all holders of Normandy Shares (including Normandy Shares represented by Normandy ADSs) who, to Newmont's best knowledge, have their last address shown on the books of Normandy in Canada; and
- (b) Newmont files copies of the Newmont Offer Materials with the Decision Makers.

January 10, 2002.

"Howard I. Wetston"

"R. Stephen Paddon"

AND THE FURTHER DECISION of the Decision Makers pursuant to section 9.1(1) of NI 43-101 is that Newmont and Delta shall be exempt from the requirements of NI 43-101 in connection with the Newmont Offer Materials, provided that all disclosure of a scientific or technical nature contained in the Newmont Offer Materials comply with requirements of applicable United States federal securities laws.

January 10, 2002.

"Ralph Shay"

2.1.10 Lombard Odier Securities Inc. - Designation

Headnote

Units of investment trusts, created under the laws of Quebec, that invest in "foreign securities" as defined in subsection 204(1) of the Regulation are designated, pursuant to subsection 204(3) of the Regulation, as "foreign securities" for the purposes of the definition of "foreign securities" in subsection 204(1) of the Regulation provided that the Funds do not invest in any securities that are not "foreign securities" as defined in subsection 204(1) of the Regulation except in circumstances where it is appropriate to invest in Canadian money market instruments in order to provide liquidity and where such investment would be incidental to the principal investment objectives of the Funds.

Statutes Cited

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

Regulations Cited

Regulation made under the Securities Act, R.R.O. 1990, Reg. 1015, as am., ss. 204(1), 204(3).

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

AND

**IN THE MATTER OF
LOMBARD ODIER SECURITIES INC.
AND
LOMBARD ODIER INTERNATIONAL PORTFOLIO
MANAGEMENT LIMITED**

**DESIGNATION
(Subsection 204(3) of the Regulation)**

UPON the application of Lombard Odier Securities Inc. ("LOSI") and Lombard Odier International Portfolio Management Limited ("LOIPM") to the Ontario Securities Commission (the "Commission") for a designation, pursuant to subsection 204(3) of the Regulation, of units of each of the Funds (defined below) as "foreign securities" for the purposes of the definition of "foreign security" contained in subsection 204(1) of the Regulation;

AND UPON considering the application and the recommendation of staff of the Commission;

AND UPON LOSI and LOIPM having represented to the Commission that:

1. LOSI, a corporation incorporated under the laws of the State of Delaware and having its principal place of

business in New York City, is registered under the Act as a dealer, in the category "international dealer".

2. LOIPM, a corporation incorporated under the laws of the United Kingdom, is registered as an international adviser under the Act.
3. The Lombard Odier Pooled Funds (Canada) is a family of trusts (herein referred as a "Fund" or collectively as the "Funds") established under the Trust Agreement dated as of September 28, 2001 (the "Agreement"), between The Royal Trust Company ("Royal Trust"), as trustee and LOIPM, as settlor, and Lombard Odier Trust Company ("LOTIC"), as manager of the Funds (the "Manager"). LOIPM will also act as investment adviser for the Funds.
4. The trustee (the "Trustee") of each Fund will be Royal Trust, or a successor trust company licensed to carry on business as a trust company in Canada or Ontario.
5. In the case of each Fund, the Agreement creating the Fund and governing its business and affairs requires the Fund to operate so that monies in the Fund will, generally, be invested in "foreign securities", as that term is defined in subsection 204(1) of the Regulation. Except for investments in Canadian money market instruments to provide for liquidity, which investments will be solely incidental to the principal investment objectives of the Funds, the Funds will not invest in any securities that are not "foreign securities" as that term is defined in subsection 204(1) of the Regulation.
6. Units of each of the Funds will be issued and offered as an undivided interest in the property of such Fund by LOSI which will act as distributor of units of the Funds.
7. LOSI proposes to sell units of each Fund in Ontario to "designated institutions", as defined in subsection 204(1) of the Regulation, pursuant to clause 208(1)(d) of the Regulation, but only if the units are "foreign securities", as defined in subsection 204(1) of the Regulation.

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

NOW THEREFORE, pursuant to subsection 204(3) of the Regulation, the Commission hereby designates the units of the Funds as "foreign securities" for the purposes of the definition of "foreign securities" in subsection 204(1) of the Regulation.

January 11, 2002.

"H. Lorne Morphy"

"R. Stephen Paddon"

2.2 Orders

2.2.1 Welcome Opportunities Ltd. - ss. 83.1(1)

Headnote

Subsection 83.1(1) - issuer deemed to be a reporting issuer in Ontario - issuer has been a reporting issuer in British Columbia since April 14, 1986 and in Alberta since July 1, 2001 - issuer listed and posted for trading on the Canadian Venture Exchange - continuous disclosure requirements of British Columbia and Alberta substantially identical to those of Ontario.

Statutes Cited

Securities Act, R.S.O. 1990, c. S.5, as am., ss.83.1(1).

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

AND

**IN THE MATTER OF
WELCOME OPPORTUNITIES LTD.**

**ORDER
(Subsection 83.1(1))**

UPON the application of Welcome Opportunities Ltd (the "Company") for an order pursuant to subsection 83.1(1) of the Act deeming the Company to be a reporting issuer for the purposes of Ontario securities law;

AND UPON considering the application and the recommendation of the staff of the Commission;

AND UPON the Company representing to the Commission as follows:

1. the Company was incorporated under the Company Act (British Columbia) on August 4, 1964;
2. the head office of the Company is located in Vancouver, British Columbia;
3. the Company has been a reporting issuer under the Securities Act (British Columbia) (the "BC Act") since April 14, 1986 and the Securities Act (Alberta) (the "Alberta Act") since July 1, 2001 and is not in default of any of the requirements of either the BC Act or the Alberta Act;
4. the common shares of the Company became listed on the Canadian Venture Exchange (formerly the Vancouver Stock Exchange) (the "CDNX") on August 27, 1973 and trade under the symbol "WLO", and the Company is not in default of any requirements of the CDNX;
5. the Company is not a reporting issuer under the securities legislation of any other jurisdiction in Canada;
6. the authorized capital of the Company consists of 100,000,000 common shares without par value, of which 4,522,398 common shares were issued and outstanding as of September 27, 2001;
7. approximately 48.5% of the total issued common shares of the Company are registered to residents of Ontario, whose last address on the Company's register of shareholders was in Ontario, as at July 17, 2001;
8. the continuous disclosure requirements of the BC Act and the Alberta Act are substantially the same as the requirements under Ontario securities law;
9. the continuous disclosure materials filed by the Company under the BC Act and the Alberta Act is comparable to the material that would have been filed in Ontario had the Company been a reporting issuer in Ontario;
10. the continuous disclosure materials filed by the Company under the BC Act since July, 1997 and under the Alberta Act since July 1, 2001 are available on the System Electronic Document Analysis and Retrieval;
11. there have not been any penalties or sanctions imposed against the Company by a court relating to Canadian securities legislation or by a Canadian securities regulatory authority and no settlement agreements have been entered into by the Company;
12. there have not been any penalties or sanctions imposed against any of the Company's officers, directors or significant shareholders within the last 10 years by a court relating to Canadian securities legislation or by a Canadian securities regulatory authority, nor has any of them entered into any settlement agreement with a Canadian securities regulatory authority, nor have they been subject to any other penalties or sanctions imposed by a court or regulatory body that would be likely to be considered important to a reasonable investor making an investment decision;
13. neither the Company nor any of its officers, directors, nor significant shareholders, has been subject to any known ongoing or concluded investigations by a Canadian securities regulatory authority, or by a court or regulatory body, other than a Canadian securities regulatory authority, that would be likely to be considered important to a reasonable investor making an investment decision; or any bankruptcy or insolvency proceedings, or other proceedings, arrangements or compromises with creditors, or the appointment of a receiver, receiver-manager or trustee, within the preceding 10 years;
14. none of the officers or directors or significant shareholders of the Company, within the past 10 years, is or has been at the time of such event, an officer or director of any other issuer which is or has been subject to any cease trade or similar orders, or orders that denied access to any exemptions under Ontario securities law, for a period of more than 30 consecutive days; or any bankruptcy or insolvency proceedings or

other proceedings, arrangements or compromises with creditors, or the appointment of a receiver, receiver-manager or trustee;

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

IT IS HEREBY ORDERED pursuant to subsection 83.1(1) of the Act that the Company be deemed a reporting issuer for purposes of Ontario securities law.

January 10th, 2002.

"Margo Paul"

2.2.2 ABN Amro Bank N.V. - s. 80

Headnote

Section 80 of the Commodity Futures Act - relief for Schedule III back from the requirement to register as an adviser where the performance of the service as an adviser is incidental to the principal banking business.

Statutes Cited

Commodity Futures Act, R.S.O. 1990, c.C20, as am., sections 22(1)(b), 80

**IN THE MATTER OF
THE COMMODITY FUTURES ACT,
R.S.O. 1990, CHAPTER C. 20, AS AMENDED (the "Act")**

AND

**IN THE MATTER OF
ABN AMRO BANK N.V.**

**ORDER
(Section 80)**

UPON application (the "Application") by ABN AMRO Bank N.V. ("ABN AMRO") to the Ontario Securities Commission (the "Commission") for an order pursuant to section 80 of the Act exempting ABN AMRO from the requirement to obtain registration as an adviser under clause 22(1)(b) of the Act in connection with the banking business to be carried on by ABN AMRO in Ontario;

AND UPON considering the Application and the recommendation of the staff of the Commission;

AND UPON ABN AMRO having represented to the Commission that:

1. ABN AMRO is organized under the laws of the Netherlands. The principal office of ABN AMRO is located in the Netherlands.
2. ABN AMRO is the fifth largest European banking group and, together with its subsidiaries, provides a comprehensive range of financial services including corporate and investment banking, lease and trade financing, venture capital and asset management and investment management services.
3. ABN AMRO has approximately 1,000 branches in the Netherlands. ABN AMRO also has operations in approximately 60 countries outside the Netherlands. In Canada, ABN AMRO has a wholly-owned subsidiary, ABN AMRO Bank Canada, which is a Schedule II chartered bank under the *Bank Act* (Canada) (the "Bank Act").
4. Recent amendments to the Bank Act permit foreign banks to operate directly in Canada through branches, rather than separate subsidiary Schedule II banks.
5. On October 5, 2000, ABN AMRO submitted an application (the "Bank Act Application") to the Office of

the Superintendent of Financial Institutions Canada ("OSFI") for an order establishing a full service foreign bank branch in Canada and for an order approving the commencement and carrying on of business in Canada pursuant to sections 524 and 534 of the Bank Act, respectively. ABN AMRO expects that these orders will be granted by OSFI on or about December 31, 2001.

6. Upon approval of the Bank Act Application, ABN AMRO will establish and commence business as a foreign bank branch under the Bank Act.
7. The operations of ABN AMRO's foreign bank branch will be primarily comprised of wholesale deposit-taking, corporate and commercial lending, leasing and related treasury functions (the "Principal Banking Business").
8. ABN AMRO intends to provide products and services in its Principal Banking Business primarily to the following clients:
 - (a) Her Majesty in right of Canada or in right of a province or a territory, an agent of Her Majesty in either of those rights and includes a municipal or public body empowered to perform a function of government in Canada, or an entity controlled by Her Majesty in either of those rights;
 - (b) the government of a foreign country or any political subdivision thereof, an agency of the government of a foreign country or any political subdivision thereof, or an entity that is controlled by the government of a foreign country or any political subdivision thereof;
 - (c) an international agency of which Canada is a member, including an international agency that is a member of the World Bank Group, the Inter-American Development Bank, the Asian Development Bank, the Caribbean Development Bank and the European Bank for Reconstruction and Development and any other international regional bank;
 - (d) a financial institution (i.e. (a) a bank or an authorized foreign bank under the Bank Act; (b) a body corporate to which the *Trust and Loan Companies Act* (Canada) applies, (c) an association to which the *Cooperative Credit Association Act* (Canada) applies, (d) an insurance company or fraternal benefit society to which the *Insurance Companies Act* (Canada) applies, (e) a trust, loan or insurance corporation incorporated by or under an Act of the legislature of a province or territory in Canada, (f) a cooperative credit society incorporated and regulated by or under an Act of the legislature of a province or territory in Canada, (g) an entity that is incorporated or formed by or under an Act of Parliament or of the legislature of a province or territory in Canada that is primarily engaged in dealing in securities, including portfolio management and investment counselling and is registered to act in such capacity under the applicable legislation, and (h) a foreign institution that is (i) engaged in the banking, trust, loan or insurance business, the business of a

cooperative credit society or the business of dealing in securities or is otherwise engaged primarily in the business of providing financial services, and (ii) is incorporated or formed otherwise than by or under an Act of Parliament or of the legislature of a province or territory in Canada);

- (e) a pension fund sponsored by an employer for the benefit of its employees or employees of an affiliate that is registered and has total plan assets under administration of greater than \$100 million;
 - (f) a mutual fund corporation that is regulated under an Act of the legislature of a province or territory in Canada or under the laws of any other jurisdiction and has total assets under administration of greater than \$10 million;
 - (g) an entity (other than an individual) that has gross revenues on its own books and records of greater than \$5 million as of the date of its most recent annual financial statements; or
 - (h) any other person with respect to a trade in a security which has an aggregate acquisition cost to the purchaser of greater than \$150,000.
9. ABN AMRO's foreign bank branch will be performing certain foreign exchange advisory services in connection with its Principal Banking Business.
 10. Banks chartered under Schedules I and II to the Bank Act are exempt from the registration requirement of paragraph 22(1)(b) of the Act. However, since ABN AMRO's foreign bank branch will not be chartered under Schedule I or II to the Bank Act, the registration exemption under the Act is not available to it.
 11. In order to ensure that ABN AMRO, as an entity listed on Schedule III to the Bank Act, will be able to provide banking services to businesses in Ontario, it requires the registration exemption currently enjoyed by banking institutions incorporated under the Bank Act to the extent that the registration exemption applicable to such banking institutions under the Act is relevant to the banking business to be undertaken by ABN AMRO in Ontario.

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

IT IS ORDERED pursuant to section 80 of the Act that, upon the making of an order by OSFI under the Bank Act permitting ABN AMRO to establish a branch listed in Schedule III to the Bank Act, ABN AMRO is exempt from the registration requirement of clause 22(1)(b) of the Act where the performance of the service as an adviser is solely incidental to ABN AMRO's Principal Banking Business in Ontario.

December 21, 2001.

"Paul Moore"

"Robert W. Korthals"

**2.2.3 Bourse De Montréal Inc. - s. 147 of the Act,
s. 80 of the CFA, s. 6.1 of OSC Rule 91-502**

Headnote

Extension to the order temporarily exempting the Bourse de Montréal from recognition as a stock exchange pursuant to section 21 of the Securities Act (Ontario) and registration as a commodity futures exchange pursuant to section 15 of the Commodity Futures Act (Ontario) and order granting an exemption from Part 4 of OSC Rule 91-502 until June 28, 2002.

Provisions Cited

Securities Act, R.S.O. 1990, Chapter c.S. 5, as amended, section 21, 147

Commodity Futures Act, R.S.O. 1990, Chapter 20, as amended, sections 15, 80

OSC Rule 91-502 Trades in Recognized Options, Part 4 and section 6.1

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

AND

**IN THE MATTER OF
THE COMMODITY FUTURES ACT
R.S.O 1990, CHAPTER 20, AS AMENDED
(the "CFA")**

AND

**IN THE MATTER OF
OSC RULE 91-502 TRADES IN RECOGNIZED OPTIONS
("Rule 91-502")**

AND

**IN THE MATTER OF
BOURSE DE MONTRÉAL INC.**

ORDER

(section 147 of the Act, section 80 of the CFA and section 6.1 of Rule 91-502)

UPON the application of Bourse de Montréal Inc., previously known as the Montreal Exchange and the Montréal Exchange Inc. (collectively referred to as the "Bourse"), pursuant to section 147 of the Act and section 80 of the CFA for an order exempting the Bourse from the requirement to be recognized as a stock exchange under section 21 of the Act and registered as a commodity futures exchange under section 15 of the CFA;

AND UPON the application of the Bourse for an order by the Director pursuant to section 6.1 of OSC Rule 91-502 that the Bourse is exempt from Part 4 of Rule 91-502 of the Commission;

AND UPON the Bourse having represented that the Bourse carries on business as a stock exchange and a derivatives exchange in Québec and is recognized under the Securities Act (Québec) as a self-regulatory organization;

AND UPON the Bourse having represented that the contracts traded or to be traded on the Bourse are approved by the Commission des valeurs mobilières du Québec (the "CVMQ") and are filed with the Commission;

AND UPON Orders being granted by the Commission dated October 3, 2000 (the "October 2000 Order") exempting the Bourse on an interim basis from the requirement to be recognized as a stock exchange under section 21 of the Act and registered as a commodity futures exchange under section 15 of the CFA;

AND UPON Orders being granted by the Commission dated January 2, 2001, May 29, 2001, July 27, 2001, and September 25, 2001 extending the October 2000 Order exempting the Bourse on an interim basis from the requirement to be recognized as a stock exchange under section 21 of the Act and registered as a commodity futures exchange under section 15 of the CFA;

AND UPON the Commission being satisfied that granting the Bourse an extension of the October 2000 Order pursuant to section 147 of the Act and section 80 of the CFA on an interim basis would not be contrary to the public interest;

IT IS ORDERED by the Commission pursuant to section 147 of the Act and section 80 of the CFA, that the Bourse be exempt from the requirement to be recognized as a stock exchange under section 21 of the Act and registered as a commodity futures exchange under section 15 of the CFA; and

IT IS FURTHER ORDERED by the Director pursuant to section 6.1 of Rule 91-502 that the Bourse is exempt from Part 4 of Rule 91-502;

PROVIDED THAT the Bourse continues to be recognized as a self-regulatory organization under the Securities Act (Québec) and that the exemption shall terminate at the earlier of:

(i) the date that the Bourse is granted an order by the Commission recognizing it as a stock exchange and registering it as a commodity futures exchange or exempting it from the requirement to be recognized as a stock exchange and registered as a commodity futures exchange; and

(ii) June 28, 2002.

December 21, 2001.

"Ranee B. Pavalow"

2.3 Rulings

2.3.1 Income Financial Plus Trust - Ruling and Exemption - ss. 74(1) and ss. 59(1)

Headnote

Subsection 74(1) - Exemption from sections 25 and 53 of the Act in connection with the writing of over-the-counter call options by the issuer, subject to certain conditions.

Section 59, Schedule 1 - Issuer exempt from section 28 of Schedule 1 to the Regulation in connection with the writing of over-the-counter call options.

Statutes Cited

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

Regulations Cited

Regulation made under the Securities Act, R.R.O. 1990, Reg. 1015, as am., ss. 28 and 59 of Schedule 1.

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

AND

**IN THE MATTER OF
R.R.O. 1990, REGULATION 1015, AS AMENDED
(the "Regulation")**

AND

**IN THE MATTER OF
INCOME FINANCIAL PLUS TRUST**

RULING AND EXEMPTION

**(Subsection 74(1) of the Act and Section 59(1) of
Schedule 1 of the Regulation)**

UPON the application of Quadravest Inc. (the "Manager"), as manager of Income Financial Plus Trust (the "Trust"), to the Ontario Securities Commission (the "Commission") for a ruling:

- (i) pursuant to subsection 74(1) of the Act that the writing of certain over-the-counter covered call options ("OTC Options") by the Trust is not subject to section 25 or 53 of the Act; and
- (ii) pursuant to subsection 59(1) of Schedule 1 of the Regulation for an exemption from the fees required to be paid under section 28 of Schedule 1 of the Regulation in connection with the writing of certain OTC Options by the Trust;

AND UPON considering the application and the recommendation of the staff of the Commission;

AND UPON Quadravest having represented to the Commission as follows:

1. The Trust is an investment trust that will be established under the laws of the Province of Ontario pursuant to a trust agreement (the "Trust Agreement") to be entered into between the Manager, in its capacity as manager, and the Royal Trust Company, in its capacity as trustee of the Trust.
2. The Trust will be authorized to issue an unlimited number of transferrable, redeemable units (the "Units") of the Trust (the "Offering").
3. The Trust is a reporting issuer under the Act having filed a preliminary prospectus (the "Preliminary Prospectus") dated December 20, 2001 with the Commission and with the securities regulatory authority in each of the other provinces of Canada with respect to a proposed offering of Units.
4. It is expected that the Units will be listed on The Toronto Stock Exchange.
5. By virtue of the redemption features attaching to the Units, the Trust is considered a "mutual fund" within the meaning of the Act and other applicable legislation.
6. The Manager is a corporation incorporated under the laws of the Province of Ontario. Quadravest Capital Management Inc. ("Quadravest") is a corporation incorporated under the laws of the Province of Ontario. Quadravest will act as investment manager of the Trust pursuant to an investment management agreement (the "Investment Management Agreement") to be entered into between Quadravest and the Trust.
7. Quadravest is registered under the Act as an adviser in the categories of "investment counsel" and "portfolio manager" and as a dealer in the category of "mutual fund dealer".
8. The Trust's investment objectives are:
 - (i) to provide holders of the Units with monthly distributions in the amount of \$0.2083 per Unit to yield 10% per annum, and
 - (ii) to preserve and potentially enhance the value of the Trust's portfolio assets in order to return at least the original issue price of Units to holders of Units at the time of the redemption of such Units on January 1, 2008 (the "Termination Date").
9. In order to pay the Trust's distributions and to achieve the Trust's capital repayment and capital enhancement objectives, the net proceeds of the Offering will be invested in a diversified portfolio (the "Portfolio") consisting primarily of common shares issued by corporations operating in the financial services industry plus shares issued by non-financial services corporations whose shares form part of the Standard & Poor's 500 Composite Stock Price Index. The Portfolio will be actively managed by Quadravest.

10. To generate additional returns above the dividend income generated by the Portfolio, the Trust will, from time to time, write covered call options on all or part of the equity securities in the Portfolio. As call options will be written only in respect of equity securities that are in the Portfolio and the investment criteria of the Trust will prohibit the sale of equity securities subject to an outstanding option, the call options will be "covered" at all times. Such call options may be either exchange traded options or OTC options.
11. The composition of the Portfolio, the securities which are subject to call options and the terms of such call options will vary, from time to time, based upon QuadraVest's assessment of market conditions.
12. The purchasers of OTC Options written by the Trust will generally be major Canadian financial institutions and all purchasers of OTC Options will be persons or entities described in Appendix A attached hereto.
13. The writing of OTC options by the Trust will not be used as a means for the Trust to raise new capital.

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

IT IS RULED, pursuant to subsection 74(l) of the Act, that the writing of OTC Options by the Trust, as contemplated by this ruling, shall not be subject to section 25 or 53 of the Act provided that:

- (a) the portfolio adviser advising the Trust with respect to such activities is registered as an adviser under the Act and meets the proficiency requirements in Ontario for advising with respect to options;
- (b) each purchaser of an OTC Option written by the Trust is a person or entity described in Appendix A to this ruling; and
- (c) a receipt for the (final) prospectus has been issued by the Director under the Act;

AND PURSUANT to section 59 of Schedule 1 to the Regulation the Trust is hereby exempted from the fees which would otherwise be payable pursuant to Section 28 of Schedule 1 to the Regulation in connection with any OTC Options written by the Trust in reliance on the above ruling.

January 15, 2002.

"Paul Moore"

"Robert W. Korthals"

APPENDIX A

QUALIFIED PARTIES

Interpretation

- (1) The terms "subsidiary" and "holding body corporate" used in paragraphs (w), (x) and (y) of subsection (3) of this Appendix have the same meaning as they have in the Business Corporations Act.
- (2) All requirements contained in this Appendix that are based on the amounts shown on the balance sheet of an entity apply to the consolidated balance sheet of the entity.

Qualified Parties Acting as Principal

- (3) The following are qualified parties for all OTC derivatives transactions, if acting as principal:

Banks

- (a) a bank listed in Schedule I, II or III to the Bank Act (Canada);
- (b) the Business Development Bank of Canada incorporated under the Business Development Bank of Canada Act (Canada);
- (c) a bank subject to the regulatory regime of a country that is a member of the Basel Accord, or that has adopted the banking and supervisory rules set out in the Basel Accord, if the bank has a minimum paid up capital and surplus, as shown on its last audited balance sheet, in excess of \$25 million or its equivalent in another currency;

Credit Unions and Caisses Populaires

- (d) a credit union central, federation of caisses populaires, credit union or regional caisse populaire, located, in each case, in Canada;

Loan and Trust Companies

- (e) a loan corporation or trust corporation registered under the Loan and Trust Corporations Act or under the Trust and Loan Companies Act (Canada), or under comparable legislation in any other province or territory of Canada;
- (f) a loan company or trust company subject to the regulatory regime of a country that is a member of the Basel Accord, or that has adopted the banking and supervisory rules set out in the Basel Accord, if the loan company or trust company has a minimum paid up capital and surplus, as shown on its last audited balance sheet, in excess of \$25 million or its equivalent in another currency;

Insurance Companies

- (g) an insurance company licensed to do business in Canada or a province or territory of Canada;
- (h) an insurance company subject to the regulatory regime of a country that is a member of the Basel Accord, or that has adopted the banking and supervisory rules set out in the Basel Accord, if the insurance company has a minimum paid up capital and surplus, as shown on its last audited balance sheet, in excess of \$25 million or its equivalent in another currency;

Sophisticated Entities

- (i) a person or company that, together with its affiliates,
 - (i) has entered into one or more transactions involving OTC derivatives with counterparties that are not its affiliates, if
 - (A) the transactions had a total gross dollar value of or equivalent to at least \$1 billion in notional principal amount; and
 - (B) any of the contracts relating to one of these transactions was outstanding on any day during the previous 15-month period, or
 - (ii) had total gross marked-to-market positions of or equivalent to at least \$100 million aggregated across counterparties, with counterparties that are not its affiliates in one or more transactions involving OTC derivatives on any day during the previous 15-month period;

Individuals

- (j) an individual who, either alone or jointly with the individual's spouse, has a net worth of at least \$5 million, or its equivalent in another currency, excluding the value of his or her principal residence;

Governments/Agencies

- (k) Her Majesty in right of Canada or any province or territory of Canada and each crown corporation, instrumentality and agency of a Canadian federal, provincial or territorial government;
- (l) a national government of a country that is a member of the Basel Accord, or that has adopted the banking and supervisory rules of the Basel Accord, and each instrumentality and agency of that government or corporation wholly-owned by that government;

Municipalities

- (m) any Canadian municipality with a population in excess of 50,000 and any Canadian provincial or territorial capital city;

Corporations and other Entities

- (n) a company, partnership, unincorporated association or organization or trust, other than an entity referred to in paragraph (a), (b), (c), (d), (e), (f), (g) or (h), with total revenue or assets in excess of \$25 million or its equivalent in another currency, as shown on its last financial statement, to be audited only if otherwise required;

Pension Plan or Fund

- (o) a pension fund that is regulated by either the Office of the Superintendent of Financial Institutions (Canada) or a provincial pension commission, if the pension fund has total net assets, as shown on its last audited balance sheet, in excess of \$25 million, provided that, in determining net assets, the liability of a fund for future pension payments shall not be included;

Mutual Funds and Investment Funds

- (p) a mutual fund or non-redeemable investment fund if each investor in the fund is a qualified party;
- (q) a mutual fund that distributes its securities in Ontario, if the portfolio manager of the fund is registered as an adviser, other than a securities adviser, under the Act or securities legislation elsewhere in Canada;
- (r) a non-redeemable investment fund that distributes its securities in Ontario, if the portfolio manager of the fund is registered as an adviser, other than a securities adviser, under the Act or securities legislation elsewhere in Canada;

Brokers/Investment Dealers

- (s) a person or company registered under the Act or securities legislation elsewhere in Canada as a broker or an investment dealer or both;
- (t) a person or company registered under the Act as an international dealer if the person or company has total assets, as shown on its last audited balance sheet, in excess of \$25 million or its equivalent in another currency;

Futures Commission Merchants

- (u) a person or company registered under the CFA as a dealer in the category of futures commission merchant, or in an equivalent capacity elsewhere in Canada;

Charities

- (v) a registered charity under the Income Tax Act (Canada) with assets not used directly in charitable activities or administration, as shown on its last audited balance sheet, of at least \$5 million or its equivalent in another currency;

Affiliates

- (w) a wholly-owned subsidiary of any of the organizations described in paragraph (a), (b), (c), (d), (e), (f), (g), (h), (j), (n), (o), (s), (t) or (u);
- (x) a holding body corporate of which any of the organizations described in paragraph (w) is a wholly-owned subsidiary;
- (y) a wholly-owned subsidiary of a holding body corporate described in paragraph (x);
- (z) a firm, partnership, joint venture or other form of unincorporated association in which one or more of the organizations described in paragraph (w), (x) or (y) have a direct or indirect controlling interest; and

Guaranteed Party

- (aa) a party whose obligations in respect of the OTC derivatives transaction for which the determination is made is fully guaranteed by another qualified party.

Qualified Party Not Acting as Principal

- (4) The following are qualified parties, in respect of all OTC derivative transactions:

Managed Accounts

- 1. Accounts of a person, company, pension fund or pooled fund trust that are fully managed by a portfolio manager or financial intermediary referred to in paragraphs (a), (d), (e), (g), (s), (t), (u) or (w) of subsection (3) or a broker or investment dealer acting as a trustee or agent for the person, company, pension fund or pooled fund trust under section 148 of the Regulation.

Subsequent Failure to Qualify

- (5) A party is a qualified party for the purpose of any OTC derivatives transaction if it, he or she is a qualified party at the time it, he or she enters into the transaction.

Chapter 3

Reasons: Decisions, Orders and Rulings

3.1 Reasons for Decision

3.1.1 Yorkton Securities Inc., Gordon Scott Paterson, et al.

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

AND

IN THE MATTER OF YORKTON SECURITIES INC.,
GORDON SCOTT PATERSON, PIERGIORGIO DONNINI,
ROGER ARNOLD DENT, NELSON CHARLES SMITH
AND ALKARIM JIVRAJ

Hearing: December 19, 2001

Panel: Howard I. Wetston, Q.C.
Derek Brown
M. Theresa McLeod

- Vice-Chair
- Commissioner
- Commissioner

Counsel: Johanna Superina

- For Staff of the
Ontario Securities Commission

Joel Wiesenfeld
Jonathan Lampe
Robert W. Staley

- For Yorkton
Securities Inc.

Colin Stevenson

- For P. Donnini

Jeffrey Leon

- For G.S. Paterson

Paul LeVay

- For N.C. Smith

Lawrence Ritchie

- For R.A. Dent

R. Sorell
R. Paul Steep

- For A. Jivraj

REASONS FOR DECISION

These are the Reasons for Decision of the Commission delivered orally on Wednesday December 19, 2001 with respect to settlement agreements between the staff of the OSC and Yorkton Securities Inc., Gordon Scott Paterson, Roger Arnold Dent, Nelson Charles Smith and Alkarim Jivraj.

The panel has unanimously approved the settlement agreements reached by staff and the respondents.

Since the facts on which the settlement agreements are based have been agreed upon, we see no need to review them for the purposes of the orders that we have made. We do,

however, have some other comments with respect to the orders that have been issued.

We have before us agreements between the staff of the OSC and the respondents regarding what we characterize as the inappropriate conduct of Yorkton, Mr. Paterson and, as the orders will reflect, to a lesser extent the other respondents in this proceeding. We are of the opinion that the sanctions are sufficient to satisfy the public interest in the confidence and integrity of our capital markets. In our view, the orders serve as a strong deterrent to improper conduct on the part of registrants in the capital markets.

The settlement agreements involve a number of areas, which I will outline briefly for the public record.

They require Yorkton and Mr. Paterson to make substantial monetary payments in recognition of the seriousness of their conduct. They also call for smaller payments by Mr. Dent, Mr. Smith and Mr. Jivraj, proportionate to the nature of the conduct admitted to by each of them.

The settlement agreements recognise that under the new leadership of Mr. Sim and Mr. Schwartz, Yorkton has taken a number of positive steps in the area of regulatory compliance since February of 2001. The agreements also acknowledge that Mr. Paterson initiated the move to adopt best practices in the area of regulatory compliance and specifically provided for an independent review of Yorkton's plan in this regard.

As a term of registration, the agreement with Yorkton requires each officer and employee to execute undertakings in the forms attached as Schedule 2. In addition, it obliges Yorkton to report to staff of the Commission if any officer or employee has breached this undertaking.

The order with respect to Mr. Paterson ensures that he is removed for a period of two years from a position of authority and trust as a registrant and as an officer and director of a registrant. The order prohibits any ownership interest by Mr. Paterson as a registrant for a period of two years. The only exception to this is his current interest in Yorkton, which he has agreed to take all reasonable steps to sell. The order also imposes a six-month cease trade order on Mr. Paterson, subject to the above-mentioned exception.

Compensation has been provided by all of the respondents, in the form of costs, to the Commission for the expenses incurred in investigating this matter.

The orders have been issued on the understanding that Yorkton and the respondents have co-operated with staff to arrive at a resolution of this matter in the form of the settlements reached. The respondents have agreed to accept sanctions that satisfy the public interest in the integrity of the capital markets, without the need to resolve disputes regarding the relevant facts.

These orders must be seen to restrain future behaviour that may be contrary to the public interest. In this case, the respondents have shown a pattern of conduct that consistently placed their personal interests or their firm's interests ahead of those of their clients and the investing public. Behaviour such as that of the respondents is a paramount regulatory concern as it undermines confidence in the integrity of the capital markets. We are of the opinion that the remedies will deter registrants and all other participants in our capital markets from engaging in conduct which places senior officers and employees of a registrant in positions of conflict with their clients.

Policies relating to compliance and appropriate supervision should not be seen as regulatory burdens, but rather should be considered in light of their contribution to investor protection, fair and efficient markets and the public interest. Clear internal guidelines must exist with respect to receiving and making use of non-public information. We believe that these regulatory

concerns have been addressed by way of the orders issued in this matter.

In summary, we have approved the five settlement agreements and made the orders requested. We have done so because the sanctions are sufficient to satisfy the public interest in the confidence and integrity of Ontario's capital markets.

"Howard I. Wetston"

"Derek Brown"

"M. Theresa McLeod"

Chapter 4

Cease Trading Orders

4.1.1 Temporary, Extending & Rescinding Cease Trading Orders

Company Name	Date of Order or Temporary Order	Date of Hearing	Date of Extending Order	Date of Rescinding Order
Java Joe's International Corporation	14 Aug 01	24 Aug 01	27 Aug 01	28 Dec 01
ATC Technologies Corporation	30 Nov 01	12 Dec 01	12 Dec 01	
Dynasty Motorcar Corporation	30 Nov 01	12 Dec 01	12 Dec 01	
Rodin Communications Corporation	3 Dec 01	14 Dec 01	14 Dec 01	
Marketvision Direct, Inc.	5 Dec 01	17 Dec 01	17 Dec 01	
Glimmer Resources Inc.	6 Dec 01	18 Dec 01	18 Dec 01	
MTW Solutions Online Inc.	7 Dec 01	19 Dec 01	19 Dec 01	
Big Hammer Group Inc.	7 Dec 01	19 Dec 01	21 Dec 01	
Atapa Minerals Limited	11 Dec 01	21 Dec 01	21 Dec 01	
Gearunlimited.com Inc.	14 Dec	24 Dec 01	28 Dec 01	
Cambium Limited Partnership No. Two	2 Jan 02	14 Jan 02	14 Jan 02	
1080854 Ontario Limited	3 Jan 02	15 Jan 02	15 Jan 02	
Digital Duplication Inc.	4 Jan 02	16 Jan 02		
Monarch Resources Limited	8 Jan 02	18 Jan 02		
Goldbrook Explorations Inc.	9 Jan 02	21 Jan 02		
Elkhorn Gold Mining Corporation	11 Jan 02	23 Jan 02		

4.2.1 Management & Insider Cease Trading Orders

Company Name	Date of Order or Temporary Order	Date of Hearing	Date of Extending Order	Date of Lapse/ Expire	Date of Issuer Temporary Order
Dotcom 2000 Inc.	29 May 01	11 Jun 01	11 Jun 01	-	23 Jul 01
St. Anthony Resources Inc.	29 May 01	11 Jun 01	11 Jun 01	23 Jun 01	-

Cease Trading Orders

Company Name	Date of Order or Temporary Order	Date of Hearing	Date of Extending Order	Date of Lapse/ Expire	Date of Issuer Temporary Order
Galaxy OnLine Inc. Melanesian Minerals Corporation	29 May 01	11 Jun 01	11 Jun 01	24 Jul 01	-
Brazilian Resources, Inc. Link Mineral Ventures Ltd. Nord Pacific Limited	30 May 01	12 Jun 01	12 Jun 01	-	23 Jul 01
Landmark Global Financial Corp.	30 May 01	12 Jun 01	12 Jun 01	28 Jun 01	-
Dominion International Investments Inc.	12 Jun 01	25 Jun 01	25 Jun 01	-	23 Jul 01
Zamora Gold Corp.	13 Jun 01	26 Jun 01	26 Jun 01	18 Jul 01	-
Consumers Packaging Inc.	20 Jun 01	03 Jul 01	-	05 Jul 01	-
Systech Retail Systems Inc.	27 Jun 01	10 Jul 01	10 Jul 01	23 Aug 01	-
United Trans-Western, Inc.	05 Jul 01	18 Jul 01	19 Jul 01	-	23 Jun 01
Digital Duplication Inc.	10 Jul 01	23 Jul 01	23 Jul 01	23 Aug 01	-
Online Direct Inc.	22 Aug 01	04 Sep 01	04 Sep 01	-	18 Oct 01
Aquarius Coatings Inc.	23 Aug 01	05 Sep 01	06 Sep 01	9 Oct 01	-
Primenet Communications Inc.	29 Aug 01	11 Sep 01	11 Sep 01	-	26 Oct 01
Unirom Technologies Inc.	30 Aug 01	12 Sep 01	12 Sep 01	-	19 Oct 01
Zaurak Capital Corporation	30 Aug 01	12 Sep 01	12 Sep 01	28 Sep 01	-
Galaxy Online Inc.	14 Sep 01	27 Sep 01	-	27 Sep 01	27 Sep 01
Consumers Packaging Inc.	19 Sep 01	25 Sep 01	25 Sep 01	31 Oct 01	-
Diadem Resources Ltd.	23 Oct 01	5 Nov 01	5 Nov 01	17 Dec 01	-
Armistice Resources Limited	21 Nov 01	04 Dec 01	4 Dec 01	-	-
CTM Cafes Inc.	23 Nov 01	06 Dec 01	6 Dec 01	-	-
Titan Employment Services Ltd.	27 Nov 01	10 Dec 01	-	10 Dec 01	-
RX Nutraceuticals Corp.	29 Nov 01	12 Dec 01	-	12 Dec 01	-
Explorers Alliance Corporation	7 Dec 01	20 Dec 01	20 Dec 01	-	-
World Sales & Merchandising Inc.	27 Dec 01	9 Jan 02	9 Jan 02		

Chapter 5
Rules and Policies

THERE IS NO MATERIAL FOR THIS CHAPTER
IN THIS ISSUE

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Chapter 6

Request for Comments

6.1.1 Notice of Filing by CanPx Inc. of Form 21-101F5 - Initial Operation Report of Information Processor

NOTICE OF FILING BY CANPX INC. OF FORM 21-101F5

INITIAL OPERATION REPORT FOR INFORMATION PROCESSOR

Introduction

Background

On August 8, 2001, CanPX Inc. (CanPX) filed Form 21-101F5 to become the information processor for unlisted debt securities under the ATS Rules. The information processor will collect order and trade information for government debt securities and corporate debt securities from marketplaces, inter-dealer bond brokers and dealers executing trades of corporate debt securities and will create a consolidated feed and distribute it to information vendors, news services and other customers. Staff are publishing this notice to seek comments from market participants. A copy of the filing is available for inspection at the offices of the Ontario Securities Commission, the British Columbia Securities Commission, the Alberta Securities Commission and the Commission des valeurs mobilières du Québec.

Requirements for an Information Processor

Part 8 of National Instrument 21-101 Marketplace Operation (National Instrument 21-101) requires marketplaces, inter-dealer bond brokers and dealers executing trades in unlisted debt securities to provide certain pre-trade and post-trade information to an information processor. An information processor is defined as a company that receives and provides information under National Instrument 21-101 and has filed Form 21-101F5¹.

Part 14 of National Instrument 21-101 sets out the requirements applicable to an information processor. The provisions of Part 14 require an information processor to file the information required by Form 21-101F5 (and any amendments thereto), enter into agreements with marketplaces, inter-dealer bond brokers and dealers required to provide information, provide timely and reliable collection and processing of information, and comply with certain system requirements.

Review of Filings

Section 16.2 of Companion Policy 21-101CP states that the CSA will review Form 21-101F5 to determine whether it is contrary to the public interest for the filer to act as an information processor. The CSA is looking at a number of factors when reviewing the form, including,

1. *Corporate Ownership and Governance* – whether the filer has a corporate ownership and governance structure that will enable it to avoid or properly manage potential conflicts of interest;
2. *Performance Capability* – whether the filer has the appropriate performance capability, standards and procedures for the collection, processing, distribution, and publication of information of orders for, and trades in, securities and personnel qualifications;
3. *Fair Access* - whether all marketplaces may obtain access to the information processor on fair and reasonable terms that do not unreasonably discriminate;
4. *Financial Resources* - whether the filer has sufficient financial resources for the proper performance of its functions; and
5. *Alternatives* – whether there is another entity that can perform the proposed function for the same type of security.

Summary of the Filing

1. *Corporate Ownership and Governance*

CanPX, a corporation formed on December 17, 1998, entered into an agreement with investment dealers and inter-dealer bond brokers Formation Agreement on March 1, 1999 setting out how CanPX must organize itself and conduct its business (Formation Agreement). Under the Formation Agreement, thirteen investment dealers each hold one Class B Common Share and four inter-dealer bond brokers each hold one Class A Common Share. The Formation Agreement has been amended to allow each Participating ATS (defined in the amended Formation Agreement to hold one Class C Common Share.

The board of directors of CanPX is composed of eight members. The Class B shareholders have the right to nominate five directors, at least three of whom must be Canadian residents. The Class A shareholders have the right to nominate three directors, at least two of whom must be Canadian residents. If a Participating ATS executes the Formation Agreement, the board will be expanded to 9 members and the Class C shareholders will be given the right to nominate one director.

¹ Section 1.1 of National Instrument 21-101.

Although CanPX is a privately owned organization, if it becomes an information processor, it will be subject to various requirements under National Instrument 21-101. The purpose of these requirements is to ensure the availability of prompt and accurate order and trade information on a consolidated basis and to assess its ongoing viability. In light of these policy objectives, we are considering whether CanPX should have independent directors on its board.

On November 16, 2001, CanPX entered into a contract with Moneyline Telerate (Moneyline) under which Moneyline developed the CanPX Transparency System and agreed to act as a technical facilitator and exclusive worldwide sales agent for the CanPX Transparency System. We have been advised that Moneyline owns less than 10% of the non-voting equity common shares of an alternative trading system (ATS) that will be trading fixed income securities. Moneyline is not providing any hardware, software or hosting facilities to the ATS and it has not made arrangements to provide technical support to the ATS. In addition, we note, that the CanPX/Moneyline contract provides, among other things, that Moneyline must treat as confidential all information relating to any CanPX participant Moneyline acquires in any way while performing its responsibilities and obligations under the contract. The contract further provides that the CanPX Transparency System must accept data from the source feeds provided by all CanPX participants in accordance with standard industry protocols and that the system must be designed so as not to create unreasonable barriers of entry to new participants when connecting their source feeds to the system. We will continue to monitor this issue.

2. Performance Capability

As indicated above, MoneyLine has entered into a contract with CanPX to develop the CanPX Transparency System and act as a technical facilitator and the exclusive worldwide sales agent for the CanPX Transparency System. The CanPX Transparency System is a platform and mechanism for providing market transparency for the Canadian fixed income debt market.

a. Information to be Provided to the Information Processor

Under National Instrument 21-101, inter-dealer bond brokers, ATSS and dealers must provide an information processor with information about government debt securities and corporate debt securities. The amended Formation Agreement between CanPX and the inter-dealer bond brokers, ATSS and dealers sets out the transparency requirements and is attached as Appendix "A". The transparency requirements may be varied by an order issued by the appropriate securities regulatory authority.

Under the Formation Agreement, ATSS that display pre-trade information will provide quotation information about all executable bids and offers of government debt securities and corporate debt securities designated by CanPX, including the amount of securities to which the bids and offers in question pertain. They will also provide transactional information about the prices at which trades of government debt securities and corporate debt securities are executed and the volume of trading for any given transaction, subject to the volume caps contemplated by the CSA (for government debt securities and

investment grade corporate debt securities, \$2 million+; for non-investment grade corporate debt securities, \$200,000+).

Under the Formation Agreement, inter-dealer bond brokers are required to provide quotation information about all executable bids and offers of government debt securities designated by CanPX, including the amount of securities to which the bids and offers in question pertain. They will also provide transactional information about the prices at which trades of government debt securities and corporate debt securities are executed and the volume of trading for any given transaction.

Under the Formation Agreement, dealers are required to provide transactional information about the prices at which trades of corporate debt securities are executed and the volume of trading for any given transaction, subject to the volume caps described above.

All information about government debt securities and pre-trade information about corporate debt securities will be provided to CanPX in real-time or as close to real-time as possible. All information about corporate debt securities will be provided to CanPX within one-hour of the trade.

CanPX will determine the list of benchmark government debt securities and designated corporate debt securities about which information will be shown on the consolidated feed. The list of designated government debt securities and corporate debt securities is attached as Appendix "B" to this Notice. The list is current as of January 9, 2002. CanPX has developed criteria to determine the designated corporate debt securities to be shown. The criteria are attached to the Formation Agreement as Schedule "F".

CanPX is a member of the Bond Market Transparency Committee that was set up by the CSA to provide input into various issues relating to the fixed income market, including the list of government debt securities and corporate debt securities that will be shown on CanPX's consolidated feed. Committee members also represent dealers, the inter-dealer bond brokers, buy-side participants, alternative trading systems issuers and regulators.

b. Data to be Displayed by the Information Processor

The CanPX Transparency System will consolidate real-time and traded prices for unlisted debt securities and will make this consolidated data available to financial market participants, institutional firms and retail investors.

3. Fair Access

CanPX will make its consolidated data available through a variety of distribution channels. The information will be available through (i) CanPX's website (ii) through Moneyline's website, as an optional subscription on MoneyLine's basic services, and (iii) through an XML feed directly from Moneyline. The system will operate from 7:00 am to 6:00 pm Eastern Standard Time.

4. **Financial Resources**

a. *Fees to establish a connection*

CanPX will charge a connection fee. Inter-dealer bond brokers, ATSS and dealers will need dedicated local Internet Protocol circuits (at a cost approximately \$500 per month) plus hardware (at an additional cost of \$175 per month) to provide real-time pricing and trade data. For information not provided in real time, they may use file transfer protocols (FTP) through the internet.

b. *Fees to obtain the information*

A number of different products will be available from CanPX and Moneyline. These products include:

- (i) CanPX Private Label Internet Product - \$35.00/terminal/month
- (ii) CanPX Optional Services Product - \$35.00/terminal/month
- (iii) CanPX Website Product – CanPX monthly fee - \$2000.00/month
- (iv) CanPX/US Treasury Premium Product – To be determined
- (v) CanPX website – delayed information - free

c. *Revenue Sharing*

Participants in CanPX will share in the revenues received from selling the consolidated information. CanPX will allocate the total sales revenue generated by CanPX through the sale of information less costs and expenses, between its shareholders based on their relative trading shares in unlisted debt securities displayed on CanPX. CanPX will determine the total dollar trading volume of trades of all government and corporate debt securities shown on the CanPX Transparency System traded by or through each inter-dealer bond broker (the IDB market), dealer (the Corporate market) and Participating ATS (the ATS market). CanPX will then pay:

- (i) inter-dealer bond brokers and dealers the percentage that represents their pro rata proportionate share of the total traded volume in the IDB market,
- (ii) dealers the percentage that represents their pro rata proportionate share of the total traded volume in the Corporate market, and
- (iii) Participating ATS the percentage that represents their pro rata proportionate share of the total traded volume in the ATS market.

5. **Alternatives**

Currently, no other entities have come forward to act as the information processor.

Comments

You are invited to make written submissions on the information contained in Form 21-101F5 filed by CanPX. We will consider the comments we receive by February 18, 2002.

Subject to comments received, we intend to recommend to each Commission that it is not prejudicial to the public interest for CanPX to become the information processor for unlisted debt securities.

You should make your submissions to the following jurisdictions care of the OSC, in duplicate,

British Columbia Securities Commission
Alberta Securities Commission
Ontario Securities Commission
Commission des valeurs mobilières du Québec

c/o John Stevenson, Secretary
Ontario Securities Commission
20 Queen Street West
Suite 1900, Box 55
Toronto, Ontario
M5H 3S8
E-mail: jstevenson@osc.gov.on.ca

You should also address your submissions to the Commission des valeurs mobilières du Québec as follows:

Denise Brosseau, Secretary
Commission des valeurs mobilières du Québec
800 Victoria Square
Stock Exchange Tower
P.O. Box 246, 22nd Floor
Montréal, Québec
H4Z 1G3
E-mail: consultation-en-cours@cvmq.com

Please submit a diskette containing your submissions.

You may refer any questions to:

Louyse Gauvin
Special Advisor to the Chair
British Columbia Securities Commission
(604) 899-6538 or (800) 373-6393 (in B.C.)

Glenda Campbell
Vice-Chair
Alberta Securities Commission
(403) 297-4230

Randee Pavalow
Director, Capital Markets
Ontario Securities Commission
(416) 593-8257

Tracey Stern
Legal Counsel, Market Regulation
Ontario Securities Commission
(416) 593-8167

Ann Leduc
Direction de la recherche et du développement des marchés
Commission des valeurs mobilières du Québec
(514) 940-2199, ext. 4572

Fernand Lavigne
Analyste, Service de l'inscription
Commission des valeurs mobilières du Québec

(514) 940-2199, ext. 4315

David Lemay
Analyste, Service de l'inscription
Commission des valeurs mobilières du Québec
(514) 940-2199, ext. 4315

APPENDIX "A"

Formation Agreement

AMENDED AND RESTATED FORMATION AGREEMENT

BETWEEN

CANPX INC.,

a corporation incorporated under the laws of Ontario

AND

THE CORPORATIONS LISTED ON SCHEDULE "A" HERETO,
as such schedule may be amended and supplemented from
time to time

AND

**THE INVESTMENT DEALERS AND OTHER
CORPORATIONS LISTED ON SCHEDULE "B" HERETO,**
as such schedule may be amended and supplemented from
time to time

**THIS AMENDED AND RESTATED FORMATION
AGREEMENT** made as of November 30, 2001

BETWEEN:

CanPX Inc., a corporation incorporated under the laws
of Ontario (the "Corporation")

AND

The corporations listed on Schedule A hereto, as
such schedule may be amended and supplemented
from time to time (the "Brokers")

AND

**The investment dealers and other corporations
listed on Schedule B hereto,** as such schedule may
be amended and supplemented from time to time (the
"Dealers")

WHEREAS the Corporation has been established to
develop and market a system linking together digital
record-based electronic feeds from participating interdealer
brokers and other relevant marketplaces in order that investors
may view electronic screen-based real time price quotations
and transactional information regarding the Canadian debt
markets;

AND WHEREAS the Corporation, Brokers and Dealers
entered into an Agreement dated as of March 1, 1999 (the
"Formation Agreement") to record their agreement as to the
manner in which the Corporation should be established and to
deal with how its affairs should be conducted;

AND WHEREAS concurrently with the execution of the
Formation Agreement, the Corporation, Brokers and Dealers
entered into a Unanimous Shareholders' Agreement (the
"Unanimous Shareholders' Agreement") to record their

agreement as to the manner in which the Corporation's affairs shall be conducted and to grant to each other certain rights and obligations with respect to the ownership of shares of the Corporation;

AND WHEREAS in connection with the Corporation's undertaking the responsibilities of an "information processor" (as such term is defined in National Instrument 21-101 of the Canadian Securities Administrators ("NI 21-101")), the parties to the Formation Agreement have agreed to amend and restate the Formation Agreement and to execute and deliver this Agreement in order to provide for the potential participation in the Corporation of the Participating ATSS, being entities carrying on the business of an "alternative trading system", as such term is defined in NI 21-101;

AND WHEREAS the Corporation, Brokers and Dealers have, concurrently with the execution of this Agreement, entered into an amended and restated shareholders agreement (the "Amended and Restated Shareholders Agreement");

AND WHEREAS each of the parties has the power and authority to execute and deliver this Agreement and to perform its obligations hereunder;

NOW THEREFORE, in consideration of the foregoing and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Corporation, the Dealers and Brokers hereby covenant and agree as follows:

ARTICLE 1 INTERPRETATION

1.1 Definitions

In this Agreement, unless otherwise expressly provided, capitalized terms shall have the following meanings:

"Agreement" means this Agreement, including all schedules hereto, as it may be amended, modified, restated or supplemented from time to time;

"Amended and Restated Shareholders Agreement" has the meaning ascribed thereto in the recitals;

"ATS" or **"Alternative Trading System"** has the meaning ascribed thereto in NI 21-101;

"ATS Market" has the meaning ascribed thereto in Section 4.3.

"Attributed Information" means digital price quotation and transactional information depicted on the trading screens of any particular Broker which (i) relates to trading activity in which that particular Broker and any of its customers are involved and (ii) relates to Domestic Debt Securities issued by the Government of Canada, a province, a municipality or a crown corporation (but, for greater certainty, not by any private sector corporation) and (iii) includes information regarding the identity of the Brokers participating in such trading activity;

"Broker Sales Revenue" means sales revenue generated by a Broker through the sale of Attributed Information in accordance with Article 5.

"Brokers" means the corporations listed on Schedule A hereto, as such schedule may be amended and supplemented from time to time;

"Capital Loans" means the loans referred to in Section 2.4, together with any and all interest and other amounts payable by the Corporation in respect thereof;

"Corporate Bonds" means such Canadian dollar denominated debt securities issued by private sector corporations as the Corporation may from time to time designate, having reference to the criteria for selection set out in Schedule F;

"Corporate Bond Market" has the meaning ascribed thereto in Section 4.3;

"Dealers" means the investment dealers and other corporations listed on Schedule B hereto, as such schedule may be amended and supplemented from time to time;

"Designated Issues" means such Domestic Debt Securities (other than debt securities issued by private sector corporations) as the Corporation may from time to time designate (including, without limitation, "when issued" treasury bills, bond issues announced for forthcoming auction, strip bonds and any "rolls" based on such treasury bills or bonds) and shall for the initial phase of the Corporation's operations (until otherwise designated by the Corporation) include the following specific issues:

- (i) benchmark or "on the run" three month, six month and one year maturity Canada and provincial treasury bills and "when issued" Canada treasury bills for all such maturities; and
- (ii) benchmark two year, five year, ten year and long maturity Canada and provincial bonds and such benchmark maturity issues which are announced for forthcoming auction;

"Domestic Debt Securities" has the meaning given to that term by Regulation 2100 of the IDA;

"Effective Date" means the date, following any trial start-up period, on which the Corporation becomes fully operational by making its services available to the marketplace on a regular commercial basis;

"IDA" means the Investment Dealers Association of Canada;

"Investment Grade" means, with respect to Corporate Bonds, a Corporate Bond that is rated by one of the listed rating organizations at or above one of the following rating categories or a rating category that preceded or replaces a category listed below:

Rating Organization	Long Term Debt	Short Term Debt
Fitch, Inc.	BBB	F-3
Dominion Bond Rating Service Limited	BBB	R-2
Moody's Investors Service, Inc.	Baa	Prime-3
Standard & Poors Corporation	BBB	A-3

“**IDB Market**” has the meaning ascribed thereto in Section 4.3;

“**Net Corporation Sales Revenue**” means sales revenue generated by the Corporation through the sale of Unattributed Information and related products or services in accordance with Article 4 after deduction of all costs and expenses incurred by the Corporation including, without limitation, costs and expenses determined by the Corporation's Board of Directors, acting reasonably, to have been incurred in developing and selling the Unattributed Information and related products or services, all costs and expenses payable to any facilitator or manager appointed in accordance with Section 2.3 and any interest payable on Capital Loans outstanding pursuant to Section 2.4;

“**NI 21-101**” means National Instrument 21-101 of the Canadian Securities Administrators, as it shall be in effect at the relevant time.

“**Participating ATS**” means an entity that carries on the business of an ATS and that has become a party to this Agreement and to the Amended and Restated Shareholders Agreement;

“**Prime Rate**” means the rate of interest per annum designated by The Toronto-Dominion Bank as its prime rate of interest at any time and from time to time for Canadian dollar loans to its preferred corporate customers;

“**Proportionate Trading Share**” means, for any particular Broker, Dealer or Participating ATS and with respect to any particular period of time, the ratio obtained when the Weighted Trading Activity of that Broker, Dealer or Participating ATS is divided by the aggregate Weighted Trading Activity of all Brokers (in the case of a Broker), all Dealers (in the case of a Dealer) or all Participating ATSs (in the case of a Participating ATS);

“**Shareholder**” means the registered holder of a share in the capital of the Corporation;

“**Total Market Issues**” means Designated Issues plus Corporate Bonds;

“**Total Traded Volume**” has the meaning ascribed thereto in Section 4.3.1;

“**Unattributed Information**” means the composite information referred to in Section 3.1; and

“**Weighted Trading Activity**” means, for any particular Broker, Dealer or Participating ATS and, with respect to any particular period of time, the aggregate dollar volume of trades in Total Market Issues transacted by or through the Broker, Dealer or Participating ATS (in each case, while it was a party to this Agreement) weighted by multiplying such dollar volume by the following factors (which are to be reviewed and, if appropriate, adjusted by the Corporation from time to time) and aggregating the results thereof:

- (i) for trades in Canada treasury bills of all maturities, 0.23;
- (ii) for trades in Canada bonds from 0 to 3 years from maturity, 0.23;
- (iii) for trades in Canada bonds over 3 years and up to and including 10 years from maturity, 0.30; and
- (iv) for trades in Canada bonds over 10 years from maturity, 0.45.

1.2 Governing Law

This Agreement shall be governed by and construed in accordance with the laws of the Province of Ontario and the laws of Canada applicable therein and each party hereto irrevocably and unconditionally attorns to the jurisdiction of the courts of such province.

1.3 Use of Singular and Plural

Words importing the singular include the plural and vice versa and words importing gender include all genders.

1.4 References

Except as otherwise specifically provided, reference in this Agreement to any contract, agreement or any other instrument shall be deemed to include references to the same as varied, amended, supplemented or replaced from time to time and reference in this Agreement to any enactment, including without limitation any statute, law, by-law, regulation, ordinance or order, shall be deemed to include references to such enactment as re-enacted, amended or extended from time to time.

1.5 Generally Accepted Accounting Principles

Unless otherwise specifically provided herein, all accounting terms shall be applied and construed in accordance with Canadian generally accepted accounting principles consistently applied.

1.6 Interpretation Not Affected by Headings

The division of this Agreement into articles, sections, paragraphs, subsections and clauses and the insertion of headings are for convenience of reference only and shall not affect the construction or interpretation of this Agreement. The terms “this Agreement”, “hereof”, “herein”, “hereunder” and similar expressions refer to this Agreement and the schedules hereto and not to any particular article, section, paragraph,

clause or other portion hereof and include any agreement or instrument supplementary or ancillary hereto.

**ARTICLE 2
THE CORPORATION**

2.1 Shareholdings

In accordance with the terms and conditions of the Amended and Restated Shareholders Agreement, each of the Brokers is the registered holder of one Class A common share of the Corporation and each of the Dealers is the registered holder of one Class B common share of the Corporation. Any Participating ATS will, in accordance with the terms and conditions of the Amended and Restated Shareholders Agreement, be issued one Class C common share of the Corporation. For greater certainty, no Broker, Dealer or Participating ATS may ever hold more than one Class A, B or C common share of the Corporation, as the case may be. Accordingly, in the event of any amalgamation or other merger or combination of two or more Brokers, Dealers or Participating ATSS, the surviving or resulting Broker, Dealer or Participating ATS shall be entitled to only one common share of the Corporation and the other share or shares held by the pre-amalgamation or merger entities shall be surrendered to the Corporation on the same terms as those applicable to withdrawals under Section 6.2.

2.2 Articles and By-laws of the Corporation

Each of the parties hereto acknowledges and agrees that the articles and by-laws of the Corporation are as stated in Schedule C to this Agreement.

2.3 Facilitator/Management Agreement

The business of the Corporation shall be operated through a facilitator/management agreement to be entered into by the Corporation with such other party, and on such terms and conditions, as the Corporation may deem appropriate.

2.4 Capital Loans

In order to fund its obligations from time to time, the Corporation may at any time require its shareholders to advance loans to the Corporation in accordance with this Section 2.4 and on such additional terms (including, without limitation, as to payment of principal and interest) as the Corporation may reasonably designate. For greater certainty, all capital requirements of the Corporation will be funded by way of Capital Loans. Funding requests will be funded within ten (10) days of the date of any written notice of such request by the Corporation, which notice shall provide details of:

- (a) the total amount each Shareholder is required to advance pursuant to this Section 2.4;
- (b) the total amount of Capital Loans that will be outstanding after the fulfilment of the funding request;
- (c) a brief description of the proposed use of the funds being requested; and
- (d) payment instructions.

The amount of funding to be advanced by the Shareholders will be determined as follows:

2.4.1 if the Corporation at the time of the funding request has (and would after the fulfilment of that funding request have) not more than \$200,000 in principal amount of Capital Loans outstanding, the funding request shall be made collectively and contemporaneously to all Shareholders on the basis of equal proportionate amounts as between classes of Shareholders such that, where there are two classes of shares issued and outstanding, then 50% of the funding request shall be made collectively to the holders of each separate class of shares and where there are three classes of shares issued and outstanding, then 33 1/3% of the funding request shall be made collectively to the holders of each separate class of shares, and so on.

2.4.2 if the Corporation at the time of the funding request has (or would after the fulfilment of that funding request have) more than \$200,000 in principal amount of Capital Loans outstanding, the funding request shall be made collectively and contemporaneously to all Shareholders other than Brokers, provided that any funding requests made at any time when the Corporation has (or would after the fulfilment of that funding request have) more than \$500,000 in principal of Capital Loans outstanding shall require the approval of the Class B Shareholders in accordance with Section 2.9 of the Amended and Restated Shareholders Agreement.

As between each individual Shareholder, the obligation to advance Capital Loans shall be based on the Proportionate Trading Share of each holder of the relevant class of shares in the six month period immediately preceding the date on which the funding request is made by the Corporation (which date shall not be less than 15 days or more than 60 days prior to the date on which the loans are to be advanced to the Corporation). Repayments of the principal amount of Capital Loans shall be (i) on a chronological basis with the longest outstanding loans from time to time being repaid prior to more recently advanced Capital Loans and (ii) on a contemporaneous and proportionate basis with respect to Capital Loans arising from contemporaneous funding requests so that, for greater certainty, any particular Capital Loan shall be repaid in the same proportions as it was advanced. Capital Loans shall accrue interest at the Prime Rate in effect from time to time. The parties acknowledge that Section 3.6 of the Amended and Restated Shareholders Agreement provides that the Corporation may require entities that seek to participate in the Corporation after the effective date hereof to pay such consideration or to make such loan to the Corporation, as a pre-requisite to becoming a party hereto, as the Corporation may require in order to balance the interests of such entity with pre-existing Dealers, Brokers and Participating ATSS.

2.5 Priority of Capital Loans

Each of the parties hereto acknowledges and agrees that any and all Capital Loans at any time outstanding shall rank in right

of payment prior to any and all other amounts which may at any time be payable by the Corporation to any Dealer, Broker or Participating ATS, and each party hereto hereby subordinates and postpones all of its present and future receivables of any kind from or in respect of the Corporation (including, without limitation, all entitlement to receive payments of Net Corporation Sales Revenue in accordance with Article 4 and to receive repayments, reimbursements, dividends and other monies or consideration from or in respect of the Corporation or its shares) to payment of any Capital Loans outstanding at the time that the relevant entity becomes entitled to payment of such receivables.

**ARTICLE 3
COMPOSITE MARKET DATA**

3.1 Business of the Corporation

The business of the Corporation shall be the development and marketing of a system linking together digital record-based electronic feeds from the Brokers, Dealers and Participating ATSs and from other market participants subject to NI 21-101 to create a composite feed containing price quotation and transactional information regarding trading activity in Total Market Issues (the "Unattributed Information") based upon feeds provided by the above-noted entities which contain the information described in Section 3.2. The data will be presented by the Corporation for informational purposes only and will not identify any particular Broker, Dealer or Participating ATS as the source of any particular data.

3.2 Unattributed Information Feed

Effective as of the later of the date of this Agreement or the date it becomes a party hereto, each Broker, Dealer (but only with respect to trades of Corporate Bonds executed outside of a Broker, ATS or any other market that makes post-trade information publicly available) and Participating ATS shall provide the Corporation (or any facilitator/manager appointed by it pursuant to Section 2.3) on a real time basis (except as otherwise noted herein or in any of the Schedules hereto) with such digital record-based electronic price quotation and transactional information in its possession regarding trading activity in such Total Market Issues as may be reasonably required by the Corporation (or such facilitator/manager) to carry on the Corporation's activities in the manner contemplated hereby and in compliance with NI 21-101. Such information shall include, without limitation, the information regarding Total Market Issues as is set out in Schedule D to this Agreement but shall not include the information referred to in Section

3.3. To the extent that any Broker, Dealer or Participating ATS is able to demonstrate to the Corporation that it has obtained specific exemptive relief from the Canadian Securities Administrators from the transparency obligations set out in NI 21-101, its responsibilities with respect to provision of information pursuant to this Section 3.2 shall be specifically limited or reduced by the terms of such exemptive relief. The parties acknowledge and agree that the Corporation may amend Schedule D from time to time to respond to any requirements of the Canadian Securities Administrators or other applicable securities regulatory authority having jurisdiction (and for no other reason) and that such changes shall be effective on the day designated by the Corporation, which shall be not less than ten (10) days following the date on

which the Corporation provides an amended version of such Schedule to each party hereto.

3.3 Excluded Information

Notwithstanding anything else in this Agreement, the information to be provided by the Brokers, Dealers and Participating ATSs pursuant to Section 3.2 shall not include the identity of parties and brokers to any transaction or proposed transaction, unless specifically authorized by the relevant entity providing such information.

3.4 Method of Transmitting Information

The information referred to in Section 3.2 shall be electronically transmitted on a real time basis to the Corporation (except as otherwise noted herein or in any Schedule hereto) pursuant to reasonable arrangements to be made between the Corporation and each Broker, Participating ATS and relevant Dealer and other market participants, if any, subject to NI 21-101. No interdealer broker in Domestic Debt Securities who is not a party to this Agreement, including those whose names appear in Schedule E to this Agreement (which schedule shall be updated from time to time by the Corporation), shall be permitted access to the information of any Broker, Dealer, Participating ATS or other market participants, if any, subject to NI 21-101 referred to in Section 3.2 or to the composite information referred to in Section 3.1 and satisfactory evidence shall be provided by the Corporation from time to time that this restriction is in effect.

3.5 Co-operation

Each of the Corporation, the Dealers, Brokers and Participating ATSs shall at all times and from time to time co-operate in giving effect to the provisions of this Article 3 and in reasonably facilitating the business of the Corporation. Except as is specifically provided for in Article 4, none of the Brokers, Dealers and Participating ATSs shall be entitled to any compensation or other consideration for the provision of the information referred to in Section 3.2. If at a future date the Corporation requests new or additional information feeds from any such entities which expose such entities to significant development costs, they shall be entitled to reasonable reimbursement in an amount to be agreed in advance with the Corporation, which amount may differ from entity to entity.

3.6 Limitation of Obligations

For greater certainty, this Agreement shall not impose any obligation on any of the Brokers or on any Dealer or Participating ATSs to obtain or provide any quotation or transactional information not in the possession or control of such entity from time to time.

**ARTICLE 4
UNATTRIBUTED INFORMATION SALES**

4.1 Corporation's Sale of Information

Subject to the Amended and Restated Shareholders Agreement, the Corporation shall be entitled to enter into agreements and arrangements from time to time for the sale or distribution of Unattributed Information and related information products or services in such form, and on such

reasonable commercial terms, as it may deem appropriate. The Corporation shall establish prices for its information products and information services intended to enable it to recover initial start-up costs over a reasonable period of time and to generate a reasonable rate of return on investment capital sufficient to ensure ongoing viability and growth.

4.2 Excluded Information

Notwithstanding anything else in this Agreement, any sale or distribution of Unattributed Information by the Corporation in accordance with Section 4.1 shall not include any information regarding the identity of the Broker, Dealer or Participating ATS that provided any particular information.

4.3 Revenue

Net Corporation Sales Revenue generated from the agreements and arrangements referred to in Section 4.1 shall be calculated and paid by the Corporation from time to time, as consideration for the participation of the parties hereto in the activities of the Corporation, as follows:

4.3.1 The Corporation shall, for the relevant period of time, determine the aggregate dollar volume of trades reported and displayed by the Corporation in Total Market Issues ("Total Traded Volume") transacted by or through each Dealer, Broker and, if there are any during such period of time, Participating ATS (in each case while such entity was a party to this Agreement). The aggregate dollar volume of trades in Total Market Issues during the relevant period through all Brokers (as a group) is referred to as the "IDB Market". The aggregate dollar volume of trades in Corporate Bonds during the relevant period by Dealers (as a group) who are reporting data to the Corporation as set out in Section 3.2 (and, for greater certainty, only with respect to trades of Corporate Bonds executed outside of a Broker, ATS or any other market that makes post-trade information publicly available) is referred to as the "Corporate Bond Market". The aggregate dollar volume of trades in Total Market Issues during the relevant period through all Participating ATSs (as a group) (if during such period of time there are any Participating ATSs) is referred to as the "ATS Market". The Corporation shall determine the pro rata share of Total Traded Volume of each of the IDB Market, the Corporate Bond Market and the ATS Market. The Corporation shall ensure that the computation of the volume of trading activity with respect to the IDB Market shall be performed in a manner consistent with that used with respect to the Corporate Bond Market and the ATS Market. The Corporation shall determine the total dollar volume of trading activity based on data provided to the Corporation (upon request) by Brokers, Dealers and Participating ATSs.

4.3.2 The Corporation shall pay and distribute to the Brokers and Dealers, in the manner provided for in Section 4.4, that percentage of Net Corporation Sales Revenue as is equal to the

IDB Market's pro rata share of Total Traded Volume.

4.3.3 The Corporation shall pay and distribute to the Dealers who are reporting data to the Corporation as set out in Section 3.2, in the manner provided for in Section 4.5, that percentage of Net Corporation Sales Revenue as is equal to the Corporate Bond Market's pro rata share of Total Traded Volume.

4.3.4 If at the relevant time there are any Participating ATSs, the Corporation shall pay and distribute to the Participating ATSs and to Dealers (but only to the extent described in Section 4.6), in the manner provided for in Section 4.6, that percentage of Net Corporation Sales Revenue as is equal to the ATS Market's pro rata share of Total Traded Volume.

Notwithstanding anything else contained in this Agreement or any other document, the Corporation shall not pay (and no Broker, Dealer or Participating ATS shall be entitled to receive any payment of) Net Corporation Sales Revenue at any time when Capital Loans are outstanding. Each of the Corporation, the Brokers, Dealers and Participating ATSs hereby acknowledges and agrees that payment of Net Corporation Sales Revenue is subordinated and postponed to payment of all Capital Loans outstanding at any time when Net Corporation Sales Revenue would otherwise become payable by the Corporation so that, prior to payment of Net Corporation Sales Revenue, the Corporation shall have repaid all Capital Loans then outstanding. An example illustrating the method of calculating Net Corporation Sales Revenue to be paid out by the Corporation is attached hereto as Schedule G.

4.4 Allocation of Net Corporation Sales Revenue among Brokers

The aggregate Net Corporation Sales Revenue payable to the Brokers and Dealers pursuant to Section 4.3 ("IDB Market Participation Amount") shall be allocated as follows: (i) an aggregate amount of 50% of the IDB Market Participation Amount shall be paid and distributed to individual Brokers based on their respective Proportionate Trading Share in Total Market Issues in the IDB Market during the applicable period of time in which the Net Corporation Sales Revenue is earned, as reasonably determined by the Corporation; and (ii) an aggregate amount of 50% of the IDB Market Participation Amount shall be paid and distributed to individual Dealers based on their respective Proportionate Trading Share in Total Market Issues in the IDB Market during the applicable period of time in which the Net Corporation Sales Revenue is earned, as reasonably determined by the Corporation. These calculations will be made by the Corporation (or its facilitator/manager) based on the information provided or available to it pursuant to this Agreement. Reasonable arrangements will be made to safeguard the confidentiality of the information upon which these calculations are based. The Corporation and its facilitator/manager shall not have any liability whatsoever to any Broker or Dealer or to any other person in connection with any inaccuracy in calculating a Broker's or Dealer's entitlement to Net Corporation Sales Revenue pursuant to this Section 4.4 provided that the Corporation has acted in good faith.

4.5 Allocation of Net Corporation Sales Revenue among Dealers

The aggregate Net Corporation Sales Revenue payable to the Dealers pursuant to Section 4.3 shall be allocated to individual Dealers who are reporting data to the Corporation as set out in Section 3.2 based on their respective Proportionate Trading Share in Corporate Bonds in the Corporate Bond Market during the applicable period of time in which the Net Corporation Sales Revenue is earned, as reasonably determined by the Corporation. These calculations will be made by the Corporation (or its facilitator/manager) based on the information provided or available to it pursuant to this Agreement. Reasonable arrangements will be made to safeguard the confidentiality of this information. The Corporation and its facilitator/manager shall not have any liability whatsoever to any Dealer in connection with any inaccuracy in calculating a Dealer's entitlement to Net Corporation Sales Revenue pursuant to this Section 4.5 provided that the Corporation has acted in good faith.

4.6 Allocation of Net Corporation Sales Revenue among Participating ATSS

The aggregate Net Corporation Sales Revenue payable to the Participating ATSS pursuant to Section 4.3, if any ("ATS Market Participation Amount"), shall be allocated as follows: (a) to the extent that trading activity by Dealers on or through a Participating ATS represents a percentage of the Proportionate Trading Share in Total Market Issues in the ATS Market the Corporation shall allocate to such Dealers (as a group) that percentage of the ATS Market Participation Amount and shall pay such amount to individual Dealers based on their respective Proportionate Trading Share in Total Market Issues in the ATS Market during the applicable period of time in which the Net Corporation Sales Revenue is earned, as reasonably determined by the Corporation; and (b) the balance of the ATS Market Participation Amount shall be allocated to individual Participating ATSS based on their respective Proportionate Trading Share in Total Market Issues in the ATS Market during the applicable period of time in which the Net Corporation Sales Revenue is earned, as reasonably determined by the Corporation. These calculations will be made by the Corporation (or its facilitator/manager) based on the information provided or available to it pursuant to this Agreement. Reasonable arrangements will be made to safeguard the confidentiality of this information. The Corporation and its facilitator/manager shall not have any liability whatsoever to any Participating ATS or Dealer in connection with any inaccuracy in calculating any Participating ATSS's or Dealer's entitlement to Net Corporation Sales Revenue pursuant to this Section 4.6, provided that the Corporation has acted in good faith.

4.7 Right to Withhold Net Corporation Sales Revenue

Notwithstanding Section 4.3 and any other provision hereof, the Corporation shall be entitled at all times and from time to time to make any deduction, retention and withholding of Net Corporation Sales Revenue as it may deem necessary or appropriate, acting reasonably, to make adequate provision for the payment and satisfaction of incurred or anticipated expenses and other obligation of the Corporation.

**ARTICLE 5
WITHDRAWALS AND ADDITIONS**

5.1 Supplemental Parties to this Agreement

Any interdealer broker, investment dealer or ATS which is not already a party to this Agreement and which is approved by the Corporation may participate in the activities of the Corporation by: (i) agreeing, in writing, to become a party to and be bound by this Agreement by executing the Accession form in the form attached as Schedule "H" and all other agreements and documents executed pursuant to this Agreement (including the Amended and Restated Shareholders Agreement) and (ii) paying such consideration or making such loans to the Corporation as may be required by the Corporation to balance the interests of such person with pre-existing Dealers, Brokers and Participating ATSS. If any additional interdealer brokers, investment dealers or ATSS become parties to this Agreement, Schedule A or B hereto, as the case may be, shall be deemed to be amended as of that date to include reference to such additional entity and each Participating ATS shall be listed on a separate schedule.

5.2 Withdrawal from Agreement

Any Broker, Dealer or Participating ATS can withdraw its participation in the business of the Corporation and terminate its further obligations under this Agreement and related agreements at any time following 180 days from the Effective Date by giving to the Corporation 90 days advance notice of such intention. Upon any such withdrawal and termination becoming effective or upon ceasing to carry on business in Canada or upon combining its business with another party that becomes a signatory to this Agreement (the "Entitlement Date"), the Broker, Dealer or Participating ATS shall surrender to the Corporation its share in the capital of the Corporation and shall become entitled to be paid consideration therefor in an amount equal to the book value of such share, as reasonably determined by the Corporation. Payment of such consideration shall be deferred and shall be made by the Corporation at any time following payment of all Capital Loans outstanding on the Entitlement Date and prior to payment of any Net Corporation Sales Revenue following the Entitlement Date. Each Dealer, Broker and Participating ATS hereby subordinates and postpones its right to receive any consideration for surrendered shares to payment of Capital Loans outstanding on the Entitlement Date.

**ARTICLE 6
GENERAL PROVISIONS**

6.1 Further Assurances

Each of the parties covenants and agrees that at any time and from time to time it will do, execute, acknowledge and deliver or cause to be done, executed, acknowledged and delivered all such further acts, deeds, assignments, transfers, conveyances and assurances as may be reasonably required for the better carrying out and performance of all the terms of this Agreement.

6.2 No Representations

Nothing herein constitutes or shall be interpreted as constituting an admission or agreement as to the proprietary

rights of any Shareholder or other person with respect to any of the information to be used and distributed by the Corporation or a representation or warranty on the part of the Corporation or any of its Shareholders that it, any of the Shareholders or any other person holds exclusive or non-exclusive proprietary or other rights to information regarding trading activity in Canada and Canadian provincial money market and bond instruments, Corporate Bonds or any other information which is referred to in this Agreement or that any such party is authorized to represent or bind any person who may hold any such proprietary or other rights.

6.3 Notices

Any notice or other communication required or permitted to be given hereunder shall be in writing and shall be given by facsimile or other means of electronic communication or by delivery as hereafter provided. Any such notice or other communication, if sent by facsimile or other means of electronic communication, shall be deemed to have been received on the business day following the sending or, if delivered by hand, shall be deemed to have been received at the time it is delivered to the applicable address noted below either to the individual designated below or to an individual at such address having apparent authority to accept deliveries on behalf of the addressee. Notice of change of address shall also be governed by this section. Notices and other communication shall be addressed as follows:

- (a) if to the Corporation:

CanPX Inc.
Attention:
Ian C.W. Russell, Secretary
c/o Investment Dealers Association of
Canada
Standard Life Centre
121 King Street West, Suite 1600
Toronto, Ontario
M5H 3T9
Facsimile No.: (416) 364-0753

- (b) if to a Broker:

to the address and facsimile number designated by each of them at the time they execute this Agreement unless subsequently changed by notice given in accordance with this section.

- (c) if to a Dealer:

to the address and facsimile numbers designated by each of them at the time they execute this Agreement unless subsequently changed by notice given in accordance with this section.

- (d) if to a Participating ATS:

to the address and facsimile numbers designated by each of them at the time they execute this Agreement unless subsequently changed by notice given in accordance with this section.

6.4 Counterparts

This Agreement may be executed in several counterparts, each of which so executed shall be deemed to be an original, and such counterparts together shall constitute but one and the same instrument.

6.5 Assignment

The rights and obligations of the parties hereunder shall not be assignable without the prior written consent of the other parties hereto.

6.6 Successors and Assigns

This Agreement shall be binding upon and enure to the benefits of the parties hereto and their respective successors and permitted assigns. Nothing herein, express or implied, is intended to confer upon any person, other than the parties hereto and their respective successors and assigns, any rights, remedies, obligations or liabilities under or by reason of this Agreement.

6.7 Entire Agreement

This Agreement, the schedules referred to herein and the Amended and Restated Shareholders Agreement, together with any other documents delivered pursuant hereto and thereto, constitute the entire agreement between the parties hereto pertaining to the matters herein and therein set forth and supersede all prior agreements (including the Formation Agreement), whether oral or written, express or implied, with respect to the subject matter thereof. None of the parties hereto shall be bound or charged with any oral or written agreements, representations, warranties, statements, promises, information, arrangements or understandings not specifically set forth in this Agreement or the schedules or the other documents delivered pursuant hereto. The parties hereto further acknowledge and agree that, in entering into this Agreement and in delivering the schedules and such other documents, they have not in any way relied and will not in any way rely upon any oral or written agreements, representations, warranties, statements, promises, information, arrangements or understandings, express or implied, not specifically referenced or set forth in this Agreement or in such schedules or other documents.

6.8 Amendments

No modification or amendment to this Agreement may be made unless agreed to by the parties hereto in writing.

IN WITNESS WHEREOF the parties hereto have duly executed this Agreement as of the day and year first above written.

SCHEDULE "A"

Participating Brokers

Freedom International Brokerage Inc.

Shorcan Brokers Limited

Tullett & Tokyo Liberty Ltd.

Prebon Yamane (Canada) Ltd.

SCHEDULE "B"

Participating Dealers

Casgrain & Company Limited

CIBC World Markets Inc.

Deutsche Bank Securities Canada Inc.

J. P. Morgan Securities Canada Inc.

National Bank Financial Inc.

Merrill Lynch Canada Inc.

BMO Nesbitt Burns Inc.

RBC Capital Markets

Scotia Capital Inc.

TD Securities Inc.

SCHEDULE "C"

CanPX Inc. Constatng Documents

See attached.

SCHEDULE "D"

Quotation and Transactional Information to be provided to the Corporation

Brokers

- quotation information for all open bids and offers with respect to Designated Issues (including details as to type, issuer, coupon and maturity of security, best bid price, best ask price and total disclosed volume at such prices), to be provided in real time.

- details of trades of all Designated Issues (including details as to the type, issuer, series, coupon and maturity and price and time of the trade and the volume traded) to be provided in real time.

- details of trades of all Corporate Bonds (including details as to the type, issuer, class, series, coupon and maturity and price and time of the trade and, subject to the caps set out below, the volume traded) to be provided within one hour of the trade. If the total par value of a trade of an Investment Grade Corporate Bond is greater than Cdn.\$2 million, the trade details provided to the Corporation shall report the trade as "\$2 million+". If the total par value of a trade of a non-Investment Grade Corporate Bond is greater than Cdn.\$200,000, the trade details provided to the Corporation shall report the trade as "\$200,000+".

Dealers

- details of trades of all Corporate Bonds (including details as to the type, issuer, class, series, coupon and maturity and price and time of the trade and, subject to the caps set out below, the volume traded) to be provided within one hour of the trade. If the total par value of a trade of an Investment Grade Corporate Bond is greater than Cdn.\$2 million, the trade details provided to the Corporation shall report the trade as "\$2 million+". If the total par value of a trade of a non-Investment Grade Corporate Bond is greater than Cdn.\$200,000, the trade details provided to the Corporation shall report the trade as "\$200,000+".

Participating ATSS

- quotation information displayed on the ATS for all open bids and offers with respect to Total Market Issues (including details as to type, issuer, coupon and maturity of security, best bid price, best ask price and total disclosed volume at such prices) to be provided in real time.

- details of trades of all Designated Issues (including details as to the type, issuer, series, coupon and maturity and price and time of the trade and, subject to the caps set out below, the volume traded) to be

provided in real time. If the total par value of a trade of any Designated Issue is greater than Cdn.\$2 million, the trade details provided to the Corporation shall report the trade as "\$2 million+".

- details of trades of all Corporate Bonds (including details as to the type, issuer, class, series, coupon and maturity and price and time of the trade and, subject to the caps set out below, the volume traded) to be provided within one hour of the trade. If the total par value of a trade of an Investment Grade Corporate Bond is greater than Cdn.\$2 million, the trade details provided to the Corporation shall report the trade as "\$2 million+". If the total par value of a trade of a non-Investment Grade Corporate Bond is greater than Cdn.\$200,000, the trade details provided to the Corporation shall report the trade as "\$200,000+".

SCHEDULE "E"

Restricted Brokers

Intercapital Plc
Garban Plc
Tradition Brokers
Liberty Brokerage Inc.
Cantor Fitzgerald
GFI Brokers
Eurobrokers Inc.
Biggs Cowan

SCHEDULE "F"

Criteria for determining Corporate Bonds (to be reported to the Corporation)

The Corporation's Board of Directors shall designate, from time to time, certain Canadian dollar denominated debt securities issued by private sector corporations which shall be treated as "Corporate Bonds" for the purposes of this Agreement. The Board of Directors shall review this list (of approximately 20 debt instruments) on a regular basis and may revise the list upon written notice to all parties to the Agreement.

Corporate Bonds - Institutional Securities

Selection criteria with respect to institutional securities include trading volumes, whether bonds are included in domestic Canadian corporate bond indices and issue size (with a minimum issue size of Cdn.\$250 million). The Board will consider other factors to attempt to ensure that the list of Corporate Bonds includes bonds:

- issued by issuers among the major industrial groups of issuers;
- that are highly liquid (relative to comparables);
- that represent a majority of trade flow within the corporate bond markets;
- that, as between themselves, include short-term maturities, mid-term maturities and long term bonds;
- from each industry classification (with at least 2 from each such classification)

Corporate Bonds - Retail Focus

The Board shall endeavour to ensure that the list of Corporate Bonds includes private sector corporations that are represented in a major corporate bond index and that are relatively well known credits to retail investors. The Board will consider other factors, to attempt to ensure that the list of Corporate Bonds includes bonds with a term to maturity less than 5 years, that are priced at a discount and that are issued by well known corporations.

Currency: December 2001

Corporate Bonds

Issuer	Acronym	Coupon	Maturity
DaimlerChrysler	DCX	6.44%	04/03/2002
DaimlerChrysler	DCX	6.60%	06/03/2003
Bell Canada	B	6.25%	12/01/2003
DaimlerChrysler	DCX	6.60%	06/21/2004
Bell Canada	B	6.50%	05/09/2005
Canadian Pacific	CP	6.65%	06/01/2005
Hydro One	HYD	6.94%	06/03/2005
Bombardier	BBD	6.40%	12/22/2006
Westcoast Energy	W	5.70%	04/16/2008
Bell Canada	B	6.15%	06/15/2009
Alberta Energy	AEC	7.15%	12/17/2009
Enbridge Energy	ENB	6.80%	03/10/2010
Hydro One	HYD	7.15%	06/03/2010
Greater Toronto Airport Authority	GTAA	6.70%	07/19/2010
Royal Bank of Canada	RY	7.10%	01/25/2015
Bank of Nova Scotia	BNS	8.90%	06/20/2025
Loblaws Inc.	L	6.50%	01/22/2029
Bell Canada	B	6.55%	05/01/2029
Hydro One	HYD	7.35%	06/03/2030
Greater Toronto Airport Authority	GTAA	7.05%	06/12/2030

SCHEDULE "G"

(Section 4.3)

The following example illustrates the operation of the revenue allocation provisions under Section 4.3, where there are three classes of shares issued and outstanding (i.e., there is at least one Participating ATS):

ASSUMED FACTS:

Total Traded Volume

IDB Market	\$ 85 billion
Corporate Bond Market	\$ 10 billion
ATS Market	\$ 5 billion
	\$100 billion

and where: Net Corporate Sales Revenue is \$50 million

Allocation of Net Corporation Sales Revenue**IDB Market**

- 85% of \$50 million = \$42.5 million
- split 50/50 between Dealers and Brokers
- allocated to individual Dealers and Brokers on Proportionate Trading Share of Total Market Issues in IDB Market

Corporate Bond Market

- 10% of \$50 million = \$5 million
- allocated to relevant Dealers based on Proportionate Trading Share of Corporate Bonds in the Corporate Bond Market

ATS Market

- 5% of \$50 million = \$2.5 million
- split between Participating ATSs and those Dealers (as a group) who have executed trades on or through a Participating ATS
- that percentage of \$2.5 million as is equal to the percentage of trading activity in the ATS Market conducted by Dealers is allocated to relevant Dealers (as a group) and the resulting amount is allocated to relevant Dealers based on their Proportionate Trading Share in Total Market Issues in the ATS Market
- the balance of the \$2.5 million is allocated to Participating ATSs based on their Proportionate Trading Share in Total Market Issues in the ATS Market

SCHEDULE "H"

Form Of Accession To Agreement

To the Amended and Restated Formation Agreement entered into as of the 30th day of November, 2001 (the "Agreement") by and among the Brokers, Dealers and Participating ATs (as such terms are defined in the Agreement) and CanPX Inc.

AGREEMENT

THIS INSTRUMENT forms part of the Agreement, which Agreement permits execution by counterpart. The undersigned hereby acknowledge having received a copy of the said Agreement (attached hereto as Schedule 1) and having read the said Agreement in its entirety.

The undersigned hereby accedes voluntarily and readily to the Agreement and acknowledges and accepts that the terms and conditions thereof shall be binding upon the undersigned as if the undersigned had been an original party thereto.

IN WITNESS WHEREOF the undersigned has executed this instrument as of the _____ day of _____,

APPENDIX "B"

List of Designated Government Debt Securities and Corporate Debt Securities

Government of Canada

Bonds		Bills
5.75%	Jun-2003	Jan-17
5.00%	Dec-2003	Jan-31
6.00%	Sep-2005	Feb-14
5.75%	Sep-2006	Feb-28
5.50%	Jun-2010	Mar-14
6.00%	Jun-2011	Mar-28
8.00%	Jun-2023	Apr-11
5.75%	Jun-2029	Apr-25
8.50%	Apr-2002	May-09
5.75%	Jun-2002	May-23
5.50%	Sep-2002	Jun-06
6.00%	Dec-2002	Jun-20
7.25%	Jun-2003	Jul-04
5.25%	Sep-2003	Jul-18
7.50%	Dec-2003	Aug-15
6.50%	Jun-2004	Sep-12
5.00%	Sep-2004	Oct-10
9.00%	Dec-2004	Nov-07
8.75%	Dec-2005	Dec-05
7.00%	Dec-2006	Jan-03
7.25%	Jun-2007	
6.00%	Jun-2008	
10.00%	Jun-2008	
5.50%	Jun-2009	
9.50%	Jun-2010	
9.00%	Mar-2011	
5.25%	Jun-2012	
10.25%	Mar-2014	
11.25%	Jun-2015	
10.21%	Mar-2021	
8.00%	Jun-2027	
4.00%	Dec-2031	
5.75%	Jun-2033	

Provincial

Alberta	6.380%	2004
Alberta	5.000%	2008
Alberta	5.100%	2003
Alberta	5.750%	2004
Alberta	5.930%	2016
Alberta	7.500%	2005
Alberta	7.500%	2003
British Columbia Global	5.250%	2006

Request for Comments

British Columbia	5.700%	2029	Manitoba	5.850%	2011
British Columbia	5.750%	2029	Manitoba	6.250%	2005
British Columbia	5.750%	2012	Manitoba	6.620%	2007
British Columbia	6.000%	2008	Manitoba	7.875%	2003
British Columbia	6.150%	2027	Manitoba	8.500%	2013
British Columbia	6.250%	2009	Manitoba	9.370%	2004
British Columbia	6.350%	2031	New Brunswick	5.250%	2009
British Columbia	6.370%	2010	New Brunswick	5.650%	2028
British Columbia	7.500%	2014	New Brunswick	5.700%	2008
British Columbia	8.000%	2005	New Brunswick	5.800%	2011
British Columbia	8.000%	2023	New Brunswick	5.850%	2011
British Columbia	8.500%	2013	New Brunswick	6.000%	2017
British Columbia	9.000%	2002	New Brunswick	6.370%	2010
British Columbia	9.000%	2004	New Brunswick	6.750%	2017
British Columbia	9.000%	2024	New Brunswick	7.100%	2006
British Columbia	9.500%	2012	New Brunswick	7.500%	2005
British Columbia	9.500%	2022	New Brunswick	7.750%	2006
British Columbia	9.950%	2021	New Brunswick	8.000%	2003
British Columbia Global	7.750%	2003	New Brunswick	8.375%	2002
CMB	4.750%	2007	New Brunswick	8.500%	2013
CMB	5.527%	2006	New Brunswick	9.125%	2002
CMHC	5.000%	2003	Newfoundland	5.700%	2008
CMHC	5.100%	2003	Newfoundland	5.900%	2007
CMHC	5.500%	2002	Newfoundland	6.400%	2011
CMHC	5.750%	2004	Newfoundland	6.550%	2030
CMHC	6.250%	2005	Newfoundland	6.700%	2009
EDC	5.000%	2006	Newfoundland Hydro	5.050%	2006
EDC	5.500%	2004	Newfoundland Hydro	5.250%	2002
EDC	5.370%	2002	Newfoundland Hydro	6.650%	2031
EDC	5.500%	2009	Newfoundland Labrador Hydro	5.050%	2006
EDC	5.750%	2011			
EDC	6.200%	2010	Nova Scotia	5.100%	2003
FCR	5.000%	2003	Nova Scotia	5.400%	2009
FCR	5.200%	2007	Nova Scotia	6.600%	2031
FNQ	6.300%	2006	Ontario Hydro	5.370%	2003
Hydro Quebec	10.000%	2011	Ontario Hydro	5.600%	2008
Hydro Quebec	10.250%	2012	Ontario Hydro	8.250%	2026
Hydro Quebec	10.500%	2021	Ontario Hydro	8.900%	2022
Hydro Quebec	11.000%	2020	Ontario Hydro	9.000%	2025
Hydro Quebec	5.500%	2003	Ontario Hydro Global	5.600%	2008
Hydro Quebec	6.000%	2031	Ontario Hydro Global	9.060%	2002
Hydro Quebec	7.000%	2004	Ontario	4.870%	2004
Hydro Quebec	7.000%	2007	Ontario	5.200%	2007
Hydro Quebec	8.500%	2005	Ontario	5.700%	2008
Hydro Quebec Global	6.000%	2009	Ontario	5.900%	2006
Hydro Quebec Global	7.000%	2004	Ontario	6.100%	2010
Manitoba	10.000%	2011	Ontario	6.100%	2011
Manitoba	10.500%	2031	Ontario	6.125%	2007
Manitoba	5.100%	2006	Ontario	6.200%	2009
Manitoba	5.750%	2006	Ontario	6.200%	2031
Manitoba	5.750%	2008	Ontario	6.250%	2005

Ontario	6.500%	2029
Ontario	7.750%	2006
Ontario	8.000%	2003
Ontario	8.100%	2023
Ontario	8.250%	2005
Ontario	8.500%	2025
Ontario	9.000%	2004
Ontario	9.500%	2022
Ontario Global	5.600%	2008
Ontario Global	7.500%	2006
Ontario Global	8.000%	2003
Quebec	11.000%	2009
Quebec	5.250%	2002
Quebec	5.500%	2009
Quebec	6.000%	2029
Quebec	6.250%	2010
Quebec	6.250%	2032
Quebec	6.500%	2005
Quebec	6.500%	2007
Quebec	7.500%	2003
Quebec	7.750%	2006
Quebec	8.500%	2026
Quebec	9.000%	2003
Quebec	9.250%	2002
Quebec	9.370%	2023
Quebec Global	7.500%	2003
Quebec Global	9.370%	2023
Sask	4.750%	2006
Sask	6.150%	2010
Sask	6.250%	2007
Sask	6.400%	2031
Sask	9.500%	2004

Corporate Debt Securities

	Issuer	Acronym	Coupon	Maturity
1	DaimlerChrysler	DCX	6.44%	04/03/2002
2	DaimlerChrysler	DCX	6.60%	06/03/2003
3	Bell Canada	B	6.25%	12/01/2003
4	DaimlerChrysler	DCX	6.60%	06/21/2004
5	Bell Canada	B	6.50%	05/09/2005
6	Canadian Pacific	CP	6.65%	06/01/2005
7	Hydro One	HYD	6.94%	06/03/2005
8	Bombardier	BBD	6.40%	12/22/2006
9	Westcoast Energy	W	5.70%	04/16/2008
10	Bell Canada	B	6.15%	06/15/2009
11	Alberta Energy	AEC	7.15%	12/17/2009
12	Enbridge Energy	ENB	6.80%	03/10/2010
13	Hydro One	HYD	7.15%	06/03/2010
14	Greater Toronto Airport Authority	GTAA	6.70%	07/19/2010
15	Royal Bank of Canada	RY	7.10%	01/25/2015
16	Bank of Nova Scotia	BNS	8.90%	06/20/2025
17	Loblaws Inc.	L	6.50%	01/22/2029
18	Bell Canada	B	6.55%	05/01/2029
19	Hydro One	HYD	7.35%	06/03/2030
20	Greater Toronto Airport Authority	GTAA	7.05%	06/12/2030

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

Exempt Financings

The Ontario Securities Commission reminds issuers and other parties relying on exemptions that they are responsible for the completeness, accuracy, and timely filing of Forms 45-501F1 and 45-501F2, and any other relevant form, pursuant to section 72 of the *Securities Act* and OSC Rule 45-501 ("Exempt Distributions").

Reports of Trades Submitted on Form 45-501F1

<u>Trans. Date</u>	<u>Purchaser</u>	<u>Security</u>	<u>Price (\$)</u>	<u>Amount</u>
27Dec01		1497334 Ontario Inc. - Series 1 Preferred Shares and Common Shares	4,788,001	2,640,613, 100 Resp.
13Dec01	BEC Inc.	Accordion Networks, Inc. - Series C Preferred Stock	250,000	250,000
31Dec01	Stuart Laslop and Mark Baker	ADA Three Limited Partnership - Units	117,356	4,796
31Dec01	Sandusky Farms Ltd. and Van Gorp Farms Inc.	ADA Diversified Futures Limited Partnership - Units	40,000	1,718
28Dec01	5 Purchasers	Advantex Marketing International Inc. - Common Shares	2,000,000	8,000,000
24Dec01	3 Purchasers	Afton Food Group Ltd. - Convertible 15% Unsecured Subordinated Debentures	\$1,500,000	\$1,500,000
31Dec01		AGII Growth Fund - Trust Units	224,000	30,613
18Dec01	National Bank Financial Inc.	Apollo Trust - 4.90% Series C Subordinated Bond	\$1,200,000	\$1,200,000
14Dec01	1196659 Ontario Limited	Arrow Global MultiManager Fund - Class A Trust Units	126,616	12,738
21Dec01		Arrow Global MultiManager II Fund - Class I Trust Units	3,069,007	30,617
14Dec01	Bernard Portis	Arrow Goodwood Fund - Class A Trust Units	49,250	4,708
21Dec01		Arrow Goodwood Fund - Class A Trust Units	150,000	14,312
21Dec01		Arrow North American MultiManager Fund - Class A Units	50,000	5,015
14Dec01	George Buckley	Arrow North American MultiManager Fund - Class A Units	135,815	13,732
31Dec01		Aurora Platinum Corp. - Flow-Through Units	450,000	150,000
24Dec01		Burgundy Japan Fund -	200,000	13,768
28Dec01		Canabrava Diamond Corporation - Non-Flow Through Units and Flow Through Shares	40,000, 200,000	160,000, 800,000 Resp.
28Dec01	5 Purchasers	Canadian 88 Energy Corp. - Flow-Through Common Shares	5,009,500	2,330,000
31Dec01	5 Purchasers	Candor Ventures Corp. - Common Shares	270,000	1,883,373
28Dec01	Eleuterra Investment Management - First Wave Inc.	Case Resources Inc. - Common Shares	150,000	750,000

Notice of Exempt Financings

<u>Trans.</u>	<u>Date</u>	<u>Purchaser</u>	<u>Security</u>	<u>Price (\$)</u>	<u>Amount</u>
	19Dec01	McCutcheon Comber Investment Management Inc. and Yorkton Asset Management	Castle River Resources Ltd. -	450,000	450,000
	28Dec01	Dynamic Venture Opportunities Fund Ltd.	CencoTech Inc. - Debentures	1,000,000	1,000,000
	31Dec01	12 Purchasers	CGX Energy Inc. - Common Shares Issued on a Flow-Through basis	324,340	559,206
	21Dec01	3 Purchasers	Claude Resources Inc. - Common Shares	1,375,220	2,500,000
	31Dec01		Commonfund Capital New Leaders II, L.P. - Limited Partnership Interest	2,500,000	2,500,000
	31Dec01		Commonfund Capital International Partners IV, L.P. - Limited Partnership Interest	4,000,000	4,000,000
	31Dec01		Commonfund Capital Venture Partners VI, L.P. - Limited Partnership Interest	6,000,000	6,000,000
	21Dec01	Augen Limited Partnership VII	Connacher Oil and Gas Limited - Flow-Through Common Shares	71,000	236,667
	24Dec01	Canada Dominion Resources LP VIII, NCE Flow-Through (2001-2) Limited Partnership and 3014649 Canada Inc.	Corridor Resources Inc. - Special Warrants	1,525,000	762,500
	21Dec01	6 Purchasers	CryoCath Technologies Inc. - Special Warrants	10,149,300	1,449,900
	24Dec01	Ontario Municipal Employees Retirement Board and Kilmer Van Nostrand Co. Limited	Crystallex International Corporation - Units	6,999,999	3,111,111
	20Dec01	Canadian Dominion Resources LP VII and CMP 2001 II Resource Limited	Cumberland Resources Ltd. - Flow-Through Common Shares	1,003,000	1,180,000
	20Nov01		Dentsu Inc. - Common Stock	81,860	15
	20Dec01	Gretchen Ross and Helen Clarke	Dotcom 2000 Inc. - Common Shares	389,630	3,896,300
	21Dec01	GATX/MM Venture Finance Partnership	DragonWave Inc. - Units	2,774,275	2,774,275
	19Dec01	Elliot & Page Limited and TD Asset Management Inc.	Dynegy Inc. - Class A Common Stock	398,918	12,500
	20Dec01	CMP II Resource Limited Partnership	Eastmain Resources Inc. - Flow-Through Common Shares	500,000	2,000,000
	20Dec01	6 Purchasers	Elk Point Resources Inc. - Common Shares	5,187,500	1,250,000
	01Jan01to 30Jun01		Emerald Balanced Fund -	16,656,446	16,656,446
	01Jan01to 30Jun01		Emerald Canadian Bond Index Fund -	40,815,117	40,815,117
	01Jan01to 30Jun01		Emerald Canadian Equity Index Fund -	66,066,165	66,066,165
	01Jan01to 30Jun01		Emerald Canadian Short Term Investment Fund -	6,910,202	6,910,202
	01Jan01to 30Jun01		Emerald International Equity Index Fund -	7,538,987	7,538,987
	01Jan01to 30Jun01		Emerald U.S. Market Index Fund -	12,721,391	12,721,391
	19Dec01		Equatorial Energy Inc. - Common Shares Issued on a Flow-Through basis	2,300,000	1,150,000
	14Dec01		Equity International Investment Trust - Units In a Unit Trust	1,381	477
	04Dec01		Excalibur Limited Partnership - Limited Partnership Units	US\$3,102,457	23
	28Dec01		First Leaside Developments Limited Partnership - Limited Partnership Units	1,132,222	712

Notice of Exempt Financings

<u>Trans.</u>	<u>Date</u>	<u>Purchaser</u>	<u>Security</u>	<u>Price (\$)</u>	<u>Amount</u>
	14Dec01		Fleming Canada Offshore Select Trust - Units In Unit Trust	213	3,756
	31Dec01	Covington Fund II Inc.	Forte Lubricants Inc. - Voting Convertible Class A Preference Shares	5,000,000	2,775,000
	31Dec01	GE Capital Information Technology Solutions Inc.	GEDR Acquisition Corp. - Common Shares and Promissory Note	US\$3,000,000 US\$3,000,000	US\$3,000,000, US\$3,000,000 Resp.
	21Dec01		Geomaque Explorations Ltd. - Common Shares	473,294	8,385,888
	28Dec01	OTPPB DLJ	Glencoe Capital Partners III, L.P. - Limited Partnership Interests	48,252,000	1
	20Dec01	State Street Trust Company Canada and The Governing Council of the University of Toronto	Global Private Equity IV-A Limited Partnership - Limited Partnership Interest	47,325,000	47,325,000
	30Nov01 to 01Jan01		Goldman Sachs Mutual Fund -	7,917,400	515,432
	20Dec01	Canada Pension Plan Investment Board	GPE IV CPP Investment Board Co-Investment Limited Partnership - Limited Partnership Interest	157,750,000	157,750,000
	31Dec01	7 Purchasers	Great Lakes Power Limited - 4.58% First Mortgage Bonds, Series 5 due June 16, 2003	150,000,000	150,000,000
	31Dec01	46 Purchasers	Greentree Gas & Oil Ltd. - Flow-Through Common Shares	774,939	397,405
	18Dec01	De Novo Capital	Handspring, Inc. - Common Stock	43,271	5,000
	21Dec01	Royal Bank of Canada	IE-Engine Inc. - Series A Convertible Preferred Stock	3,159,999	9,482,268
	21Dec01		Imark Corporation - Units	105,000	6
	14Dec01	Ardesic Corporation	iMedium, Inc. - Series C-2 Preferred Stock	1,430,000	6,506,181
	10Dec01	TriNorth Capital Inc.	Intelligent Mechatronic Systems Inc. - Convertible Preferred Shares	500,000	500,000
	24Dec01	Falconbridge Limited	Intrepid Minerals Corporation - Units	150,000	375,000
	31Dec01	5 Purchasers	Intrepid Minerals Corporation - Units	150,000	750,000
	04Dec01	7 Purchasers	KeyWest Energy Corporation - Common Shares	3,150,000	1,575,000
	20Dec01	7 Purchasers	Kicking Horse Resources Ltd. - Flow-Through and Common Shares	227,980	332,829
	28Dec01	5 Purchasers	Kinetic Energy Inc. - Flow-Through Common Shares	1,025,000	10,250,000
	30Nov01	Miles Santo and Associates Inc.	Landmark Global Opportunities Fund - Units	50,299	475
	06Dec01	Elliott & Page Limited and Goodman & Co.	Lawson Software, Inc. - Shares	376,922	17,500
	21Dec01		Lexxor Energy Inc. - Common Shares	425,700	236,500
	28Dec01		Majescor Resources Inc. - Units	500,000	833,334
	21Dec01	NB Capital Partners Venture Nominee Inc.	Maximum Throughput Inc. - Class A Preferred Shares	2,497,709	2,199,075
	27Dec01	3 Purchasers	Meriton Networks Canada Inc. - Exchangeable Shares	7,988,500	10,000,050
	27Dec01	Skylon Capital Corp.	Meriton Networks Inc. - Special Voting Stock	2	1
	20Dec01	Delaney Capital Management Ltd.	Mirant Corporation - Common Stock	540,260	25,000
	26Nov01		Mobile Satellite Ventures LP - Common Units	US\$100	6,636,481
	28Dec01	5 Purchasers	Moore Corporation Limited - Common Shares	22,476,460	1,650,000

Notice of Exempt Financings

<u>Trans.</u>	<u>Date</u>	<u>Purchaser</u>	<u>Security</u>	<u>Price (\$)</u>	<u>Amount</u>
	28Dec01	10 Purchasers	NB Capital Mezzanine Fund II, L.P. - Class A Limited Partnership Interests	1,320,000	1,320,000
	28Dec01	13 Purchasers	NB Capital Venture Fund, L.P. - Class A Limited Partnership Interests	2,890,000	2,890,000
	03Jan01	Phillip Anthony Hermans	Negociar I Investments Limited Partnership - Limited Partnership Units	50,000	5
	31Dec01	7 Purchasers	Negociar I Investments Limited Partnership - Limited Partnership Units	520,000	52
	21Dec01	4 Purchasers	Northern Financial Corporation - Units	470,780	117,695
	28Dec01	18 Purchasers	Northgate Exploration Limited - Unit Special Warrants and Flow-Through Special Warrants	18,239,980, 5,159,600	14,476,175, 3,685,429 Resp.
	21Dec01	MRF 2001 Limited Partnership and MRF 2001 II Limited Partnership	Olympia Energy Inc. - Flow-Through Common Shares	4,000,000	4,000,000
	28Dec01	3 Purchasers	OPTI Canada Inc. - Class A Common Shares	2,500,000	225,000
	20Dec01	Royal Bank of Canada	Optovation Corp. - Series B Preferred Stock	4,739,100	4,739,100
	31Dec01	11 Purchasers	Outlook Resources Inc. - Flow-Through Shares	67,000	670,000
	19Dec01	The Ottawa Biotechnology Innovation Fund Inc.	ParaTech Therapeutics Inc. - Convertible Promissory Notes	\$1,000,000	\$1,000,000
	29Dec01	CMP 2001 II Resource Limited Partnership	Patrician Consolidated Gold Mines Ltd. - Flow-Through Common Shares	120,000	600,000
	21Dec01	Hospital of Ontario Pension Plan	Paul Capital Partners VII-C (Canada), L.P. - Limited Partnership Interest	51,514,054	51,514,054
	21Dec01	Paul Capital Partners VII-C (Canada), L.P.	Paul Capital Partners VII-C, L.P. - Limited Partnership Interest	51,514,054	51,514,054
	28Dec01	Archie Chung, Peter Jarcew and Linda Tse	Pele Mountain Resources Inc. - Common Shares	35,000	140,000
	18Dec01	VentureLink Fund Inc. and Dynex Capital Limited Partnership	Performance Plants Inc. - Class A Preferred Shares	2,600,000	2,600,000
	27Nov01		Plasma Environmental Technologies Inc. - Units	48,000	320,000
	21Dec01	3 Purchasers	Platinum Group Metals Ltd. - Flow-Through Common Shares	250,000	1,000,000
	04Jan02	Borden ladner Gervais	Prescient NeuroPharma Inc. - Common Shares	65,000	103,175
	03Jan02	Biovail Corporation	Procyon Biopharma Inc. - Series I First Preferred Shares	4,000,000	4,000,000
	18Dec01	Clarica Life Insurance Company	QSPE-VFC Trust - 12.00% Junior Subordinated Note	\$1,000,000	\$1,000,000
	31Dec01		Queenston Manor Limited Partnership - Class C Limited Partnership Units	56,250	75
	20Dec01	Augen Limited Partnership VII	Questerre Energy Corporation - Flow-Through Class A Common Shares	70,400	22,000
	31Dec01		Qwest Energy (2001) Limited Partnership - Units	627,000	25,080
	21Dec01	RBC Dominion Securities Inc.	Ramezay Investments Corporation - Exchangeable Debentures, due 2026	\$112,500,000	\$112,500,000
	27Dec01	RN Inversiones, S.A. and CMTC Nominee, N.V.	Rio Narcea Gold Mines Limited - Common Shares	5,569,198	8,567,997
	27Dec01	RN Inversiones, S.A. and CMTC Nominee, N.V.	Rio Narcea Gold Mines Limited - Shares	2,784,599	4,283,999
	31Dec01	4 Purchasers	River Gold Mines Ltd. - Flow-Through Common Shares	2,000,000	1,000,000
	31Dec01	Marc Levesque	Royal Sovereign Exploration Inc. - Flow-Through Shares	6,000	10,000

Notice of Exempt Financings

<u>Trans.</u>	<u>Date</u>	<u>Purchaser</u>	<u>Security</u>	<u>Price (\$)</u>	<u>Amount</u>
	27Dec01	SHAAE (2001) Master Limited Partnership	Sentinel Hill No. 227 Limited Partnership - Class A Units	23,695,788	1,462
	27Dec01	SHAAE (2001) Master Limited Partnership	Sentinel Hill No. 232 Limited Partnership - Class A Limited Partnership Units	5,025,506	5,025
	28Dec01	SHAAE (2001) Master Limited Partnership	Sentinel Hill No. 258 Limited Partnership - Class A Units	3,048,386	188
	27Dec01	SHAAE (2001) Master Limited Partnership	Sentinel Hill No. 208 Limited Partnership - Class A Limited Partnership Units	8,153,794	8,153
	21Dec01	SHAAE (2001) Master Limited Partnership	Sentinel Hill No. 243 Limited Partnership - Class A Units	11,960,087	738
	21Dec01	SHAAE (2001) Master Limited Partnership	Sentinel Hill No. 89 Limited Partnership - Class A Units	9,087,876	560
	27Dec01	SHAAE (2001) Master Limited Partnership	Sentinel Hill No. 226 Limited Partnership - Class A Units	4,160,143	256
	20Dec01	SHAAE (2001) Master Limited Partnership	Sentinel Hill No. 52 Limited Partnership - Class A Limited Partnership Units	19,765,925	19,765
	21Dec01	SHAAE (2001) Master Limited Partnership	Sentinel Hill No. 260 Limited Partnership - Class A Limited Partnership Units	5,340,801	5,340
	27Dec01	SHAAE (2001) Master Limited Partnership	Sentinel Hill No. 232 Limited Partnership - Class A Limited Partnership Units	3,400,411	3,400
	21Dec01	SHAAE (2001) Master Limited Partnership	Sentinel Hill No. 239 Limited Partnership - Class Limited Partnership Units	3,090,392	3,090
	27Dec01	SHAAE (2001) Master Limited Partnership	Sentinel Hill No. 247 Limited Partnership - Class A Units	5,514,901	340
	21Dec01	SHAAE (2001) Master Limited Partnership	Sentinel Hill No. 244 Limited Partnership - Class A Limited Partnership Units	11,126,010	11,126
	21Dec01	SHAAE (2001) Master Limited Partnership	Sentinel Hill No. 244 Limited Partnership - Class A Limited Partnership Units	12,763,142	12,763
	21Dec01	SHAAE (2001) Master Limited Partnership	Sentinel Hill No. 246 Limited Partnership - Class A Units	12,731,920	785
	21Dec01	54 Purchasers	SHAAE (2001) Master Limited Partnership - Limited Partnership Units	16,069,914	991
	21Dec01	14 Purchasers	SHAAE (2001) Master Limited Partnership - Limited Partnership Units	6,520,500	402
	28Dec01	The VenGrowth II Investment Fund Inc.	SiGe Semiconductor Inc. - Class B Preferred Shares	7,951,001	1,343,364
	03Jan01	Brian Shaw	Silvercreek Limited Partnership - Units in a Limited Partnership	2,007,424	47
	29Nov01		SimEx Inc. - Series I Convertible Debentures	500,000	500,000
	28Dec01	Canada Dominion Resources Limited Partnership VII and Canada Dominion Resources Limited Partnership VIII	Southern Resources Limited - Units	2,100,000	700,000
	28Dec01	8 Purchasers	St Andrew Goldfields Ltd. - Flow-Through Common Shares	183,900	1,226,000
	21Dec01		Stake Technology Ltd. - Common Shares	7,590,000	2,300,000
	28Dec01	NBC Clearing Services	Surge Petroleum Inc. - Flow-Through Shares	300,000	750,000
	19Dec01	35 Purchasers	Tempest Energy Corp. - Special Shares	4,000,001	1,066,667
	30Nov01	Miles Santo and Associates Inc.	Trident Global Opportunities Fund - Units	50,299	472
	19Dec01	3 Purchasers	Ultravision Corporation - Secured Series A Convertible Debentures	\$647,786	\$647,786
	28Dec01	28 Purchasers	WATT Energy Limited Partnership - Series A Units	744,000	744
	28Dec01		Welton Energy Limited - Flow-Through Common Shares	590,000	59,000
	28Dec01		Wimberly Apartments Limited Partnership - Limited Partnership Units	1,056,731	1,329,054

Notice of Exempt Financings

<u>Trans. Date</u>	<u>Purchaser</u>	<u>Security</u>	<u>Price (\$)</u>	<u>Amount</u>
28Dec01	CMP 2001 II Resource Limited Partnership	Wolfden Resources Inc. - Common Shares	200,000	571,430
20Dec01	Canada Pension Plan Investment Board	Global Private Equity IV Limited Partnership - Limited Partnership Interest	157,750,000	157,750,000

Resale of Securities - (Form 45-501F2)

<u>Date of Trade</u>	<u>Date of Orig. Purchase</u>	<u>Seller</u>	<u>Security</u>	<u>Price (\$)</u>	<u>Amount</u>
20Dec01		Kicking Horse Resources Ltd.	Kicking Horse Resources Ltd. - Flow-Through Common Shares and Common Shares	197,980,30,000	282,829,50,000 Resp.
21Dec01		Imark Corporation	Imark Corporation - Units	105,000	6

Notice of Intention to Distribute Securities and Accompanying Declaration under Section 2.8 of Multilateral Instrument 45-102 Resale of Securities - Form 45-102F3

<u>Seller</u>	<u>Security</u>	<u>Amount</u>
Brompton Financial Limited	Acclaim Energy Trust - Trust Units	715,513
Ontario Teachers' Pension Plan Board	AT&T Canada Inc. - Class B Deposit Receipt	6,669,162
Carr, Michael	Bitterroot Resources Ltd. - Common Shares	1,000,000
Melnick, Larry	Champion Natural Health.com Inc. - Subordinate Voting Shares and Multiple Voting Shares	19,765,100,000 Resp.
Estill, James A.	EMJ Data Systems Ltd. - Common Shares	16,200
Estill Holdings Limited	EMJ Data Systems Ltd. - Common Shares	1,244,500
Estill R. Glen	EMJ Data Systems Ltd. - Common Shares	24,000
Kingsfield Holdings Limited	Extendicare Inc. - Multiple Voting Shares	55,000
Kingsfield Investments Limited	Extendicare Inc. - Multiple Voting Shares	43,000
Taronga Holdings Limited	Extendicare Inc. - Multiple Voting Shares	43,000
Xenolith Gold Limited	Kookaburra Resources Ltd. - Common Shares	1,893,700
Faye, Michael R.	Spectra Inc. - Common Shares	350,000

Chapter 9
Legislation

THERE IS NO MATERIAL FOR THIS CHAPTER
IN THIS ISSUE

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Chapter 11

IPOs, New Issues and Secondary Financings

Issuer Name:

Canadian Superior Energy Inc.
Principal Regulator - Alberta

Type and Date:

Preliminary Prospectus dated January 10th, 2002
Mutual Reliance Review System Receipt dated January 11th, 2002

Offering Price and Description:

10,106,874 Common Shares issuable upon the exercise of
6,916,809 Flow-Through Special Warrants
and 3,190,065 Common Special Warrants

Underwriter(s) or Distributor(s):

Octagon Capital Corporation
Jennings Capital Inc.
Maison Placements Canada Inc.
Brant Securities Limited

Promoter(s):

-

Project #414507

Issuer Name:

Emissary Canadian Equity Fund
Emissary Canadian Fixed Income Fund
Emissary Money Market Fund (Formerly Opus 2 Canadian
Money Market Fund)
Emissary U.S. Growth Fund
Emissary U.S. Value Fund
Emissary U.S. Small Cap Fund
Emissary Foreign Equity (E.A.F.E.) Fund
Emissary Global Equity (RSP) Fund
Principal Regulator - Ontario

Type and Date:

Preliminary Simplified Prospectuses dated January 14th, 2002
Mutual Reliance Review System Receipt dated January 15th, 2002

Offering Price and Description:

Mutual Fund Securities Net Asset Value

Underwriter(s) or Distributor(s):

Opus 2 Securities Inc.

Promoter(s):

Opus 2 Securities Inc.

Project #414690

Issuer Name:

Envest Diversified Income Trust
Principal Regulator - Alberta

Type and Date:

Preliminary Short Form Prospectus dated January 14th, 2002
Mutual Reliance Review System Receipt dated January 15th, 2002

Offering Price and Description:

Offering of Rights to Subscribe for Units Subscription Price: 4
Rights and \$ * per Unit

The Subscriptions Price is *% of the Net Asset Value per Unit
on January * , 2002

Underwriter(s) or Distributor(s):

Research Capital Corporation

Promoter(s):

-

Project #414745

Issuer Name:

Infowave Software, Inc.
Principal Regulator - British Columbia

Type and Date:

Preliminary Prospectus dated January 11th, 2002
Mutual Reliance Review System Receipt dated January 11th, 2002

Offering Price and Description:

\$23,777,520 - 34,121,289 Common Shares and 17,060,644
Purchase Warrants to be issued upon the exercise of
34,121,289 previously issued Special Warrants

Underwriter(s) or Distributor(s):

Canaccord Capital Corporation

Promoter(s):

-

Project #414532

Issuer Name:

Intergold Ltd.
Principal Regulator - Alberta

Type and Date:

Preliminary Prospectus dated January 11th, 2002
Mutual Reliance Review System Receipt dated January 11th, 2002

Offering Price and Description:

\$968,250 - 645,500 Class A Common Shares issuable upon the

exercise of Special Warrants @ \$1.50 per Special Warrant

Underwriter(s) or Distributor(s):

-

Promoter(s):

-

Project #414578

Issuer Name:

Rogers Cable Inc.
Principal Regulator - Ontario

Type and Date:

Preliminary Prospectus dated January 16th, 2002
Mutual Reliance Review System Receipt dated January 16th, 2002

Offering Price and Description:

\$* - * % Senior (Secured) Second Priority Notes due 2007

Underwriter(s) or Distributor(s):

TD Securities Inc.
Scotia Capital Inc.
RBC Dominion Securities Inc.
CIBC World Markets Inc.
BMO Nesbitt Burns Inc.
National Bank Financial Inc.
J.P. Morgan Securities Canada Inc.
Salomon Smith Barney Canada Inc.

Promoter(s):

-

Project #415103

Issuer Name:

Rogers Sugar Income Fund
Principal Regulator - British Columbia

Type and Date:

Preliminary Short Form Prospectus dated January 11th, 2002
Mutual Reliance Review System Receipt dated January 11th, 2002

Offering Price and Description:

\$85,000,000 - 85,000 Subscription Receipts, each representing the right to receive \$1,000.00 principal amount of 9.5% Convertible Unsecured Subordinated Debentures

Underwriter(s) or Distributor(s):

CIBC World Markets Inc.
Scotia Capital Inc.
TD Securities Inc.
National Bank Financial Inc.
Banc of America Securities Canada Co.

Promoter(s):

-

Project #414463

Issuer Name:

Canadian Anaesthetists' Mutual Accumulating Fund Limited
Principal Regulator - Ontario

Type and Date:

Amendment #1 dated December 20th, 2001 to Simplified Prospectus and Annual Information Form dated January 12th, 2002
Mutual Reliance Review System Receipt dated 7th day of January, 2002

Offering Price and Description:

Mutual Fund Securities Net Asset Value

Underwriter(s) or Distributor(s):

-

Promoter(s):

Project #311970

Issuer Name:

GGOF Alexandria Canadian Balanced Fund
GGOF Alexandria Canadian Growth Fund
Principal Regulator - Ontario

Type and Date:

Amendment #1 dated January 9th, 2002 to Simplified Prospectus and Annual Information Form dated September 24th, 2001
Mutual Reliance Review System Receipt dated 16th day of January, 2002

Offering Price and Description:

Mutual Fund Securities Net Asset Value

Underwriter(s) or Distributor(s):

Guardian Group of Funds Ltd.
Greystone Managed Investments Ltd.

Promoter(s):

Guardian Group of Funds Ltd.

Project #377100

Issuer Name:

GGOF Alexandria Canadian Growth Fund
Principal Regulator - Ontario

Type and Date:

Amendment #1 dated January 9th, 2002 to Simplified Prospectus and Annual Information Form dated December 12th, 2001
Mutual Reliance Review System Receipt dated 16th day of January, 2002

Offering Price and Description:

Mutual Fund Securities Net Asset Value

Underwriter(s) or Distributor(s):

Guardian Group of Funds Ltd.

Promoter(s):

Guardian Group of Funds Ltd.

Project #402625

Issuer Name:

RBC Advisor U.S. Equity Class
RBC Advisor Short-Term Income Class
RBC Advisor Global Titans Class
RBC Advisor Global Technology Class
RBC Advisor Global Small Cap Equity Class
RBC Advisor Global Resources Class
RBC Advisor Global Infrastructure Class
RBC Advisor Global Health Sciences Class
RBC Advisor Global Financial Services Class
RBC Advisor Global Consumer Trends Class
RBC Advisor Global Communications and Media Class
RBC Advisor Global Balanced Class
RBC Advisor Emerging Markets Equity Class
(Series A and F Shares)
RBC Advisor Blue Chip Canadian Equity Fund
RBC Advisor Global High Yield Fund
RBC Advisor Canadian Bond Fund
(formerly DS Premier Canadian Bond Portfolio)
(Series A and F Units)
Principal Regulator - Ontario

Type and Date:

Amendment #2 dated January 7th, 2002 to Simplified
Prospectus and Annual Information Form dated
October 15th, 2001
Mutual Reliance Review System Receipt dated 11th day of
January, 2002

Offering Price and Description:

Underwriter(s) or Distributor(s):

RBC Dominion Securities Inc.

Promoter(s):

Royal Mutual Funds Inc.

Project #381599

Issuer Name:

Royal Canadian Bond Index Fund
Royal U.S. RSP Index Fund
Royal U.S. Index Fund
Royal Premium U.S. Index Fund
Royal Premium Canadian Index Fund
Royal International RSP Index Fund
Royal Canadian Index Fund
Principal Regulator - Ontario

Type and Date:

Amendment #1 dated January 7th, 2002 to Simplified
Prospectus and Annual Information Form dated
September 5th, 2001
Mutual Reliance Review System Receipt dated 14th day of
January, 2002

Offering Price and Description:

Mutual Fund Securities Net Asset Value

Underwriter(s) or Distributor(s):

Royal Mutual Funds Inc.

Promoter(s):

Royal Mutual Funds Inc.

Project #378646

Issuer Name:

Royal Global Titans Fund
Royal Global Technology Sector Fund
Royal Global Resources Sector Fund
Royal Global Infrastructure Sector Fund
Royal Global Health Sciences Sector Fund
Royal Global Financial Services Sector Fund
Royal Global Consumer Trends Sector Fund
Royal Global Communications and Media Sector
Royal e-Commerce Fund
Royal Global Education Fund
Royal Canadian Value Fund
Royal Balanced Growth Fund
O'Shaughnessy U.S. Value Fund
O'Shaughnessy U.S. Growth Fund
O'Shaughnessy Canadian Equity Fund
Royal Monthly Income Fund
Royal Premium Money Market Fund
Royal U.S. Mid-Cap Equity Fund
Royal Global Balanced Fund
Royal Mortgage Fund
Royal Dividend Fund
Royal Canadian Money Market Fund
Royal Canadian Equity Fund
Royal Global Bond Fund
Royal Bond Fund
Royal U.S. Equity Fund
Royal Select Income Portfolio
Royal Select Growth Portfolio
Royal Select Balanced Portfolio
Royal \$U.S. Money Market Fund
Royal Precious Metals Fund
Royal Life Science and Technology Fund
Royal Latin American Fund
Royal Japanese Stock Fund
Royal International Equity Fund
Royal European Growth Fund
Royal Energy Fund
Royal Canadian Small Cap Fund
Royal Canadian Growth Fund
Royal Balanced Fund
Royal Asian Growth Fund
Royal Canadian T-Bill Fund
Principal Regulator - Ontario

Type and Date:

Amendment #1 dated January 7th, 2002 to Simplified
Prospectus and Annual Information Form dated
July 17th, 2001
Mutual Reliance Review System Receipt dated 11th day of
January, 2002

Offering Price and Description:

Mutual Fund Securities Net Asset Value

Underwriter(s) or Distributor(s):

Royal Mutual Funds Inc.

Promoter(s):

Royal Mutual Funds Inc.

Project #368087

Issuer Name:

Royal Select Choices Aggressive Growth Portfolio
Royal Select Choices Growth Portfolio
Royal Select Choices Balanced Portfolio
Royal Select Choices Income Portfolio
Principal Regulator - Ontario

Type and Date:

Amendment #1 dated January 7th, 2002 to Simplified Prospectus and Annual Information Form dated May 25th, 2001
Mutual Reliance Review System Receipt dated 14th of January, 2002

Offering Price and Description:

Mutual Fund Securities Net Asset Value

Underwriter(s) or Distributor(s):

Royal Mutual Funds Inc.

Promoter(s):

Royal Mutual Funds Inc.

Project #346662

Issuer Name:

BIOSCRYPT INC.
Principal Regulator - Ontario

Type and Date:

Final Prospectus dated January 11th, 2002
Mutual Reliance Review System Receipt dated 14th day of January, 2002

Offering Price and Description:

-

Underwriter(s) or Distributor(s):

National Bank Financial Inc.
Paradigm Capital Inc.
TD Securities Inc.
Raymond James Ltd.

Promoter(s):

-

Project #408147

Issuer Name:

CANADIAN MEDICAL DISCOVERIES FUND INC.
Principal Regulator - Ontario

Type and Date:

Final Prospectus dated January 7th, 2002
Mutual Reliance Review System Receipt dated 10th day of January, 2002

Offering Price and Description:

-

Underwriter(s) or Distributor(s):

-

Promoter(s):

-

Project #398239

Issuer Name:

Dynamic Venture Opportunities Fund Ltd.

Type and Date:

Final Prospectus dated January 7th, 2002
Receipt dated 11th day of January, 2002

Offering Price and Description:

-

Underwriter(s) or Distributor(s):

-

Promoter(s):

-

Project #408516

Issuer Name:

First Ontario Labour Sponsored Investment Fund Ltd.

Type and Date:

Final Prospectus dated January 11th, 2002
Receipt dated 16th day of January, 2002

Offering Price and Description:

-

Underwriter(s) or Distributor(s):

Promittere Securities Limited

Promoter(s):

-

Project #410655

Issuer Name:

MKS Inc.

Type and Date:

Final Prospectus dated January 16th, 2002
Receipt dated 16th day of January, 2002

Offering Price and Description:

-

Underwriter(s) or Distributor(s):

-

Promoter(s):

Project #412008

Issuer Name:

Manhattan Minerals Corp.
Principal Regulator - British Columbia

Type and Date:

Final Prospectus dated January 11th, 2002
Mutual Reliance Review System Receipt dated 14th day of January, 2002

Offering Price and Description:

-

Underwriter(s) or Distributor(s):

National Bank Financial Inc.
Dundee Securities Corporation

Promoter(s):

-

Project #403738

Issuer Name:

VentureLink Fund Inc.

Type and Date:

Final Prospectus dated January 10th, 2002

Receipt dated 16th day of January, 2002

Offering Price and Description:

-

Underwriter(s) or Distributor(s):

-

Promoter(s):

TCU Sponsor Inc.

VentureLink Partners Inc.

Project #407548

Issuer Name:

Canadian Utilities Limited

Principal Regulator - Alberta

Type and Date:

Final Short Form Shelf Prospectus dated January 11th, 2002

Mutual Reliance Review System Receipt dated 11th day of

January, 2002

Offering Price and Description:

-

Underwriter(s) or Distributor(s):

-

Promoter(s):

-

Project #410842

Issuer Name:

NAV CANADA

Principal Regulator - Ontario

Type and Date:

Final Short Form Shelf Prospectus dated January 11th, 2002

Mutual Reliance Review System Receipt dated 11th day of

January, 2002

Offering Price and Description:

-

Underwriter(s) or Distributor(s):

-

Promoter(s):

-

Project #410137

Issuer Name:

Suncor Energy Inc.

Principal Regulator - Alberta

Type and Date:

Final Short Form MJDS Shelf Prospectus dated January 10th, 2002

Mutual Reliance Review System Receipt dated 10th day of January, 2002

Offering Price and Description:

-

Underwriter(s) or Distributor(s):

-

Promoter(s):

Project #412593

Issuer Name:

CIBC Managed Income Portfolio (formerly, CIBC Income Portfolio)

CIBC Managed Income Plus Portfolio (formerly, CIBC Income Plus Portfolio)

CIBC Managed Balanced Portfolio (formerly, CIBC Balanced Portfolio)

CIBC Managed Balanced Growth Portfolio (formerly, CIBC Balanced Growth Portfolio)

CIBC Managed Balanced Growth RRSP Portfolio (formerly, CIBC Balanced Growth RSP Portfolio)

CIBC Managed Growth Portfolio (formerly, CIBC Growth Portfolio)

CIBC Managed Growth RRSP Portfolio (formerly, CIBC Growth RSP Portfolio)

CIBC Managed Aggressive Growth Portfolio (formerly, CIBC Aggressive Growth Portfolio)

CIBC Managed Aggressive Growth RRSP Portfolio (formerly, CIBC Aggressive Growth RSP Portfolio)

Principal Regulator - Ontario

Type and Date:

Final Simplified Prospectus and Annual Information Form dated January 15th, 2002

Mutual Reliance Review System Receipt dated 16th day of January, 2002

Offering Price and Description:

Mutual Fund Securities Net Asset Value

Underwriter(s) or Distributor(s):

CIBC Securities Inc.

Promoter(s):

Canadian Imperial Bank of Commerce

Project #404708

Issuer Name:

iProfile Money Market Pool

iProfile Global Equity RSP Pool

iProfile Fixed Income Pool

iProfile Emerging Markets Pool

iProfile International Equity Pool

iProfile U.S. Equity Pool

iProfile Canadian Equity Pool

Principal Regulator - Manitoba

Type and Date:

Final Simplified Prospectus and Annual Information Form dated January 14th, 2002

Mutual Reliance Review System Receipt dated 15th day of January, 2002

Offering Price and Description:

Mutual Fund Securities Net Asset Value

Underwriter(s) or Distributor(s):

Investors Group Financial Services Inc.

Promoter(s):

Investors Group Financial Services Inc.

Project #407532

Issuer Name:

Pursuit Money Market Fund
Pursuit Growth Fund
Pursuit Global Equity Fund
Pursuit Global Bond Fund
Pursuit Canadian Equity Fund
Pursuit Canadian Bond Fund

Type and Date:

Final Simplified Prospectus and Annual Information Form
dated January 11th, 2002
Receipt dated 11th day of January, 2002

Offering Price and Description:

Mutual Fund Securities Net Asset Value

Underwriter(s) or Distributor(s):

Pursuit Financial Services Corp.

Promoter(s):

-

Project #411087

Issuer Name:

Claim Lake Resources Inc.

Type and Date:

Rights Offering dated January 14th, 2002
Accepted on 15th day of January, 2002

Offering Price and Description:

-

Underwriter(s) or Distributor(s):

-

Promoter(s):

Project #408966

Issuer Name:

Coldswitch Technologies Inc.

Type and Date:

Rights Offering dated January 10th, 2002
Accepted on 10th day of January, 2002

Offering Price and Description:

-

Underwriter(s) or Distributor(s):

-

Promoter(s):

Project #412060

Chapter 12

Registrations

12.1.1 Registrants

Type	Company	Category of Registration	Effective Date
New Registration	Miller Tabak Roberts Securities, LLC c/o Borden Ladner Gervais LLP Attention: Laurie J. Cook 40 King Street West, Suite 4400 Toronto ON M5H 3Y4	International Dealer	Jan 09/02
New Registration	Independent Wealth Advantage Inc. Attention: Brenda Lynn Molnar 177 Lakeshore Drive Site #1, Box 59, RR #2 Wheatley ON N0P 2P0	Mutual Fund Dealer Limited Market Dealer	Jan 10/02
New Registration	FLA Asset Management, LLC Attention: Thomas A. Galvin 590 Madison Ave., 39 th Floor New York NY 10022 USA	International Adviser Investment Counsel & Portfolio Manager	Jan 11/02
New Registration	Forstmann-Leff Associates, LLC Attention: Thomas A. Galvin 590 Madison Ave., 39 th Floor New York NY 10022 USA	International Adviser Investment Counsel & Portfolio Manager	Jan 11/02

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Chapter 13

SRO Notices and Disciplinary Proceedings

13.1.1 TSE Regulation Services - Participating Organization Disciplined

TSE Regulation Services
2002-020

January 16, 2002

PARTICIPATING ORGANIZATION DISCIPLINED

Firm Disciplined

On January 10, 2002, a Hearing Committee Panel of The Toronto Stock Exchange Inc. (the "Exchange") approved an Offer of Settlement made between TSE Regulation Services ("RS") and First Associates Investments Inc. ("First Associates"), a Participating Organization of the Exchange.

Rules Violated

Under the terms of the Offer of Settlement, First Associates admits that it committed the following violations:

- a. Between July 1999 and February 2000, First Associates failed to ensure that one of its employees, David William Kemp ("Kemp"), was approved as an Approved Trader in compliance with Section 8.15(1)(a) of the General By-law (now Rule 4-405(1)) prior to Kemp entering orders on the Exchange. First Associates therefore failed to ensure that Kemp complied with Exchange Requirements, contrary to Section 8.35 of the General By-law (now Rule 2-401(5)); and
- b. First Associates failed to notify the Exchange of Kemp's employment, contrary to Section 8.16 of the General By-law (now Rule 4-405(5)).

Penalty Assessed

Pursuant to the terms of the Offer of Settlement, First Associates is required to:

- a. pay a fine of \$7,500; and
- b. pay \$2,500 towards the cost of RS's investigation.

Summary of Facts

First Associates allowed one of its traders to enter orders on the Exchange between July 1999 and February 2000 without having sought or received Exchange approval for the individual as an Approved Trader.

Participating Organizations that require additional information should direct their questions to Marie Oswald, Director, Investigations and Enforcement, Regulation Services at 416-947-4376.

ALEX DASCHKO
DIRECTOR MARKET POLICY, OPERATIONS & GENERAL
COUNSEL
REGULATION SERVICES

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Chapter 25

Other Information

25.1.1 Cara Operations Limited Application for Order under s. 127 of the Act

Mark A. Gelowitz
Direct Dial: (416) 862-4743
mgelowitz@osler.com
Our Matter Number: 1022332

December 5, 2001

CONFIDENTIAL
SENT BY FACSIMILE & COURIER

The Ontario Securities Commission
Suite 1800
20 Queen Street West
Toronto, Ontario
M5H 3S8

Attention: The Secretary of the Commission

Dear Sirs/Mesdames:

Re: Cara Operations Limited's ("Cara") bid for up to 3,000,000 common shares (the "Offer") of The Second Cup Ltd. ("Second Cup") Application for a cease trade order under s. 127 of the Securities Act (Ontario)

We are the solicitors for Cara.

Cara hereby applies for an order pursuant to s. 127(1) of the Securities Act (Ontario) and ss. 264 and 265 of the Securities Act (Quebec) in connection with the Offer and Second Cup's shareholders' rights plan (the "Rights Plan").

In this application, Cara seeks the following relief:

- (a) a permanent order pursuant to s. 127(1) 2. that trading cease in respect of any securities issued, or to be issued, under or in connection with the Rights Plan; and
- (b) a permanent order pursuant to s. 127(1) 3. that the exemptions from the prospectus and registration requirements contained in ss. 35, 72 and 73 shall not apply to any trade in securities by Second Cup pursuant to or in connection with the Rights Plan.

Overview of Cara's Position

1. On August 13, 2001, Cara publicly announced its intention to make the Offer. On November 16, 2001, Cara mailed its circular containing the Offer (the "Cara Circular") to Second Cup's shareholders. The Offer expires on December 22, 2001.

2. On November 29, 2001, Second Cup's board of directors approved a circular (the "Second Cup Circular") recommending that Second Cup's shareholders reject the Offer. Also on that date, Second Cup's board of directors approved and adopted the Rights Plan.
3. The adoption of the Rights Plan by Second Cup's board of directors in response to the Offer constitutes an improper defensive tactic that warrants a cease trade order because:
 - (a) Second Cup adopted the Rights Plan as a tactical manoeuvre intended to frustrate the Offer;
 - (b) the Rights Plan was adopted without shareholder approval and with full knowledge that such approval could not and would not be obtained prior to the expiration of the Offer;
 - (c) the Offer is not coercive, unfair or improper;
 - (d) 113 days have passed since the Offer was announced and no alternative bid or transaction has emerged, despite the efforts of the special committee of independent directors of Second Cup (the "Special Committee") and its financial advisers in that regard;
 - (e) there is no reasonable prospect that the Rights Plan, if permitted to continue, would result in an alternative bid or transaction that would be more attractive to Second Cup's shareholders; and
 - (f) the Offer expires on December 22, 2001 and as matters presently stand Cara does not intend to extend the Offer in the face of the Rights Plan.
4. Where a Rights Plan has been adopted without shareholder approval in response to an outstanding bid, the onus is on the target corporation to demonstrate that the Rights Plan was necessary because of the coercive nature of the bid or some other substantial unfairness or impropriety. The Offer is not in any respect coercive, unfair or improper.
5. The continued operation of the Rights Plan would be contrary to the public interest.
6. The time has therefore come for the Rights Plan to go. Absent an order cease trading the Rights Plan, as matters presently stand the Offer will expire, denying Second Cup's shareholders the ability to exercise their fundamental right to accept or reject the Offer.

Summary Of Material Facts

The Parties

7. Cara is a corporation organized and existing under the laws of Ontario and is a reporting issuer in Ontario. Cara is not in default of any of the requirements of the Securities Act (Ontario).
8. With annual sales of approximately \$1.6 billion, Cara is one of Canada's leading food services companies. Cara-owned businesses include Harvey's, Swiss Chalet, Cara Air Terminal Restaurants, Cara Airport Services, Cara Health Services and Summit Food Service Distributors.
9. Second Cup is the largest specialty coffee retailer in Canada, operating 377 franchised and 14 company-owned Second Cup stores nation-wide.
10. The authorized capital of Second Cup consists of an unlimited number of common shares ("Shares") and an unlimited number of first preference shares, issuable in series. As of November 9, 2001, there were 9,362,636 Shares and no first preference shares issued and outstanding. Second Cup's Shares are listed and posted for trading on The Toronto Stock Exchange.
11. Cara is the largest single shareholder of Second Cup, holding 3,663,010 Shares as of the date of this application, representing approximately 39.1% of the outstanding Shares (on an undiluted basis).
12. According to the Second Cup Circular, Second Cup's Chairman, Mr. Michael Bregman beneficially owns approximately 14.4% of the outstanding Shares (on an undiluted basis).
13. Investors Group Trust Co. Ltd. ("Investors Group") is the only Second Cup shareholder other than Cara and Michael Bregman that holds more than 10% of the outstanding Shares. Investors Group is the registered owner of approximately 17.7% of the outstanding Shares (on an undiluted basis).

Background to the Offer

14. On July 10, 2001, Cara entered into a standstill agreement (the "Standstill Agreement") with Second Cup, Michael Bregman and Louis Bregman (collectively, the "Bregmans"). Pursuant to the Standstill Agreement, Cara and the Bregmans agreed, among other things:
 - (a) not to increase their share ownership in Second Cup (subject to minor exceptions) beyond 38% for Cara and 23.97% for the Bregmans, on a fully diluted basis, other than pursuant to a formal take-over bid; and
 - (b) to vote their respective shares against approving, or ratifying the approval of, a shareholders' rights plan.

The Standstill Agreement may be terminated by either party on 15 days' notice.

15. Cara and Second Cup had previously entered into a standstill agreement in May 1996. That agreement expired on May 15, 2001 and was twice extended. Second Cup (knowing that the May 1996 standstill agreement had expired) therefore considered the option of adopting a shareholders' rights plan over four months ago and would have known at that time that a rights plan was unlikely to receive shareholder approval given Cara's stake in Second Cup. Instead of opting to support a rights plan which Cara would have opposed, Second Cup and the Bregmans chose to enter into an arrangement whereby Cara and the Bregmans agreed, subject to certain exceptions, to refrain from further share accumulation without providing 15 days' notice. It is only in the face of Cara's bid and with full knowledge that the Rights Plan will never have to be put to a shareholder vote that Second Cup has chosen to adopt the Rights Plan, the sole purpose of which is to prevent Cara from acquiring additional Shares.
16. Subsequent to entering into the Standstill Agreement, Cara came to the view that progress toward the necessary unified vision for Second Cup was unlikely to be achieved unless some action was taken by a significant shareholder. Accordingly, Cara determined that it would be in the best interests of Second Cup, and in its own best interests, to make the Offer.

The Offer

17. On August 13, 2001, after providing Second Cup with notice of its intentions, Cara publicly announced its Offer to acquire up to 3,000,000 Shares at a price of \$7 per share. In the event that the Offer is successful, Cara will hold 6,663,010 Shares, representing approximately 71% of the outstanding Shares (on an undiluted basis).
18. The closing price of the Shares on August 10, 2001, the last trading day prior to the announcement of the Offer, was \$6.00. The Offer therefore represents a premium of 16.7% over that share price. The weighted-average closing prices for the 40, 20 and 5-day periods ending August 10, 2001 were approximately \$6.28, \$6.03 and \$6.00, respectively. The Offer therefore represents a premium of approximately 11.4%, 16.1% and 16.7%, respectively, over such prices.
19. On November 16, 2001, Cara mailed the Cara Circular to Second Cup's shareholders. The Offer is open for acceptance until December 22, 2001.

Second Cup's Response to the Offer

20. On the date the Offer was announced, Second Cup issued a press release stating that it had formed the Special Committee. The Second Cup Circular states that the Special Committee had the mandate to:
 - (a) consider the Cara offer and its terms and conditions, as well as any other options that may be available to Second Cup;

- (b) appoint an independent valuator to conduct a formal valuation of Second Cup in accordance with applicable securities law; and
 - (c) report to the board of directors with a recommendation as to the Cara Offer and any other options available to Second Cup.
21. On September 7, 2001, the Special Committee announced that it had engaged the services of RBC Dominion Securities Inc. ("RBC DS") to act as a financial adviser to the Special Committee in its review of the Offer. RBC DS was retained to consider the strategic alternatives available to Second Cup, to solicit and evaluate other offers and to assist the Special Committee in responding to the Offer.
22. To date, the Special Committee and its financial advisers have not publicly identified any alternative bids or transactions.
23. On October 22, 2001, the independent valuator retained by Second Cup, TD Securities Inc. ("TD Securities"), provided the Special Committee with its formal valuation report. TD Securities concluded that value of the Shares as of that date was in the range of \$8.25 to \$9.75 per Share. In the Cara Circular, Cara provides its views regarding the flaws in the assumptions used and conclusions reached by TD Securities in its valuation report.
24. On November 29, 2001, Second Cup's board of directors approved the Second Cup Circular recommending that Second Cup's shareholders reject the Offer. The Second Cup Circular was mailed to Second Cup's shareholders on that same date.

The Rights Plan

25. At that same directors' meeting of November 29, 2001, the board of directors adopted and approved the Rights Plan and issued one Right in respect of each outstanding Share. Prior to November 29th, Second Cup had never adopted a Rights Plan and, in fact, Cara and the Bregmans had agreed to vote their respective Shares against approving or ratifying any such plan. The board also called a special meeting of Second Cup Shareholders to be held on January 31, 2002 at which it is proposed that the Rights Plan will be submitted to shareholders for ratification (the "Proposed Special Meeting").
26. Each Right issued pursuant to the Rights Plan entitles its holder to acquire Shares at a 50% discount to the then-current market price, after a point in time defined as the "Separation Time". In the prevailing circumstances, the Separation Time in fact occurred prior to the adoption of the Rights Plan. Coincident with the adoption of the Rights Plan, the board of directors of Second Cup postponed the Separation Time until such date as the Special Committee may determine.
27. The Rights Plan also contains a "Permitted Bid" provision. To be a "Permitted Bid", an offer must, among other things, be made for all of the Shares and

be made to all of Second Cup's shareholders. The Offer is not a "Permitted Bid" because inter alia it is not an offer for all of the Shares.

28. Second Cup admits that the Rights Plan was specifically directed at Cara and the Offer and that the intent of the Rights Plan was to stop Cara from acquiring control of Second Cup without paying what Second Cup's board considers to be an appropriate control premium.

The Prospects for an Alternative Bid or Transaction

29. 113 days have elapsed since the Offer was announced and the Special Committee and its financial advisers have yet to identify any alternative bids or transactions. By the expiry of Cara's Offer on December 22nd, 131 days will have elapsed. Given that the business of Second Cup is not particularly complex, Second Cup has had more than ample time to find alternatives.
30. In the Second Cup Circular, Second Cup states that as far back as October 1999 it had engaged CIBC World Markets specifically for the purpose of soliciting offers and negotiating the terms of a sale of Second Cup. As part of that process, it entered into discussions with various interested parties over the course of the next year. However, no formal offers were received.
31. Given the length of time that has passed since the search for alternative bids or transactions began, there is no reasonable prospect for a competing bid to emerge in the event that the Rights Plan were permitted to continue.

Submissions

32. Having regard to the fact that the Rights Plan was adopted without shareholder approval as a tactical response to the Offer, and having regard to the period of time that Second Cup has had to identify possible alternatives to the Offer, Cara submits that the introduction and the continued operation of the Rights Plan constitutes an improper defensive tactic, contrary to the public interest.

National Policy 62-202

33. The primary objective of the take-over bid provisions in Canadian securities legislation is the protection of the bona fide interests of the shareholders of the target company.
34. In adopting National Policy 62-202, the Canadian securities regulators recognized that, while defensive tactics may sometimes be legitimately used by a target corporation as a means of maximizing shareholder value, it is inappropriate for the target corporation to adopt defensive tactics "that are likely to deny or limit severely the ability of shareholders to respond to a take-over bid or to a competing bid".
35. The implementation of a shareholders' rights plan is a common defensive tactic employed by the management of a target corporation (although such rights plans are

normally adopted well before any unsolicited offer is made), as the effect of a rights plan is to prevent any take-over bid from succeeding without the board's approval. As is described in greater detail below, and consistent with the objectives of National Policy 62-202, the Commission has repeatedly held that a shareholders' rights plan will be set aside as an improper defensive tactic where the rights plan is being used to prevent shareholders of a target corporation from exercising their fundamental right to determine whether to accept or reject an offer to acquire their shares.

Shareholders' Rights Plans

36. Since its decision in *Re Canadian Jorex*, the Commission has consistently held that all rights plans must, at some time, be set aside in order that shareholders may determine whether or not to tender their shares to an outstanding offer. Therefore, the fundamental issue in this application is not whether the rights plan will be set aside but when it will be set aside.
37. In determining whether the time has come for a rights plan to go, the Commission will consider the following factors:
- whether shareholder approval of the rights plan was obtained;
 - when the plan was adopted;
 - the size and complexity of the target company;
 - the other defensive tactics, if any, implemented by the target company;
 - the number of potential, viable offerors;
 - the steps taken by the target company to find an alternative bid or transaction that would be better for shareholders;
 - the likelihood that, if given further time, the target company will be able to find a better bid or transaction;
 - the nature of the bid, including whether it is coercive or unfair to the shareholders of the target company;
 - the length of time since the bid was announced and made; and
 - the likelihood that the bid will not be extended if the rights plan is not terminated.
38. Each of these factors is relevant to the determination whether the rights plan will facilitate an unrestricted auction for the corporation or, alternatively, will deprive shareholders of their fundamental right to tender their shares to the only offer open to them. As is described in greater detail below, this Rights Plan falls into the latter category

Application to the Facts

39. The principal factors relevant to the Commission's determination whether the Rights Plan ought to be set aside in the present case are as follows:
- Second Cup deliberately adopted the Rights Plan without shareholder approval as a tactical manoeuvre to frustrate the Offer*

The Offer was announced on August 13, 2001 and the *Cara* Circular was mailed on November 16, 2001. As of that date, *Second Cup* had not adopted a shareholders' rights plan and, in fact, *Cara* and the *Bregmans* had entered into the *Standstill Agreement* committing themselves to vote against any rights plan. (Nevertheless, Mr. *Bregman* voted in favour of the Rights Plan in his capacity as a *Second Cup* director.)

The Rights Plan was approved and adopted on November 29, 2001 by *Second Cup's* board of directors without shareholder approval and with full knowledge on the part of the board that the Offer will have expired before the date of the Proposed Special Meeting at which shareholder approval is to be sought. Given *Cara's* 39% shareholding in *Second Cup*, the board can be taken to be aware that such approval would be difficult to obtain in any event.

Moreover, as recently as November 9, 2001, *Second Cup's* board of directors issued a Notice of Annual Meeting of Shareholders in respect of the annual meeting to be held on December 17, 2001. If the board of directors desired to obtain shareholder approval of a shareholders' rights plan and believed that such approval could in fact be obtained, they could have adopted the Rights Plan on or before November 9th and sought shareholder approval at the December 17th meeting. The fact that they waited until November 29th to adopt and announce the Rights Plan - 3 ½ months after the announcement of the Offer, 13 days after the mailing of the Offer and 7 days after the deadline for mailing an amendment to the agenda for the December 17th meeting - is telling evidence of the board's state of mind in this regard.

Second Cup has admitted that the Rights Plan was adopted as a tactical response to the Offer to prevent *Cara* from acquiring control of *Second Cup* without paying what *Second Cup's* board considers to be an appropriate control premium.

The Commission will closely scrutinize any decision to implement a Rights Plan without shareholder approval as a response to an outstanding offer because such tactics appear to be intended to frustrate the offer, contrary to the interests of the shareholders. In *Re CW Shareholdings*, the Commission held that a target corporation that adopts a rights plan in such circumstances must demonstrate that adopting the rights plan was necessary because of the coercive nature of the bid or some other very substantial impropriety or unfairness.

- The Bid is not Coercive, Substantially Improper or Unfair*

The Second Cup Circular and the press release announcing the implementation of the Rights Plan alleges that the Offer is inherently coercive because it is a partial bid. The issue whether partial bids are inherently coercive was fully dealt with by the Commission in two decisions earlier this year in Re Chapters Inc. In the first decision (on an application regarding deficient disclosure in the offeror's circular), the Commission held that partial bids are not inherently coercive. In the second decision (on an application to set aside Chapters' rights plan), the Commission again rejected Chapters' argument that the offeror's partial bid was coercive and set aside the rights plan.

Moreover, in the circumstances of this case, the Offer is manifestly not coercive. Michael Bregman and Investors Group, as well as the directors of Second Cup other than the Cara nominees, have expressed their intention not to tender their Shares to the Offer. Accordingly, assuming these intentions do not change, all Second Cup shareholders who tender to the Offer will have their Shares taken up and paid for.

Since the public market for the Shares is limited with very limited trading activity, the resulting effect on the liquidity of the Shares to Second Cup's shareholders would be minimal if any. Cara has also expressed its intention to consider whether it will effect a subsequent acquisition transaction pursuant to Rule 61-501. If Cara wished to count shares tendered to the Offer in the ensuing vote in connection with such a transaction, each Second Cup shareholder would receive the same consideration of \$7 per Share within 120 days of the expiry of the Offer (although the tax treatment of the consideration will differ).

- *113 days have passed since the announcement of the Offer without any alternative transactions or bids emerging*

Cara announced its intention to make the Offer on August 13, 2001. 113 days have passed between the announcement of the Offer and the date of this application and no alternative bid or transaction has emerged, notwithstanding the efforts of the Special Committee and its financial advisers in that regard.

The Special Committee was formed on the date the Offer was announced. One of the mandates given to the Special Committee was to consider other available options to Second Cup. By September 7, 2001, the Special Committee had retained RBC DS as its financial advisers. RBC DS was given the mandate to solicit and evaluate other offers. None have been publicly identified.

The business of Second Cup is not complex. It is a typical retail and franchise operation with a limited range of product and a predictable category of potential buyers (e.g. other participants in the specialty coffee market or the food services industry) who would be very knowledgeable in Second Cup's business sector. A party interested in acquiring or investing in Second Cup's business would not require much time to reach a conclusion on its value.

- *There is no reasonable prospect that the Rights Plan, if permitted to continue, would result in an alternative bid or transaction more attractive to Second Cup's shareholders*

While a shareholders' rights plan may in some circumstances be an appropriate tool for a target company's board of directors to "buy time" to find a superior transaction to maximize shareholder value, on the date of the adoption of this Rights Plan the board of Second Cup had already had significantly more time than the usual duration of a take-over bid to find such a transaction, and it has failed to do so.

Given the length of time that has elapsed since the Offer was announced, there is no reason to believe that any additional time would result in a new bid or transaction offering superior value to Second Cup's shareholders.

- *Cara will not extend the Offer in the face of the Rights Plan*

Cara does not intend to take up and pay for Second Cup's Shares tendered to the Offer unless the Rights Plan is cease traded. Nor does Cara currently intend to extend the Offer in the face of the continued operation of the Rights Plan.

Failing to cease trade the Rights Plan would therefore frustrate the Offer, the only bid available to Second Cup's shareholders. This outcome would be directly contrary to National Policy 62-202, which provides that one of the fundamental objectives of take-over bid legislation is to ensure that shareholders of a target corporation have the opportunity to exercise their fundamental right to decide whether to accept or reject an outstanding offer to acquire their shares.

40. As far as we are aware, the Commission has never permitted a rights plan to remain in place for a period as long as the time that has passed since the announcement of the Offer. In the circumstances, the Rights Plan was an inappropriate tactic by the board of directors of Second Cup and it should never have been adopted. In any event, given that the Rights Plan was adopted, it is plainly time for it to go.
41. Having regard to all the above, Cara submits that the circumstances of this case provide a substantial and compelling foundation for the exercise by the Commission of its public interest jurisdiction to cease trade the Rights Plan.

Conclusion

The Offer expires at 12:05 a.m. on December 22, 2001. Given the urgency of this matter, and the legitimate interests of Second Cup's shareholders in knowing the status of the Rights Plan prior to the Second Cup shareholders' meeting on December 17, 2001, we respectfully request that the Commission consider and determine this application by no later than Friday, December 14, 2001.

Other Information

We enclose a verification statement from a senior officer of Cara in respect of this application and our firm cheque in the amount of \$400.00 in respect of the filing fee.

Should you have any questions or require any additional information, please do not hesitate to contact the undersigned at 416.862.4743 or Mark Trachuk at 416.862.4749.

Yours sincerely,

Mark A. Gelowitz
MAG:
Enclosures

c: Ralph Shay, Director, Take-over/Issuer Bids, Mergers and Acquisitions, Ontario Securities Commission
Dominique Paradis, Quebec Securities Commission
Robert Haft, Chairman of the Special Committee
David J. Matlow, Goodmans LLP
Dale H. Lastman, Goodmans LLP
Jonathon D. Lampe, Goodmans LLP
Wesley Voorheis, Voorheis & Co.
Gabe Tsampalieros, Cara Operations Limited
Ian Wilkie, Cara Operations Limited
John Evans, Osler, Hoskin & Harcourt LLP
Mark Trachuk, Osler, Hoskin & Harcourt LLP
Stan Magidson, Osler, Hoskin & Harcourt LLP