The Ontario Securities Commission

OSC Bulletin

May 31, 2002

Volume 25, Issue 22

(2002), 25 OSCB

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

The Ontario Securities Commission
Cadillac Fairview Tower
Suite 1903, Box 55
20 Queen Street West
Toronto, Ontario
M5H 3S8

416-593-8314 or Toll Free 1-877-785-1555

Published under the authority of the Commission by:
Carswell
One Corporate Plaza
2075 Kennedy Road
Toronto, Ontario
M1T 3V4

416-609-3800 or 1-800-387-5164

Contact Centre - Inquiries, Complaints:	Fax: 416-593-8122
Capital Markets Branch:	Fax: 416-593-3651
- Registration:	Fax: 416-593-8283
- Filings Team 1:	Fax: 416-593-8244
- Filings Team 2:	Fax: 416-593-3683
- Continuous Disclosure:	Fax: 416-593-8252
- Insider Reporting	Fax: 416-593-3666
- Take-Over Bids / Advisory Services:	Fax: 416-593-8177
Enforcement Branch:	Fax: 416-593-8321
Executive Offices:	Fax: 416-593-8241
General Counsel's Office:	Fax: 416-593-3681
Office of the Secretary:	Fax: 416-593-2318

CARSWELL
A THOMSON COMPANY

The OSC Bulletin is published weekly by Carswell, under the authority of the Ontario Securities Commission.

Subscriptions are available from Carswell at the price of $549 per year.

Subscription prices include first class postage to Canadian addresses. Outside Canada, these airmail postage charges apply on a current subscription:

U.S.	$175
Outside North America	$400

Single issues of the printed Bulletin are available at $20.00 per copy as long as supplies are available.

ISSN 0226-9325

One Corporate Plaza
2075 Kennedy Road
Toronto, Ontario
M1T 3V4

Customer Relations
Toronto 1-416-609-3800
Elsewhere in Canada/U.S. 1-800-387-5164
World wide Web: http://www.carswell.com
Email: orders@carswell.com

Table of Contents

Chapter 1

Notices / News Releases

1.1 Notices

1.1.1 Current Proceedings Before The Ontario Securities Commission

MAY 31, 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 **TDX 76**

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
Harold P. Hands	—	HPH
Robert W. Korthals	—	RWK
Mary Theresa McLeod	—	MTM
H. Lorne Morphy, Q.C.	—	HLM
R. Stephen Paddon, Q.C.	—	RSP
Robert L. Shirriff, Q.C.	—	RLS

SCHEDULED OSC HEARINGS

June 3, 5, 24, 26 & 27/02 9:30 a.m. June 10/02 1 p.m. - 4 p.m. June 11 & 25/02 2:00 - 4:30 p.m. June 17/02 10:30 a.m. - 4:30 p.m. June 18/02 9:00 - 3:00 p.m. June 19/02 9:30 - 4:30 p.m. August 6 & 20/02 2:00 - 4:30 p.m. August 7, 8, 12 - 15, 19, 21, 22, 26-29/02 9:30 a.m. - 4:30 p.m. September 3 & 17/02 2:00 -4:30 p.m. September 6, 10, 12, 13, 24, 26 & 27/02 9:30 a.m. - 4:30 p.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)** s.127 K. Daniels/M. Code/J. Naster/I. Smith in attendance for staff. Panel: HIW / DB / RWD
June 4/02 11:00 a.m.	Arlington Securities Inc. and Samuel A.B. Milne s. 127 and s. 127.1 J. Superina in attendance for Staff Panel: HIW / HLM / RWD

June 12/02 9:30 a.m.	Livent Inc., Garth H. Drabinsky, Myron I. Gottlieb, Gordon Eckstein and Robert Topol s. 127 J. Superina in attendance for Staff Panel: HIW
June 17, 18, 19, 20, 21, 24 & 26/02 10:00 a.m. June 25 2:00 - 4:00 p.m. July 8 - 12/02 July 15 - 19/02 10:00 a.m. -	Brian K. Costello s. 127 H. Corbett in attendance for Staff Panel: PMM
August 20/02 2:00 p.m. August 21 to 31/02 9:30 a.m.	**Mark Bonham and Bonham & Co. Inc.** s. 127 M. Kennedy in attendance for staff Panel: PMM / KDA / HPH

ADJOURNED SINE DIE

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

DJL Capital Corp. and Dennis John Little

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

First Federal Capital (Canada) Corporation and Monter Morris Friesner

Global Privacy Management Trust and Robert Cranston

Irvine James Dyck

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

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

Offshore Marketing Alliance and Warren English

Philip Services Corporation

Rampart Securities Inc.

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

1.1.2 Notice of Rule 62-501 Under the Securities Act and Amendment to OSC Policy 62-601

NOTICE OF 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

The Commission is publishing in today's Bulletin a notice of Commission Rule 62-501 (the "Rule") and amendment (the "Amendment") to Commission Policy 62-601.

The Rule would restrict the circumstances under which an offeror making a take-over bid is permitted, during the course of the bid, to acquire securities of the class for which the bid is made, otherwise than pursuant to the bid itself. The Amendment would revoke Parts A and B of Commission Policy 62-601 as a housekeeping matter.

The Rule was sent to the Minister of Finance on May 29, 2002. The Rule and Amendment are published in Chapter 5 of this Bulletin.

This page intentionally left blank

Chapter 2

Decisions, Orders and Rulings

2.1 Decisions

2.1.1 Cascades Inc. - MRRS Decision

Headnote

MRRS - Relief from the registration and prospectus requirements for issuance of securities pursuant to a settlement agreement where the "statutory arrangement" exemption is not available for technical reasons. First trade deemed a distribution unless made in accordance with provisions of Multilateral Instrument 45-102: Resale of Securities.

Applicable Ontario Statutory Provisions

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

Applicable Ontario Rules

Ontario Securities Rule 45-501 - Exempt Distributions - s. 2.8.

Applicable Instrument

Multilateral Instrument 45-502 - Resale of Securities - s. 2.6.

IN THE MATTER OF
THE SECURITIES LEGISLATION OF ONTARIO AND QUÉBEC

AND

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

AND

IN THE MATTER OF
CASCADES INC.

MRRS DECISION DOCUMENT

WHEREAS the Canadian securities regulatory authority (the "Decision Makers") in each of the provinces of Québec and Ontario (the "Jurisdictions") has received an application from Cascades Inc. ("Cascades" or the "Company") for a decision under the securities legislation of the Jurisdictions (the "Legislation") that, in connection with a settlement with former shareholders of Perkins Papers Ltd. ("Perkins"), having exercised their dissent right (the "Former Dissenting Shareholders") regarding the Amalgamation of Perkins with 3715973 Canada Inc., (the "Amalgamation") to which Cascades intervened (the "Settlement"):

(i) the requirements contained in the securities legislation of the Jurisdictions to be registered to trade in a security (the "Registration Requirement") shall not apply to the issuance of common shares by the Company and any first trade in common shares of the Company;

(ii) the requirements contained in the securities legislation of the Jurisdictions to file and obtain a receipt for a prospectus (the "Prospectus Requirement") shall not apply to the issuance of common shares by the Company and any first trade in common shares of the Company; and

(iii) applicable hold periods shall not apply to any resale of the Company's common shares in Québec.

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 the Company has represented to the Decision Makers that:

1. The Company is a company governed by the *Companies Act* (Québec) and a reporting issuer in each of the Jurisdictions.

2. The head office of the Company is located in Kinsey Falls, Québec.

3. Perkins amalgamated with 3715973 Canada Inc. effected as part of a combination of Paperboard Industries Inc., Perkins and Rolland Inc. as wholly-owned subsidiaries of the Company, completed as at December 31, 2000, to which the Company intervened.

4. Pursuant to the terms of the Amalgamation, holders of common shares of Perkins, other than the Company and the Former Dissenting Shareholders, received 0.64 common share of the Company for each common share of Perkins.

5. At the time of the Amalgamation, the Former Dissenting Shareholders exercised their dissent right pursuant to the *Canada Business Corporations Act.*

6. The Settlement reached with the Former Dissenting Shareholders granted an option to the Former Dissenting Shareholders whereby they could elect either to receive a cash consideration for the common shares of Perkins held at the time of the Amalgamation or to receive common shares of Cascades representing a ratio of 0.64 common shares of Cascades for each common share of Perkins held at the time of the Amalgamation.

7. At the time of the Amalgamation, the Former Dissenting Shareholders were not accounted for in the Amalgamation relief granted under the Legislation.

8. Under the Settlement, the Former Dissenting Shareholders will receive the same exchange ratio that was used for the Amalgamation, as if they had not exercised their dissent right.

9. The Company is not in default of any of the requirements under the Legislation.

10. With respect to Ontario, as of the date hereof, Cascades would be considered a "qualifying issuer" for the purposes of *Multilateral Instrument 45-102 – Resale of Securities*.

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

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

THE DECISION of the Decision Makers in the Jurisdictions pursuant to the Legislation is that, the Registration Requirements and the Prospectus Requirements shall not apply to the Settlements provided that:

(a) in Ontario, the first trade in common shares acquired pursuant to the Decision will be deemed a distribution to the public unless:

1. Cascades is and has been a reporting issuer in Ontario for the four months immediately preceding the trade,

2. the trade is not a control distribution,

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

4. no extraordinary commission or consideration is paid to a person or company in respect of the trade, and

5. if the selling security holder is an insider or officer of the issuer, the selling security holder has no reasonable grounds to believe that the issuer is in default of securities legislation.

(b) in Québec, Cascades is and has been a reporting issuer in good standing for the twelve months immediately preceding the Settlement and no unusual effort is made to prepare the market or to create a demand for the common shares.

May 17 2002.

"Jean-François Bernier"

2.1.2 Fidelity Investments Canada Limited - s. 5.1 of Rule 31-506

Headnote

Section 5.1 of Rule 31-506 – SRO Membership – Mutual Fund Dealers – Mutual fund manager, investment counsel and portfolio manager exempted from the requirements of the Rule that it be a member of the Mutual Fund Dealers Association of Canada ("MFDA") and file with the MFDA an application and prescribed fees for the application for membership, provided that it complies with terms and conditions of registration, and provided that it transfers trading activity with respect to group retirement clients to its affiliate, which will be registered as an investment dealer and member of the Investment Dealers Association of Canada – Decision having the effect of varying prior decision, to extend deadline for transfer of trading activity and to permit trading in third-party mutual fund securities with group retirement clients.

Statute Cited

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

Rule Cited

Rule 31-506 SRO Membership – Mutual Fund Dealers, ss. 2.1, 3.1, 5.1.

Published Documents Cited

Letter Sent to The Investment Funds Institute of Canada and the Investment Counsel Association of Canada, December 6, 2000 (2000), 23 OSCB 8467.

Decisions Cited

In the Matter of Fidelity Investments Canada Limited and Fidelity Retirement Services Company of Canada Limited (2001), 24 OSCB 3384.

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

AND

ONTARIO SECURITIES COMMISSION
RULE 31-506 SRO MEMBERSHIP – MUTUAL FUND DEALERS (the "Rule")

AND

IN THE MATTER OF
FIDELITY INVESTMENTS CANADA LIMITED

DECISION
(Section 5.1 of the Rule)

UPON the Director having received an application (the "Application) from Fidelity Investments Canada Limited (the "Registrant") for a decision, pursuant to section 5.1 of the Rule, exempting the Registrant from the requirements in sections 2.1 and 3.1 of the Rule, which would otherwise require that the Registrant be a member of the Mutual Fund Dealers Association (the "MFDA") on and after July 2, 2002, and file with the MFDA, no later than May 23, 2001, an application and corresponding fees for membership;

UPON considering the Application and the recommendation of staff of the Ontario Securities Commission;

AND UPON the Registrant having represented to the Director that:

1. the Registrant is registered under the Act as a dealer in the category of "mutual fund dealer" and as an adviser in the categories of "investment counsel" and "portfolio manager";

2. the Registrant is the manager of a number of mutual funds that it has established and will be the manager of other mutual funds it expects to establish in the future;

3. the securities of the mutual funds managed by the Registrant are generally sold to the public through other registered dealers;

4. currently, the Registrant sells securities of mutual funds to certain participants ("Group Retirement Clients") in employer-sponsored plans, which include: registered pension plans, deferred profit sharing plans, registered retirement savings plans, registered retirement income funds, registered education savings plans, other deferred income plans registered under the Income Tax Act (Canada) and other savings plans;

5. Fidelity Retirement Services Company of Canada Limited ("FRSCo"), a wholly-owned subsidiary of the Registrant, has applied for registration under the Act as a mutual fund dealer and has applied for membership in the MFDA;

6. in a letter dated March 14, 2001, the Registrant made an application to the Director requesting an exemption from the requirements of sections 2.1 and 3.1 of the Rule to permit the Registrant to continue to carry out certain trading activities, including, for a transitional period, certain trading with Group Retirement Clients;

7. pursuant to a Decision (the "Prior Decision") of the Director dated May 23, 2001, made under section 5.1 of the Rule, effective May 23, 2001, the Registrant was exempted from the requirements of section 2.1 and 3.1 of the Rule, subject to a proviso that the Registrant comply with terms and conditions on its registration as a mutual fund dealer set out in Schedule "A" (the "Prior Terms and Conditions") to the Decision;

8. pursuant to the Prior Terms and Conditions, the Registrant was permitted to trade in securities of mutual funds that are managed by the Registrant or an affiliated entity where the trade is made to a Group Retirement Client until the earlier of:

   (a) the assumption of such trading activity by FRSCo; and

   (b) July 2, 2002 (the "Deadline");

9. in an application dated July 12, 2001, the Registrant applied to the Director to vary the Prior Terms and Conditions to provide that the Registrant is permitted to trade in third-party mutual fund securities with the Group Retirement Clients;

10. in order to service its Group Retirement Clients, the Registrant has determined that the Group Retirement Business requires greater flexibility in terms of the product offering that would be permitted under a mutual fund dealer registration;

11. at the time when the Registrant received the Prior Decision, the Registrant intended to transfer the Group Retirement Clients to FRSCo, once FRSCo was registered as a mutual fund dealer in each jurisdiction and was accepted as a member of the MFDA;

12. a significant proportion of the Registrant's registerable activity with the Group Retirement Clients involves the sale of non-mutual fund securities of an employer (or an affiliate of an employer) to the participants in plans sponsored by the employer, pursuant to exemptions from the dealer registration requirement obtained under subsection 74(1) of the Act;

13. the Registrant has determined that the Group Retirement Clients will be more appropriately serviced by an investment dealer which is a member of the Investment Dealers Association of Canada (the "IDA");

14. the Registrant has incorporated another wholly-owned subsidiary under the *Business Corporations Act* (Ontario), Fidelity Intermediary Securities Company Limited (the "Registrant's Affiliate"), has submitted an application for registration as an investment dealer in each Canadian jurisdiction and an application for membership in the IDA;

15. the Registrant proposes to transfer the Group Retirement Clients to the Registrant's Affiliate and to run this business as a division of the Registrant's Affiliate once the Registrant's Affiliate has become registered in each Canadian jurisdiction and has been admitted to membership with the IDA and once certain systems and other changes have been made to ensure that the business can be conducted in a manner which is compliant with the by-laws, rules, regulations and policies of the IDA;

16. the Registrant is unable to transfer the Group Retirement Clients to the Registrant's Affiliate by the Deadline due to a number of operational and systems reasons;

17. the Registrant has attempted to ensure that the transfer of the Group Retirement Clients will be completed as soon as possible;

18. the Registrant has requested that its registration as a mutual fund dealer permit it to continue to carry on the trading activities referred to in paragraph 4, above, until December 31, 2002, without becoming a member of the MFDA, so as to ensure that the Group Retirement Clients are appropriately serviced pending the proposed transfer of this trading activity to the Registrant's Affiliate after it becomes an IDA member;

19. the Registrant's trading activities as a mutual fund dealer currently represent and will continue to represent activities that are incidental to its principal business activities;

20. the Registrant has agreed to the imposition of the terms and conditions on the Registrant's registration as a mutual fund dealer set out in the attached Schedule "A", in substitution of the Prior Terms and Conditions, which outline activities the Registrant has agreed to adhere to in connection with its application for this Decision;

21. any person or company that is not currently a client of the Registrant on the effective date of this Decision, will, before they are accepted as a client of the Registrant, receive written notice from the Registrant that:

> *The Registrant is not currently a member, and does not intend to become a member of the Mutual Fund Dealers Association; consequently, clients of the Registrant will not have available to them investor protection benefits that would otherwise derive from membership of the Registrant in the MFDA*; and

22. the Registrant has provided to every client that was a client of the Registrant on May 23, 2001 the written notice referred to in paragraph 20, above;

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

IT IS THE DECISION of the Director, pursuant to section 5.1 of the Rule, that,

(A) effective March 14, 2002, the Registrant is exempt from the requirements in sections 2.1 and 3.1 of the Rule; and

(B) effective March 14, 2002, the Prior Decision is revoked;

PROVIDED THAT the Registrant complies with the terms and conditions on its registration under the Act as a mutual fund dealer set out in the attached Schedule "A".

March 14, 2002.

"David M. Gilkes"

Schedule "A"

TERMS AND CONDITIONS OF REGISTRATION OF FIDELITY INVESTMENTS CANADA LIMITED AS A MUTUAL FUND DEALER

Definitions

1. For the purposes hereof, unless the context otherwise requires:

(a) "Act" means the *Securities Act*, R.S.O. 1990, c. S.5, as amended;

(b) "Adviser" means an adviser as defined in subsection 1(1) of the Act;

(c) "Client Name Trade" means, for the Registrant, a trade to, or on behalf of, a person or company, in securities of a mutual fund, that is managed by the Registrant or an affiliated entity of the Registrant, where, immediately before the trade, the person or company is shown on the records of the mutual fund or of an other mutual fund managed by the Registrant or an affiliate of the Registrant as the holder of securities of such mutual fund, and the trade consists of:

(A) a purchase, by the person or company, through the Registrant, of securities of the mutual fund; or

(B) a redemption, by the person or company, through the Registrant, of securities of the mutual fund;

and where, the person or company is either a client of the Registrant that was not solicited by the Registrant or was an existing client of the Registrant on the Effective Date;

(d) "Commission" means the Ontario Securities Commission;

(e) "Effective Date" means March 14, 2002;

(f) "Employee", for the Registrant, means:

(A) an employee of the Registrant;

(B) an employee of an affiliated entity of the Registrant; or

(C) an individual that is engaged to provide, on a *bona fide* basis, consulting, technical,

management or other services to the Registrant or to an affiliated entity of the Registrant, under a written contract between the Registrant or the affiliated entity and the individual or a consultant company or consultant partnership of the individual, and, in the reasonable opinion of the Registrant, the individual spends or will spend a significant amount of time and attention on the affairs and business of the Registrant or an affiliated entity of the Registrant;

(g) "Employee", for a Service Provider, means an employee of the Service Provider or an affiliated entity of the Service Provider, provided that, at the relevant time, in the reasonable opinion of the Registrant, the employee spends or will spend, a significant amount of time and attention on the affairs and business of:

(A) the Registrant or an affiliated entity of the Registrant; or

(B) a mutual fund managed by the Registrant or an affiliated entity of the Registrant;

(h) "Employee Rule" means Ontario Securities Commission Rule 45-503 Trades To Employees, Executives and Consultants;

(i) "Executive", for the Registrant, means a director, officer or partner of the Registrant or of an affiliated entity of the Registrant;

(j) "Executive", for a Service Provider, means a director, officer or partner of the Service Provider or of an affiliated entity of the Service Provider;

(k) "Exempt Trade", for the Registrant, means:

(i) a trade in securities of a mutual fund that is made between a person or company and an underwriter acting as purchaser or between or among underwriters; or

(ii) any other trade in securities for which the Registrant would have available to it an exemption from the registration requirements of clause 25(1)(a) of the Act if the Registrant were not a "market intermediary" as such term is defined in section 204 of the Regulation;

(l) "Fund-on-Fund Trade", for the Registrant, means a trade that consists of:

(i) a purchase, through the Registrant, of securities of a mutual fund that is made by another mutual fund;

(ii) a purchase, through the Registrant, of securities of a mutual fund that is made by a counterparty, an affiliated entity of the counterparty or an other person or company, pursuant to an agreement to purchase the securities to effect a hedge of a liability relating to a contract for a specified derivative or swap made between the counterparty and another mutual fund; or

(iii) a sale, through the Registrant, of securities of a mutual fund that is made by another mutual fund where the party purchasing the securities is:

(A) a mutual fund managed by the Registrant or an affiliated entity of the Registrant; or

(B) a counterparty, affiliated entity or other person or company that acquired the securities pursuant to an agreement to purchase the securities to effect a hedge of a liability relating to a contract for a specified derivative or swap made between the counterparty and another mutual fund; and

where, in each case, at least one of the referenced mutual funds is a mutual fund that is managed by either the Registrant or an affiliated entity of the Registrant;

(m) "In Furtherance Trade" means, for the Registrant, a trade by the Registrant that consists of any act, advertisement, or solicitation, directly or indirectly in furtherance of an other trade in securities of a mutual fund, where the other trade consists of:

(i) a purchase or sale of securities of a mutual fund that is managed by the Registrant or an affiliated entity of the Registrant; or

(ii) a purchase or sale of securities of a mutual fund where the Registrant acts as the principal distributor of the mutual fund; and

where, in each case, the purchase or sale is made by or through an other registered dealer if the Registrant is not otherwise permitted to make the purchase or sale pursuant to these terms and conditions;

(n) "Mutual Fund Instrument" means National Instrument 81-102 Mutual Funds, as amended;

(o) "Permitted Client", for the Registrant, means a person or company that is a client of the Registrant, and that is, or was at the time the person or company became a client of the Registrant:

(i) an Executive or Employee of the Registrant;

(ii) a Related Party of an Executive or Employee of the Registrant;

(iii) a Service Provider of the Registrant or an affiliated entity of a Service Provider of the Registrant;

(iv) an Executive or Employee of a Service Provider of the Registrant; or

(v) a Related Party of an Executive or Employee of a Service Provider of the Registrant;

(p) "Permitted Client Trade" means, for the Registrant, a trade to a person or company that is a Permitted Client or that represents to the Registrant that they are a person or company included in the definition of Permitted Client, in securities of a mutual fund that is managed by the Registrant or an affiliated entity of the Registrant, and the trade consists of:

(i) a purchase, by the person or company, through the Registrant, of securities of the mutual fund; or

(ii) a redemption, by the person or company, through the Registrant, of securities of the mutual fund;

(q) "Registered Plan" means a registered pension plan, deferred profit sharing plan, registered retirement savings plan, registered retirement income fund, registered education savings plan or other deferred income plan registered under the Income Tax Act (Canada);

(r) "Registrant" means Fidelity Investment Canada Limited;

(s) "Regulation" means R.R.O. 1990, Reg. 1015, as amended, made under the Act;

(t) "Related Party", for a person, means an other person who is:

(i) the spouse of the person;

(ii) the issue of:

(A) the person,

(B) the spouse of the person, or

(C) the spouse of any person that is the issue of a person referred to in subparagraphs (A) or (B) above;

(iii) the parent, grandparent or sibling of the person, or the spouse of any of them;

(iv) the issue of any person referred to in paragraph (iii) above; or

(v) a Registered Plan established by, or for the exclusive benefit of, one, some or all of the foregoing;

(vi) a trust where one or more of the trustees is a person referred to above and the beneficiaries of the trust are restricted to one, some, or all of the foregoing;

(vii) a corporation where all the issued and outstanding shares of the corporation are owned by one, some, or all of the foregoing;

(u) "securities", for a mutual fund, means shares or units of the mutual fund;

(v) "Seed Capital Trade" means a trade in securities of a mutual fund made to a persons or company referred to in any of subparagraphs 3.1(1)(a)(i) to 3.1(1)(a)(iii) of the Mutual Fund Instrument;

(w) "Service Provider", for the Registrant, means:

(i) a person or company that provides or has provided professional, consulting, technical, management or other services to the Registrant or an affiliated entity of the Registrant;

(ii) an Adviser to a mutual fund that is managed by the Registrant or an affiliated entity of the Registrant; or

(iii) a person or company that provides or has provided professional, consulting, technical, management or other services to a mutual fund that is managed by the Registrant or an affiliated entity of the Registrant.

2. For the purposes hereof, a person or company is considered to be an "affiliated entity" of an other person or company if the person or company would be an affiliated entity of that other person or company for the purposes of the Employee Rule.

3. For the purposes hereof:

(a) "issue", "niece", "nephew" and "sibling" includes any person having such relationship through adoption, whether legally or in fact;

(b) "parent" and "grandparent" includes a parent or grandparent through adoption, whether legally or in fact;

(c) "registered dealer" means a person or company that is registered under the Act as a dealer in a category that permits the person or company to act as dealer for the subject trade; and

(d) "spouse", for an Employee or Executive, means a person who, at the relevant time, is the spouse of the Employee or Executive.

4. Any terms that are not specifically defined above shall, unless the context otherwise requires, have the meaning:

(a) specifically ascribed to such term in the Mutual Fund Instrument; or

(b) if no meaning is specifically ascribed to such term in the Mutual Fund Instrument, the same meaning the term would have for the purposes of the Act.

Restricted Registration

Permitted Activities

5. Subject to paragraph 6, the registration of the Registrant as a mutual fund dealer under the Act shall be for the purposes only of trading by the Registrant in securities of a mutual fund where the trade consists of:

(a) a Client Name Trade;

(b) an Exempt Trade;

(c) a Fund-on-Fund Trade;

(d) an In Furtherance Trade;

(e) a Permitted Client Trade; or

(f) a Seed Capital Trade;

provided that, in the case of all trades that are only referred to in clauses (a) or (e), the trades are limited and incidental to the principal business of the Registrant.

Permitted Activities for Transitional Period

6. For the purposes hereof, the trades listed in paragraph 5 shall also include trades in securities of mutual funds where the trade is made to a participant in an employer-sponsored Registered Plan or other savings plan until the earlier of:

(i) the assumption of such trading activity by Fidelity Intermediary Securities Company Limited, a wholly-owned subsidiary of the Registrant, and

(ii) December 31, 2002.

2.1.3 Cognicase Inc. and AVI Software Inc. - MRRS Decision

Headnote

Mutual Reliance Review System for Exemptive Relief Applications - Employment agreements entered into between offeror and key executives of the offeree who are also selling securityholders of the offeree - agreements reflect commercially reasonable terms and negotiated at arm's length - Decision made that agreements being entered into for reasons other than to increase the value of the consideration paid to the selling securityholders for their shares and that such agreements may be entered into notwithstanding the prohibition on collateral benefits.

Relief from identical consideration requirement in connection with a take-over bid to permit the payment of sale proceeds in lieu of shares of the offeror to holders of offeree shareholders resident in the United States of America.

Applicable Statutory Provisions

Securities Act, R.S.O. 1990, c. S.5, as amended, ss. 97(1), 97(2), 104(2)(a), and 104(2)(c).

(TRANSLATION)

IN THE MATTER OF
THE SECURITIES LEGISLATION
OF QUEBEC AND ONTARIO

AND

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

AND

IN THE MATTER OF
COGNICASE INC.

AND

IN THE MATTER OF
AVI SOFTWARE INC.

MRRS DECISION DOCUMENT

WHEREAS the local securities regulatory authority or regulator (the "**Decision Maker**") in each of Quebec and Ontario (the "**Jurisdictions**") has received an application from Cognicase Inc. ("**Cognicase**") for a decision under the securities legislation of the Jurisdictions (the "**Legislation**") that, in connection with Cognicase's offer (the "**Offer**") to purchase all of the issued and outstanding common shares (the "**Common Shares**") of AVI Software Inc. ("**AVI**"), Cognicase shall be exempt from the requirements in the Legislation to offer all holders of the same class of securities identical consideration (the "**Identical Consideration Requirement**") insofar as certain holders of Common Shares who accept the Offer may receive cash for their Common Shares instead of receiving Cognicase Shares or cash plus Cognicase Shares and that, in connection with the Offer, certain contractual arrangements entered into between Cognicase and certain holders of Common Shares who accept the Offer have been made for reasons other than to increase the value of the consideration paid to such shareholders and may be entered into despite the provisions in the Legislation that prohibits an offeror who makes or intends to make a take-over bid and any person acting jointly or in concert with the offeror from entering into any collateral agreement, commitment or understanding with any holder or beneficial owner of securities of the offeree issuer that has the effect of providing to the holder or owner a consideration of greater value than that offered to other holders of the same class of securities (the "**Prohibition on Collateral Arrangements**");

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

AND WHEREAS Cognicase has represented to the Decision Makers that:

1. Cognicase is a company incorporated under the Canada Business Corporations Act with its head office in Montreal, Quebec.

2. The common shares of Cognicase ("**Cognicase Shares**") are listed on The Toronto Stock Exchange (the "**TSE**") and NASDAQ.

3. Cognicase is a reporting issuer for the purposes of certain Canadian securities legislation and Cognicase is not in default of any requirements of the Legislation.

4. AVI is a company incorporated under the Canada Business Corporations Act with its head office in Quebec City, Quebec.

5. The Common Shares are listed on the Canadian Venture Exchange.

6. AVI is a reporting issuer for the purposes of certain Canadian securities legislation.

7. The Offer is being made on the basis of, at the option of the holder, $0.675 cash plus 0.0668316 of a Cognicase Share or 0.1336633 of a Cognicase Share for each Common Share (unless the weighted average trading price of the Cognicase Shares on the TSE for the five trading days ending two calendar days prior to the date of expiry of the Offer is less than $10.00, in which case the Offer shall be on the basis of $1.35 cash for each Common Share (the "**Cash Offer Contingency**")).

8. The Offer is being made in compliance with the Legislation except to the extent that exemptive relief is granted.

9. The Cognicase Shares issuable under the Offer to shareholders of AVI resident in the United States ("**US Shareholders**") have not been and will not be registered under the United States Securities Act of 1933. The Cognicase Shares issuable under the Offer to holders of the Common Shares resident in foreign countries other than the United States ("**Other Foreign Shareholders**") will not be registered under any legislation of a jurisdiction outside Canada. Accordingly, the delivery of Cognicase Shares to US Shareholders or Other Foreign Shareholders without further action by Cognicase may constitute a violation of the laws of the United States or other jurisdictions.

10. The registered list of holders of the Common Shares dated March 1, 2002 indicates that US Shareholders hold approximately 7.7% of the Common Shares and Other Foreign Shareholders hold less than 0.01% of the Common Shares (such US Shareholders and Other Foreign Shareholders collectively referred to as the "**Foreign Shareholders**").

11. Cognicase proposes that, unless the Cash Offer Contingency has become applicable, Cognicase will deliver the Cognicase Shares to National Bank Trust Inc. (the "**Depository**") instead of to the Foreign Shareholders who accept the Offer, for sale of such Cognicase Shares by the Depository on behalf of such Foreign Shareholders. All Cognicase Shares that the Depository is required to sell will be pooled and sold by private sale or on the TSE in a manner that is intended to minimize any adverse effect such a sale could have on the market price of Cognicase Shares as soon as practicable and, in any event, no later than three business days after the date Cognicase first takes up any of the Common Shares tendered by such Foreign Shareholders and the Depository will hold the aggregate net proceeds after expenses of such sale in trust for such Foreign Shareholders. As soon as reasonably possible after such sale, and in any event no later than two business days following completion of such sale of Cognicase Shares, the Depository will deliver to each Foreign Shareholder whose Cognicase Shares have been sold by the Depository an amount equal to such Foreign Shareholder's pro rata share of the aggregate net proceeds of the Depository's sale of the Cognicase Shares.

12. The principal shareholders of AVI are Jacques Castonguay ("**Castonguay**"), the President and Chief Executive Officer, Johanne Ferland ("**Ferland**"), the Vice-President (Finance and Administration), Chief Financial Officer and Secretary, Alain Genest ("**Genest**"), the Vice-President (Training and Special Projects), Sylvain Robert ("**Robert**"), the Vice-President (Research and Development) and 2953-7917 Quebec Inc., a holding company the shares of which are owned entirely by Genest, Ferland and Robert (collectively, with their successors, the "**Principal Shareholders**"). The Principal Shareholders hold in the aggregate approximately 57% of the outstanding Common Shares.

13. Ferland, Genest and Robert (the "**Continuing Employees**") have agreed to enter into employment agreements with Cognicase (the "**Cognicase Employment Agreements**"). Castonguay and Cognicase have entered into a separation agreement (the "**Castonguay Agreement**") whereby Castonguay will receive a severance payment of $120,000. Cognicase, AVI and the Principal Shareholders have entered into arrangements whereby the Principal Shareholders will be subject to non-competition and non-solicitation agreements, will make certain representations and warranties with respect to AVI, will, to guarantee such representations and warranties, deposit in escrow a portion of the consideration received by them under the Offer and, other than 2953-7917 Quebec Inc. and Castonguay, will incur certain indemnification obligations to Cognicase (the foregoing arrangements being, collectively, the "**Principal Shareholder Terms**").

14. The Continuing Employees have existing employment agreements (the "**Existing Agreements**") with AVI. Under the Existing Agreements, each Continuing Employee received a compensation package in the last year of $196,868 (the "**Current Compensation**").

15. Each Continuing Employee also benefits from a termination provision (the "**Existing Termination Provision**") of $200,000 if the Offer is completed and the Continuing Employee does not enter into an employment agreement with Cognicase.

16. The Existing Termination Provision was instituted by the board of directors of AVI following recommendation of AVI's compensation committee, a majority of which is composed of outside directors.

17. The principal terms of the Cognicase Employment Agreements are as follows:

    (a) an annual salary of $90,000 for Ferland, $85,000 for Genest and $115,000 for Robert;

    (b) a signing bonus of $25,000, to be deducted from any severance payment payable to the employee if the employee terminates his or her employment with Cognicase within the first 30 days after the change of control of AVI to

Cognincase (the "**Signing Bonus Provision**");

(c) the replacement of the Existing Termination Provision with a termination provision of $175,000 (calculated as $200,000 less the signing bonus of $25,000, pursuant to the Signing Bonus Provision) if the employee terminates his or her employment within 30 days after the change of control of AVI to Cognicase, or a termination provision of the equivalent of 9 months' salary if the employee terminates his or her employment thereafter;

(d) a provision whereby, if the employee terminates his or her employment within 30 days of change of control of AVI to Cognicase, Cognicase will have the option of having the employee continue for a further term of up to 90 days following receipt of the termination notice (the "**Continued Service Option**").

18. The Continuing Employees will not hold any management position with Cognicase.

19. Cognicase believes that each of the Principal Shareholders was instrumental in building AVI into a successful company.

20. Cognicase believes that the continued service of the Continuing Employees is instrumental in ensuring a smooth transition to ownership by Cognicase.

21. Cognicase believes that each of the Continuing Employees was an integral part of the successful development and operations of AVI and have substantial and valuable experience in the development and distribution of AVI's financial management software.

22. Cognicase made the Offer primarily in order to incorporate AVI's financial management software into its line of products.

23. Cognicase believes that the continued service of the Continuing Employees is instrumental in ensuring the successful integration of AVI's financial management software and will thus enable Cognicase to realize the full value of the technology acquired from AVI and therefore justify the consideration of the Offer.

24. The Signing Bonus Provision is intended to encourage the Continuing Employees to stay with Cognicase through a transition period and, together with the Continued Service Option, help assure Cognicase that it will receive the help of the Continuing Employees during the transition to Cognicase ownership.

25. The Employment Agreements recognize that the Continuing Employees will receive salaries that are approximately half their Current Compensation, that they will forego their Existing Termination Provision upon change of control, that they will lose their status as senior executives, and that they will be subject to the non-competition and non-solicitation agreements, guarantees and escrow provisions referred to in paragraph 13 above.

26. The Castonguay Agreement recognizes that Castonguay will lose his employment as a result of the takeover and that he will be subject to the non-competition and non-solicitation agreements, guarantees and escrow provisions referred to in paragraph 13 above.

27. The Principal Shareholder Terms were negotiated on an arm's length basis and are on commercially reasonable terms.

28. The Principal Shareholder Terms were entered into for valid business reasons unrelated to the Principal Shareholders' holdings of Common Shares and not for the purpose of conferring a collateral benefit on the Principal Shareholders not enjoyed by other holders of Common Shares.

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, in connection with the Offer,

1. Cognicase is exempt from the Identical Consideration Requirement insofar as, unless the Cash Offer Contingency has become applicable, Foreign Shareholders who accept the Offer will receive the cash proceeds from the Depository's sale of the Cognicase Shares in accordance with the procedure set out in paragraph 11 above, instead of receiving such Cognicase Shares; and

2. The Principal Shareholder Terms are being made for reasons other than to increase the value of the consideration to be paid to the Principal Shareholders for the Common Shares under the Offer and that the Principal Shareholder Terms may be entered into notwithstanding the Prohibition on Collateral Agreements.

May 3, 2002.

"Me Guy Lemoine" "Viateur Gagnon"

2.1.4 Borealis Infrastructure Trust and Borealis Infrastructure Trust Management Inc. - MRRS Decision

Headnote

Mutual Reliance Review System for Exemptive Relief Applications - issuer of asset-backed securities exempt from the requirement to prepare and file first and third quarter interim financial statements. Relief will terminate 30 days after the issuance by the issuer of securities which differ in material respects from previously issued securities.

Applicable Ontario Statutory Provisions

Securities Act, R.S.O. 1990, c. S.5, as am. ss. 77(1), 80(b)(iii).

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

AND

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

AND

IN THE MATTER OF
BOREALIS INFRASTRUCTURE TRUST AND
BOREALIS INFRASTRUCTURE TRUST
MANAGEMENT INC.

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, Québec, Nova Scotia and Newfoundland and Labrador (collectively, the "Jurisdictions") has received an application from Borealis Infrastructure Trust (the "Issuer") and Borealis Infrastructure Trust Management Inc. (the "Issuer Trustee"), the trustee of the Issuer, for a decision pursuant to the securities legislation of the Jurisdictions (the "Legislation") that the requirement contained in the Legislation to file with the Decision Makers interim financial statements for each of the Issuer's financial years shall not apply to the Issuer with respect to the first and third quarters of each of its financial years;

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

AND WHEREAS the Issuer and the Issuer Trustee, on behalf of the Issuer, have represented to the Decision Makers that:

1. The Issuer is a special purpose trust established by the Issuer Trustee pursuant to a declaration of trust dated April 29, 1999 governed by the laws of the province of Ontario (the "Declaration of Trust"). The Issuer's principal office is located at the Canada Trust Tower, BCE Place, 161 Bay Street, Suite 3100, P.O. Box 207, Toronto, Ontario, M5J 2S1.

2. Pursuant to the Declaration of Trust, the business activities of the Issuer are specifically limited to the financing, acquisition and administration of interests in infrastructure projects and related programs, for the purpose of producing income therefrom, and the funding of such activities through the issuance of bonds evidencing indebtedness of the Issuer pursuant to the terms of a trust indenture (the "Trust Indenture") between the Issuer and the Trust Company of Bank of Montreal and supplemental indentures thereto. The Issuer does not carry on any activities other than those permitted under the Declaration of Trust.

3. On June 2, 1999, the Issuer became a "reporting issuer" or the equivalent thereof in each of the Jurisdictions under the Legislation by filing and obtaining a receipt for a prospectus in respect of an initial offering of 6.35% Borealis-Nova Scotia Learning Centres Secured Bonds, Series NS99-1 (the "NS Bonds"). An aggregate principal amount of CAD$162,000,000 NS Bonds were issued.

4. On May 3, 2001, the Issuer issued an aggregate principal amount of CAD$290,000,000 of 6.27% Borealis – Enersource Series Bonds (the "Enersource Bonds"). A material change report in respect of this issuance was filed with the Decision Makers on May 3, 2001. The Enersource Bonds were qualified for distribution under a prospectus dated April 25, 2001 and a prospectus supplement dated April 26, 2001.

5. The Issuer has no other issued or outstanding securities other than the NS Bonds and the Enersource Bonds, and the securities of the Issuer are not listed on any stock exchange.

6. Holders of the NS Bonds and the Enersource Bonds will only have recourse to a specific and segregated pool of assets and the undertaking of the Issuer identified in supplemental indentures and will not have any further recourse to the Issuer.

7. The market value of each series of bonds issued by the Issuer or the assets secured in favour of the bondholders will not depend on the value or financial performance of the Issuer, but rather on

factors relating to the specific infrastructure project being funded by the bonds, such as: (i) the fixed rate of interest on the bonds in comparison to the prevailing Canadian interest rate, (ii) the contractual arrangements in place to fund payments in respect of the bonds, (iii) the bondholders' security and the remedies available to the bondholders for non-performance of the Issuer's obligations in respect of the bonds, and (iv) the rating assigned to the bonds by an approved credit rating agency.

8. There is no requirement under the Trust Indenture for the preparation, filing or delivery of interim financial statements to bondholders.

9. The Trust Indenture contains extensive covenants of the Issuer and, in the event of default by the Issuer in respect thereof, the bondholders are entitled to enforce a range of remedies under the Trust Indenture.

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 under the Legislation is that the requirement contained in the Legislation to file with the Decision Makers interim financial statements for each of the Issuer's financial years shall not apply to the Issuer with respect to the first and third quarters of each of its financial years provided that this Decision shall terminate on the date that is 30 days after the issuance by the Issuer of a class of securities if any of the representations in paragraphs 6 to 9, inclusive, of this Decision made in respect of the NS Bonds and the Enersource Bonds could not also be made in respect of such additional class of securities.

May 23, 2002.

"R.L. Shirriff" "H. Lorne Morphy"

2.1.5 CCS Income Trust et al. - MRRS Decision

Headnote

MRRS – relief from registration and prospectus requirements granted in connection with arrangement involving issuance of exchangeable shares where exemptions not available for technical reasons – relief from continuous disclosure requirements granted to issuer of exchangeable shares, subject to certain conditions.

Applicable Ontario Statutes

Securities Act, R.S.O. 1990, c. S.5, as am, ss. 25(1), 53(1), 74(1), 75, 77, 78, 79, 81 80(b)(iii).

Applicable Ontario Rules

Ontario Securities Commission Rule 51-501 AIF and MD&A (2000) 23 O.S.C.B. 8365.

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

AND

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

AND

IN THE MATTER OF
CCS INCOME TRUST,
CANADIAN CRUDE SEPARATORS INC., AND
CCS INC.

MRRS DECISION DOCUMENT

1. **WHEREAS** the local securities regulatory authority or regulator (collectively , the "Decision Makers") in each of Alberta, British Columbia, Saskatchewan, Manitoba, Ontario, Québec, New Brunswick, Prince Edward Island, Newfoundland and Labrador, Nova Scotia, the Yukon Territory, Nunavut and the Northwest Territories (the "Jurisdictions") has received an application from CCS Income Trust (the "Trust"), Canadian Crude Separators Inc. ("CCS") and CCS Inc. ("AcquisitionCo") for a decision under the securities legislation of the Jurisdictions (the "Legislation") that the requirements contained in the Legislation:

1.1 to be registered to trade in a security (the "Registration Requirement") and to file a preliminary prospectus and a prospectus and receive receipts therefore (the "Prospectus Requirement") shall not apply to certain trades of securities to be made in connection with a proposed plan of arrangement under section 193 of the Business Corporations Act (Alberta) (the "ABCA") involving the Trust, AcquisitionCo, CCS and the security holders of CCS; and

1.2 with respect to AcquisitionCo (or its successor on amalgamation with CCS - the "Amalgamated Corporation") in those Jurisdictions in which it becomes a reporting issuer or the equivalent under the Legislation to issue a press release and file a report upon the occurrence of a material change, file an annual report where applicable, interim financial statements and audited annual financial statements and deliver such financial statements to the security holders of AcquisitionCo or the Amalgamated Corporation, file an information circular or make an annual filing in lieu of filing an information circular, where applicable, file an annual information form and provide management's discussion and analysis of financial conditions and results of operations (the "Continuous Disclosure Requirements") shall not apply to AcquisitionCo or the Amalgamated Corporation;

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

3. **AND WHEREAS** the Trust, CCS and AcquisitionCo have represented to the Decision Makers that:

3.1 CCS is a corporation organized and subsisting under the ABCA;

3.2 CCS provides a variety of services to the upstream oil and gas sector, including the provision of oil field waste treatment, processing and disposal services and crude oil separation and terminaling services to oil and gas producers and the operation of a fleet of service rigs;

3.3 the head and principal offices of CCS are located at 2400, 530 – 8th Avenue S.W., Calgary, Alberta T2P 3S8;

3.4 the authorized capital of CCS presently consists of an unlimited number of common shares ("Common Shares") and up to 764,000 Series "A" preferred shares;

3.5 as at April 19, 2002, 13,824,747 Common Shares and no Series "A" preferred shares were issued and outstanding; options and warrants ("Options") to purchase 1,733,411 Common Shares were outstanding; and a $17,000,000 6% Subordinated Convertible Debenture due July 29, 2005 was issued and outstanding, which Debenture the holder has agreed to convert into 3,912,778 Common Shares prior to the Arrangement;

3.6 the Common Shares are presently listed on the Toronto Stock Exchange (the "TSE");

3.7 CCS is a reporting issuer in the Provinces of Alberta, Saskatchewan, Manitoba, Ontario, Québec, Nova Scotia, and Newfoundland and Labrador and has been for more than 12 months;

3.8 CCS has filed all the information that it has been required to file as a reporting issuer in each of the Provinces of Alberta, Saskatchewan, Manitoba, Ontario, Québec, Nova Scotia and Newfoundland and Labrador, and is not in default of the securities legislation in any of these jurisdictions;

3.9 the Trust is an open-end unincorporated investment trust governed by the laws of the Province of Alberta and created pursuant to a trust indenture dated April 17, 2002 between CCS and Computershare Trust Company of Canada, as trustee;

3.10 the head and principal offices of the Trust are located at 2400, 530 – 8th Avenue S.W., Calgary, Alberta T2P 3S8;

3.11 the Trust was established to invest in securities of AcquisitionCo and the Amalgamated Corporation initially but is also permitted to acquire and invest in securities of any other subsidiary of the Trust or any other entity;

3.12 the Trust was established with nominal capitalization and currently has only nominal assets and no liabilities and the only activity which will be carried on by the Trust will be the holding of securities, initially securities of the Amalgamated Corporation;

3.13 the Trust is authorized to issue an unlimited number of trust units ("Trust Units") and an unlimited number of special voting rights ("Special Voting Rights");

3.14 as at April 24, 2002, there was one Trust Unit issued and outstanding and owned by CCS and no Special Voting Rights were outstanding;

3.15 the Trust has received conditional approval from the TSE for the listing on the TSE of the Trust Units to be issued in connection with the Arrangement subject to, among other things, completion of the Arrangement;

3.16 the Trust is not a reporting issuer in any of the Jurisdictions;

3.17 AcquisitionCo was incorporated pursuant to the ABCA on April 17, 2002;

3.18 the head and principal offices of AcquisitionCo are located at 2400, 530 – 8th Avenue S.W., Calgary, Alberta T2P 3S8;

3.19 AcquisitionCo was incorporated to participate in the Arrangement by acquiring, directly or indirectly, Common Shares and Options of CCS;

3.20 the authorized capital of AcquisitionCo presently consists of an unlimited number of common shares; AcquisitionCo will amend its Articles such that it (and the Amalgamated Corporation) will also be authorized to issue an unlimited number of exchangeable shares issuable in series, of which 6,500,000 Series A exchangeable shares (the "Exchangeable Shares") will be authorized;

3.21 as at April 24, 2002, 10 common shares of AcquisitionCo were issued and outstanding and owned by the Trust;

3.22 AcquisitionCo is not a reporting issuer in any of the Jurisdictions;

3.23 the Arrangement will be effected by way of a plan of arrangement under section 193 of the ABCA which will require approval by (i) not less than two-thirds of the votes cast by the holders of Common Shares and the holders of Options (present in person or represented by proxy), each voting separately as a class, at a meeting to be held on May 22, 2002 (the "Meeting") and thereafter, (ii) the approval of the Court of Queen's Bench of Alberta (the "Court");

3.24 the management information circular (the "Information Circular") mailed to the holders of Common Shares and the holders of Options in connection with the Meeting conforms with the ABCA, applicable securities laws and an interim order of the Court and contains prospectus-level disclosure concerning the respective business, affairs and securities of the Trust, CCS and the Amalgamated Corporation and a detailed description of the Arrangement;

3.25 under the Arrangement:

3.25.1 the holders ("Shareholders") of Common Shares (other than dissenting holders or certain participating holding corporations ("Participating Holdcos") will exchange each of the Common Shares held by them with AcquisitionCo in consideration for, at the election or deemed election of each such Shareholder: (i) one note of AcquisitionCo (a "Note") or (ii) one Series A exchangeable share of AcquisitionCo (an "Exchangeable Share") or (iii) a combination thereof;

3.25.2 the holders ("Participating Holdco Shareholders") of shares of Participating Holdcos ("Participating Holdco Shares") will exchange each of the Participating Holdco Shares held by them with AcquisitionCo in consideration for, at the election or deemed election of each such Participating Holdco Shareholder: (i) one Note or (ii) one Exchangeable Share or (iii) a combination thereof;

3.25.3 the holders ("Optionholders") of Options (other than dissenting holders) will exchange each of the Options held by them with AcquisitionCo for Notes;

3.25.4 Options acquired by AcquisitionCo will be exchanged with CCS for Common Shares; and

3.25.5 each Note will be exchanged with the Trust for one Trust Unit;

3.26 upon completion of these exchanges, each Participating Holdco will become wholly-owned by AcquisitionCo and all of the Common Shares of CCS will be owned by AcquisitionCo directly or indirectly through the Participating Holdcos;

3.27 as part of the Arrangement, AcquisitionCo, CCS and each Participating Holdco will amalgamate to form the Amalgamated Corporation which will continue under the name "CCS Inc.";

3.28 the Amalgamated Corporation will become a reporting issuer under the Legislation in Alberta, Saskatchewan, Manitoba, Ontario, Québec, Nova Scotia and Newfoundland and Labrador and will be subject to the Continuous Disclosure Requirements in such Jurisdictions;

3.29 the Trust will become a reporting issuer under the Legislation in Alberta, Saskatchewan, Ontario, and Québec and will be subject to the Continuous Disclosure Requirements in such Jurisdictions;

3.30 the Exchangeable Shares will provide a holder with a security having economic, ownership and voting rights which are, as nearly as practicable, equivalent to those of the Trust Units;

3.31 under the terms of the Exchangeable Shares and certain rights to be granted in connection with the Arrangement, holders of Exchangeable Shares will be able to exchange them at their option for Trust Units;

3.32 under the terms of the Exchangeable Shares and certain rights to be granted in connection with the Arrangement, the Trust or a subsidiary of the Trust other than the Amalgamated Corporation (an "ExchangeCo") or the Amalgamated Corporation will be able to redeem, retract or acquire Exchangeable Shares in exchange for Trust Units in certain circumstances;

3.33 in order to ensure that the Exchangeable Shares remain the voting and economical equivalent of the Trust Units prior to their exchange, the Arrangement provides for:

3.33.1 a voting and exchange trust agreement to be entered into among the Trust, the Amalgamated Corporation and Computershare Trust Company of Canada (the "Trustee") which will, among other things, grant to the Trustee, for the benefit of holders of Exchangeable Shares, the right to require the Trust or ExchangeCo to exchange the Exchangeable Shares for Trust Units, or to trigger automatically the exchange of the Exchangeable Shares for Trust Units upon the occurrence of certain specified events;

3.33.2 the deposit by the Trust of a Special Voting Right with the Trustee which will effectively provide the holders of Exchangeable Shares with voting rights equivalent to those attached to the Trust Units; and

3.33.3 a support agreement to be entered into between the Trust and the Amalgamated Corporation which will, among other things, restrict the Trust from distributing additional Trust Units or rights to subscribe therefore or other property or assets to all or substantially all of the holders of Trust Units, nor change the rights, privileges or other terms of the Trust Units, unless the same or an economically equivalent change to the Exchangeable Shares (or in the rights of the holders thereof) is made simultaneously;

3.34 the steps under the Arrangement, the terms of the Exchangeable Shares and the exercise of certain rights provided for in connection with the Arrangement and the Exchangeable Shares involves or may involve a number of trades of securities (collectively, the "Trades");

3.35 there are no exemptions from the Registration Requirement or the Prospectus Requirement available under the Legislation for certain of the Trades;

3.36 the Information Circular discloses that the Trust and AcquisitionCo will rely on exemptions, including discretionary exemptions, from the Registration Requirement and Prospectus Requirement with respect to the issuance of Trust Units and Exchangeable Shares pursuant to the Arrangement and discloses that application will be made to

relieve the Amalgamated Corporation from the Continuous Disclosure Requirements; and

3.37 the Trust will concurrently send to holders of Exchangeable Shares resident in the Jurisdictions all disclosure material it sends to holders of Trust Units pursuant to the Legislation;

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

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

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

6.1 the Registration Requirement and Prospectus Requirement shall not apply to the Trades provided that the first trade in securities acquired under this Decision shall be deemed to be a distribution or primary distribution to the public;

6.2 the Prospectus Requirement shall not apply to the first trade in Trust Units and Exchangeable Shares acquired by security holders of CCS or Participating Holdcos under the Arrangement and the first trade of the Trust Units acquired by the holders thereof on the exercise of all rights, automatic or otherwise, under such Exchangeable Shares, provided that:

6.2.1 except in Québec, the conditions in subsections (3) or (4) of section 2.6 of Multilateral Instrument 45-102 *Resale of Securities* ("MI 45-102"), with the issuer being the Trust, are satisfied and for the purposes of determining the period of time that the Trust has been a reporting issuer under section 2.6 of MI 45-102, the period of time that CCS was a reporting issuer in at least one of the jurisdictions listed in Appendix B of MI 45-102 immediately before the Arrangement may be included; and

6.2.2 in Québec,

6.2.2.1 the Trust is and has been a reporting issuer in Québec for the 12 months immediately preceding the trade, including the period of time that CCS was a reporting issuer in Québec immediately before the Arrangement;

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

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

6.2.2.4 if the selling security holder is an insider or officer of the Trust, the selling security holder has no reasonable grounds to believe that the Trust is in default of securities legislation;

6.3 the Continuous Disclosure Requirements shall not apply to the Amalgamated Corporation for so long as:

6.3.1 the Trust is a reporting issuer in Québec and at least one of the jurisdictions listed in Appendix B of MI 45-102 and is an electronic filer under National Instrument 13-101;

6.3.2 the Trust sends to all holders of Exchangeable Shares resident in the Jurisdictions all disclosure material furnished to holders of Trust Units under the Continuous Disclosure Requirements;

6.3.3 the Trust complies with the requirements of the TSE, or such other market or exchange on which the Trust Units may be quoted or listed, in respect of making public disclosure of material information on a timely basis;

6.3.4 the Amalgamated Corporation is in compliance with the requirements of the Legislation

to issue a press release and file a report with the Decision Makers upon the occurrence of a material change in respect of the affairs of the Amalgamated Corporation that is not also a material change in the affairs of the Trust;

6.3.5 the Trust shall include in all future mailings of proxy solicitation materials to holders of Exchangeable Shares a clear and concise insert explaining the reason for the mailed material being solely in relation to the Trust and not to the Amalgamated Corporation, such insert to include a reference to the economic equivalency between the Exchangeable Shares and Trust Units and the right to direct voting at meetings of holders of Trust Units;

6.3.6 the Trust remains the direct or indirect beneficial owner of all of the issued and outstanding voting securities of the Amalgamated Corporation; and

6.3.7 the Amalgamated Corporation does not issue any preferred shares or debt obligations other than debt obligations issued to its affiliates or to banks, loan corporations, trust corporations, treasury branches, credit unions, insurance companies or other financial institutions.

May 22, 2002.

"Glenda A. Campbell" "David W. Betts"

2.1.6 MRF 2001 II Limited Partnership - MRRS Decision

Headnote

Issuer exempted from interim financial reporting requirements for first and third quarter of each financial year. Exemption terminates upon the occurrence of a material change in the business affairs of the Issuer unless the Decision Makers are satisfied that the exemption should continue.

Applicable Ontario Statutory Provisions

Securities Act, R.S.O. 1990, c. S.5, as am, s. 77, 78, 79, s. 80(b)(iii) and 81(1).

Applicable Ontario Rules Cited

OSC Rule 51-501- AIF and MD&A, (2000) 23 OSCB 8365, as am., s. 1.2(2), 2.1(1), 3.1, 4.1(1), 4.3 and 5.1.
OSC Rule 52-501- Financial Statements, (2000) 23 OSCB 8372, s. 2.2(2) and 4.1.

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

AND

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

AND

IN THE MATTER OF
MRF 2001 II LIMITED PARTNERSHIP

MRRS DECISION DOCUMENT

WHEREAS the local securities regulatory authority or regulator (the "Decision Maker") in each of British Columbia, Alberta, Saskatchewan and Ontario (collectively, the "Jurisdictions") has received an application from MRF 2001 II Limited Partnership (the "Partnership") for:

(i) a decision pursuant to the securities legislation of each of the Jurisdictions (the "Legislation") that the requirements contained in the Legislation to file and send to its securityholders (the "Limited Partners") its interim financial statements for each of the first and third quarters of each of the Partnership's fiscal years (the “First & Third Quarter Interim Financials”), shall not apply to the Partnership; and

(ii) in Ontario and Saskatchewan only, a decision pursuant to the securities

legislation of Ontario and Saskatchewan that the requirements to file and send to the Limited Partners, its:

(a) annual information form (the "AIF");

(b) annual management discussion and analysis of financial condition and results of operations (the "Annual MD&A"); and

(c) interim management discussion and analysis of financial condition and results of operations (the "Interim MD&A");

shall not apply to the Partnership.

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

AND WHEREAS the Partnership has represented to the Decision Makers that:

1. the Partnership is a limited partnership formed pursuant to the *Limited Partnerships Act* (Ontario) on October 31, 2001;

2. the Partnership was formed to invest in certain common shares ("Flow-Through Shares") of companies involved primarily in oil and gas, mining or renewable energy exploration and development ("Resource Companies");

3. the Partnership will enter into agreements ("Resource Agreements") with Resource Companies and under the terms of each Resource Agreement, the Partnership will subscribe for Flow-Through Shares of the Resource Company and the Resource Company will incur and renounce to the Partnership, in amounts equal to the subscription price of the Flow-Through Shares, expenditures in respect of resource exploration and development which qualify as Canadian exploration expense or as Canadian development expense which may be renounced as Canadian exploration expense to the Partnership;

4. on November 29, 2001, the Decision Makers, together with the securities regulatory authority or regulator for Manitoba (in which jurisdiction no legislative requirement exists to file first and third quarter interim financial statements), issued a receipt under the System for the prospectus of the Partnership dated November 29, 2001 (the "Prospectus") relating to an offering of up to 600,000 units of the Partnership (the "Partnership Units");

5. the Prospectus contained disclosure that the Partnership intends to apply for an order from the Decision Makers exempting it from the requirements to file and distribute financial statements of the Partnership in respect of the first and third quarters of each fiscal year of the Partnership;

6. the Partnership Units will not be listed or quoted for trading on any stock exchange or market;

7. at the time of purchase or transfer of Partnership Units, each purchaser or transferee consents to the application by the Partnership for an order from the Decision Makers exempting the Partnership from the requirements to file and distribute financial statements of the Partnership in respect of the first and third quarters of each fiscal year of the Partnership;

8. on or about January 30, 2004, the Partnership will be liquidated and the Limited Partners will receive their pro rata share of the net assets of the Partnership; and it is the current intention of the general partner of the Partnership to propose prior to the dissolution that the Partnership enter into an agreement with Middlefield Mutual Funds Limited (the "Mutual Fund"), an open end mutual fund, whereby assets of the Partnership would be exchanged for shares of the Growth Class of the Mutual Fund; and upon dissolution, Limited Partners would then receive their pro rata share of the shares of the Growth Class of the Mutual Fund;

9. since its formation on October 31, 2001, the Partnership's activities primarily included (i) collecting the subscriptions from the Limited Partners, (ii) investing the available Partnership funds in Flow-Through Shares of Resource Companies, and (iii) incurring expenses to maintain the fund;

10. unless a material change takes place in the business and affairs of the Partnership, the Limited Partners will obtain adequate financial information concerning the Partnership from the semi-annual financial statements and the annual report containing audited financial statements of the Partnership together with the auditors' report thereon distributed to the Limited Partners and that the Prospectus and the semi-annual financial statements provide sufficient background materials and the explanations necessary for a Limited Partner to understand the Partnership's business, its financial position and its future plans, including dissolution on January 30, 2004;

11. given the limited range of business activities to be conducted by the Partnership and the nature of

the investment of the Limited Partners in the Partnership, the provision by the Partnership of First & Third Quarter Interim Financials, AIF, Annual MD&A and Interim MD&A will not be of significant benefit to the Limited Partners and may impose a material financial burden on the Partnership;

12. it is disclosed in the Prospectus that the General Partner will apply on behalf of the Partnership for relief from the requirements to send to Limited Partners the First & Third Quarter Interim Financials;

13. each of the Limited Partners has, by subscribing for the units offered by the Partnership in accordance with the Prospectus, agreed to the irrevocable power of attorney contained in Article XIX of the Amended and Restated Limited Partnership Agreement scheduled to the Prospectus and has thereby consented to the making of this application for the exemption requested herein;

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

AND WHEREAS each Decision Maker is of the opinion 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 requirements contained in the Legislation to file and send to the Limited Partners its First & Third Quarter Interim Financials shall not apply to the Partnership provided that this exemption shall terminate upon the occurrence of a material change in the affairs of the Partnership unless the Partnership satisfies the Decision Makers that the exemptions should continue, which satisfaction shall be evidenced in writing.

May 24, 2002.

“H. Lorne Morphy” “Robert L. Shirriff”

THE FURTHER DECISION of the securities regulatory authority or securities regulator in each of Ontario and Saskatchewan is that the requirements contained in the legislation of Ontario and Saskatchewan to file and send to its Limited Partners its AIF, Annual MD&A and Interim MD&A shall not apply to the Partnership provided that this exemption shall terminate upon the occurrence of a material change in the affairs of the Partnership unless the Partnership satisfies the Decision Makers that the exemptions should continue, which satisfaction shall be evidenced in writing.

May 24, 2002.

“John Hughes”

2.1.7 Clarica Diversico Ltd. - MRRS Decision

Headnote

Exemptions from the mutual fund self-dealing prohibitions of clauses 111(2)(a) and 111(3) of the Securities Act (Ontario) to allow certain mutual funds to continue to hold securities of an issuer that will become a substantial security holder of the mutual funds’ manager pursuant to an acquisition transaction. Requirement for the mutual funds to divest the securities of the related issuer within 6 months of the closing of the transaction.

Statutes Cited

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

IN THE MATTER OF
THE SECURITIES LEGISLATION OF
ONTARIO, BRITISH COLUMBIA,
ALBERTA, SASKATCHEWAN,
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
CLARICA CANADIAN GROWTH EQUITY FUND AND
CLARICA BALANCED FUND
(collectively, the "Funds")

MRRS DECISION DOCUMENT

WHEREAS the Canadian securities regulatory authority or regulator (the "Decision Maker") in each of British Columbia, Alberta, Saskatchewan, Ontario, Nova Scotia, and Newfoundland and Labrador (the "Jurisdictions") has received an application from Clarica Diversico Ltd. ("Diversico"), as manager of each of the Funds, for a decision pursuant to the securities legislation of the Jurisdictions (the "Legislation") that the restrictions contained in the Legislation requiring that the Funds not knowingly hold an investment in the securities of any person or company who is a substantial security holder of the Funds, its management company or distribution company (the "Investment Restrictions") shall not apply in respect of certain investments held by the Funds in the common shares of Sun Life Financial Services of Canada Inc. ("Sun Life Common Shares").

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 Diversico has represented to the Decision Makers that:

1. Diversico is a corporation amalgamated under the laws of Canada.

2. Diversico is a direct, wholly-owned subsidiary of Clarica Life Insurance Company ("Clarica"). Clarica is an insurance company incorporated under the *Insurance Companies Act* (Canada) and is a reporting issuer in each of the Jurisdictions and the common shares of Clarica trade on The Toronto Stock Exchange.

3. Sun Life Financial Services of Canada Inc. ("Sun Life") is a holding company incorporated under the *Insurance Companies Act* (Canada) and is a reporting issuer in each of the provinces and territories of Canada. The Sun Life Common Shares are listed on the Toronto, New York, London and Philippines stock exchanges. To the knowledge of Sun Life, no person or company beneficially owns, directly or indirectly, or exercises control or direction over, more than 10% of the votes attaching to the Sun Life Common Shares.

4. On December 17, 2001, Clarica and Sun Life entered into a transaction agreement (the "Transaction Agreement"), pursuant to which Sun Life agreed to acquire all of the outstanding common shares of Clarica (the "Transaction"). The Transaction is proposed to be effected through a reorganization of Clarica's capital structure to provide for the exchange of each of the common shares of Clarica ("Clarica Common Shares"), except those Clarica Common Shares beneficially owned by Sun Life as general fund assets, for 1.5135 Sun Life Common Shares through a series of transactions. Subject to the satisfaction of all closing conditions and the receipt of all applicable regulatory approvals, it is anticipated that the Transaction will be completed during the second quarter of 2002.

5. On closing of the proposed transaction with Sun Life, Sun Life will own all of the outstanding common shares of Clarica and Diversico will be an indirect, wholly-owned subsidiary of Sun Life.

6. Diversico is the manager of the Funds. The custodian of the Funds is Canadian Imperial Bank of Commerce.

7. The Funds are advised by external, arm's-length third party portfolio advisors, including AGF Funds Inc., AMI Partners Inc., AIM Funds Management Inc., Brinson Canada Co., KBSH Capital Management Inc., Mackenzie Financial Corporation, McLean Budden Limited, Natcan Investment Management Inc., Perigee Investment Counsel Inc., State Street Research & Management Company and TD Asset Management Inc. McLean Budden Limited is an indirect subsidiary of Sun Life.

8. Each of the Funds is an open-end mutual fund trust established under the laws of Ontario. The securities of the Funds are offered by prospectus in each of the provinces and territories of Canada.

9. Each Fund is a reporting issuer under the securities laws of each of the provinces and territories of Canada. None of the Funds is in default of any requirements of the Legislation.

10. As at April 1, 2002, the Funds held Sun Life Common Shares as follows:

    (a) Clarica Canadian Growth Equity Fund held 60,700 Sun Life Common Shares, representing approximately 2.1% of the net asset value of such Fund's assets; and

    (b) Clarica Balanced Fund held 2,600 Sun Life Common Shares, representing approximately 0.5% of the net asset value of such Fund's assets.

11. The aggregate number of Sun Life Common Shares which will be held by all of the Funds immediately after completion of the Transaction will represent less than 0.02% of the outstanding Sun Life Common Shares immediately after the completion of the Transaction, assuming that the Funds do not sell any of the Sun Life Common Shares held by them prior to completion of the Transaction.

12. The Funds have not made any investment in Sun Life Common Shares following the execution of the Agreement and will not make any such purchases in the future unless the Agreement is terminated and the Share Transaction contemplated by the Agreement is not consummated.

13. At the time it was made, each investment by the Funds in Sun Life Common Shares represented the business judgement of professional independent portfolio advisers uninfluenced by considerations other than the best interests of the securityholders of the applicable Fund.

14. In the absence of the Decision evidenced by this Decision Document, the Funds would be required to divest the Sun Life Common Shares immediately on the effective date of the closing of the Transaction upon Diversico becoming an indirect wholly-owned subsidiary of Sun Life.

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

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 Investment Restrictions do not apply so as to prevent the Funds from holding their investments in the Sun Life Common Shares beyond the date of completion of the Transaction when Diversico will become an indirect wholly-owned subsidiary of Sun Life, provided that:

(a) the Funds do not make any additional purchases of Sun Life Common Shares;

(b) the Funds divest the Sun Life Common Shares acquired prior to the Transaction as quickly as is commercially reasonable so that no later than six months from the date of closing of the Transaction, the Funds do not hold Sun Life Common Shares; and

(c) the Funds do not vote their Sun Life Common Shares at any meeting of holders of Sun Life Common Shares.

May 24, 2002.

"Robert Korthals" "Harold P. Hands"

2.1.8 MGI Software Corp. - MRRS Decision

Headnote

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

Applicable Ontario Statutory Provisions

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

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

AND

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

AND

IN THE MATTER OF
MGI SOFTWARE CORP.

MRRS DECISION DOCUMENT

WHEREAS the local securities regulatory authority or regulator (the "Decision Maker") in each of Alberta, Saskatchewan, Ontario, Québec, New Brunswick, Nova Scotia, Newfoundland and Labrador (the "Jurisdictions") has received an application from MGI Software Corp. ("MGI") for a decision pursuant to the securities legislation (the "Legislation") of the Jurisdictions deeming MGI to have ceased to be a reporting issuer under the Legislation;

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 MGI has represented to the Decision Makers that:

1. MGI is a corporation governed by the *Business Corporations Act* (Ontario) (the "OBCA");

2. MGI's head office is located in Richmond Hill, Ontario;

3. MGI is a reporting issuer, or the equivalent, in each of the Jurisdictions;

4. MGI is not in default of any of its obligations as a reporting issuer under the Legislation;

5. MGI's authorized capital consists of an unlimited number of common shares (the "Common

Shares") of which 43,634,467 Common Shares were issued and outstanding as of January 31, 2002;

6. On January 31, 2002, Roxio, Inc. ("Roxio") through an indirect wholly-owned subsidiary acquired all of the outstanding Common Shares (excluding shares held by or on behalf of Roxio and those shares for which dissent rights were exercised and perfected which were acquired directly by Roxio) pursuant to a plan of arrangement governed by s.182 of the OBCA;

7. The Common Shares were delisted from The Toronto Stock Exchange on February 6, 2002 and no securities of MGI are listed or quoted on any exchange or market;

8. MGI has no securities, including debt securities, outstanding other than the Common Shares; and

9. MGI does not intend to seek public financing by way of an offering of securities.

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

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

THE DECISION of the Decision Makers pursuant to the Legislation is that MGI is deemed to have ceased to be a reporting issuer under the Legislation effective as of the date of this Decision.

May 28, 2002.

"Margo Paul"

2.1.9 Conoco Canada Resources Limited - MRRS Decision

Headnote

Mutual Reliance Review System for Exemptive Relief Applications - issuer deemed to cease to be a reporting issuer after all of its common shares purchased by its U.S. parent. Aside from the common shares, the only outstanding securities of the issuer are debt securities issued in the United States. There are three Canadian-resident holders of debt securities holding a de minimus aggregate amount of debt.

Applicable Ontario Statutory Provisions

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

IN THE MATTER OF
THE SECURITIES LEGISLATION OF
BRITISH COLUMBIA, ALBERTA, QUEBEC,
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
CONOCO CANADA RESOURCES LIMITED

MRRS DECISION DOCUMENT

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

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

3. AND WHEREAS Conoco Canada has represented to the Decision Makers that:

   3.1 Conoco Canada is governed by the *Canada Business Corporations Act* (the "CBCA") and is a reporting issuer in each of the Jurisdictions;

3.2 Conoco Canada is not in default of any of its obligations as a reporting issuer under the Legislation;

3.3 Conoco Canada's head office is located in Alberta;

3.4 the authorized capital of Conoco Canada consists of an unlimited number of ordinary shares, an unlimited number of Senior Preference Shares issuable in series and an unlimited number of Junior Preference Shares issuable in series;

3.5 as at May 28, 2001, Conoco Canada had issued and outstanding 535,373,276 ordinary shares;

3.6 as at April 1, 2002, Conoco Canada had issued and outstanding 85,504,557 Senior Preference Shares Series 1 (the "Series 1 Preference Shares"), 300 Senior Preference Shares Series 2 (the "Series 2 Preference Shares") and no Junior Preference Shares;

3.7 Conoco Inc. ("Conoco U.S."), Conoco Canada and Conoco Northern Inc. ("Conoco Northern"), an indirect wholly-owned subsidiary of Conoco U.S., entered into a Support Agreement made as of May 28, 2001, whereby the parties agreed that Conoco Northern would make a take-over bid for all of the issued and outstanding ordinary shares of Conoco Canada;

3.8 upon completion of the take-over bid on July 16, 2001 and the use of the compulsory acquisition provisions of the CBCA, Conoco Northern acquired all of the issued and outstanding ordinary shares of Conoco Canada other than those held by dissenting shareholders, which shareholders were entitled to receive a cash payment representing fair value for their shares or to withdraw their dissent and receive the cash take-over bid consideration. All dissenting shareholders have been dealt with;

3.9 upon completion of the take-over bid and the acquisition of all of the issued and outstanding ordinary shares of Conoco Canada by Conoco Northern, Conoco Canada's ordinary shares were delisted from the Toronto Stock Exchange and the New York Stock Exchange;

3.10 the Series 1 Preference Shares were redeemed on April 22, 2002, at the redemption price set out in the Articles of Conoco Canada;

3.11 the Series 2 Preference Shares were redeemed on April 10, 2002, at the redemption price set out in the Articles of Conoco Canada;

3.12 the Series 1 Preference Shares have been delisted from the Toronto Stock Exchange and the New York Stock Exchange;

3.13 as at August 31, 2001, Conoco Canada had the following publicly traded debt securities outstanding:

	In millions
6.45% Medium Term Notes	$ 100 (Cdn)
8.375% Senior Notes due 2005	200 (US)
8.35% Senior Notes due 2006	250 (US)
7.125% Notes due 2011	300 (US)
8.25% Senior Notes due 2017	225 (US)

3.14 the 6.45% Medium Term Notes due 2007 (the "Crestar Notes") were offered by a predecessor corporation of Conoco Canada, Crestar Energy Inc., by way of prospectus in Canada;

3.15 the trust indenture under which the Crestar Notes were issued allows for redemption of the Crestar Notes. The Crestar Notes were redeemed April 22, 2002 in accordance with their terms;

3.16 the 8.375% Senior Notes due 2005, the 8.35% Senior Notes due 2006, the 7.125% Notes due 2011 (the "2011 Notes") and the 8.25% Senior Notes due 2017 (collectively the "U.S. Notes") were offered by way of prospectus in the United States;

3.17 the U.S. Notes were not offered in Canada, although for at least two series of U.S. Notes, a prospectus was filed in Canada so the Multi-Jurisdictional Disclosure System could be used;

3.18 on September 20, 2001, Conoco Canada commenced a tender offer for the U.S. Notes, which tender offer expired on September 27, 2001;

3.19 as a result of the completion of the tender offer and subsequent purchases of U.S. Notes, as at February 15, 2002, the following amount of U.S. Notes remained outstanding:

	Amount Outstanding U.S. dollars in millions
8.375% Senior Notes due 2005	$8.1
8.35% Senior Notes due 2006	3.9
7.125% Notes due 2011	.375
8.25% Senior Notes due 2017	8.2

3.20 of the U.S. Notes remaining outstanding, searches conducted by Conoco Canada indicated that in aggregate there were three Canadian holders (all in Ontario) of the four classes of U.S. Notes, holding approximately US$254,000 principal amount of U.S. Notes;

3.21 on February 15, 2002, Conoco U.S., Conoco Canada and the trustee under the trust indentures under which the U.S. Notes were issued (the "Trustee") entered into supplemental trust indentures under which Conoco U.S. guaranteed the U.S. Notes and agreed to file with the Trustee, copies of the annual reports and information, documents and other reports (the "SEC Filings") that Conoco U.S. is required to file with the U.S. Securities and Exchange Commission (the "SEC") under Section 13 or 15(d) of the *Securities Exchange Act of 1934* of the United States (the "Exchange Act");

3.22 Conoco U.S. is in the process of completing a merger with Phillips Petroleum Corporation. Conoco U.S. has advised holders of U.S. Notes that following completion of the merger, Conoco U.S. or one of Conoco U.S.'s investment-grade affiliates that guarantees the U.S. Notes, will continue to file the SEC Filings of Conoco U.S. or such affiliate with the Trustee;

3.23 the trust indenture under which the 2011 Notes were issued allows for redemption of the 2011 Notes. The 2011 Notes were redeemed on March 22, 2002, in accordance with their terms;

3.24 on February 19, 2002, Conoco Canada delivered a consent solicitation to the holders of each series of U.S. Notes, other than the 2011 Notes, (the "Remaining U.S. Notes"), requesting elimination of Conoco Canada's financial reporting obligations under the trust indentures under which the Remaining U.S. Notes were issued (the "U.S. Trust Indentures");

3.25 as part of the consent solicitation process, holders of the Remaining U.S. Notes were advised that if they approved the amendments to the U.S.Trust Indentures, Conoco Canada would no longer be required to file periodic reports with the Alberta Securities Commission or with the Trustee. In addition, holders of the Remaining U.S. Notes were asked to consent to Conoco Canada being deemed to cease to be a reporting issuer under the securities legislation of each of the Jurisdictions;

3.26 Conoco Canada has obtained the requisite approvals from the holders of the Remaining U.S. Notes including the three Ontario holders referred to in paragraph 3.20 above, such that they have consented to Conoco Canada obtaining this relief and such that they no longer require Conoco Canada to file financial reports under the U.S. Trust Indentures;

3.27 Conoco Canada has since purchased US$250,000 principal amount of U.S. Notes from two of the three Ontario holders referred to in paragraph 3.20;

3.28 the only securities of Conoco Canada remaining outstanding that are held by persons or companies other than Conoco U.S. or its affiliates are the Remaining U.S. Notes, of which approximately U.S.$12,965,000 aggregate principal amount were outstanding as of April 11, 2002;

3.29 no securities of Conoco Canada are listed or quoted on any exchange or market in Canada or elsewhere;

3.30 as a result of the various transactions described above (including the consent solicitation with respect to the Remaining U.S. Notes), the limited number of holders of the Remaining U.S. Notes and the deregistration of the Series 1 Preference Shares under the Exchange Act, Conoco Canada is no longer subject to periodic reporting requirements under the Exchange Act or Trust Indenture Act of 1939 of the United States and Conoco Canada has no contractual obligations to file periodic reports in any other jurisdiction; and

3.31 Conoco Canada has no present intention of seeking public financing by way of an offering of its securities.

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

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

6. AND WHEREAS the Decision of the Decision Makers under the Legislation is that Conoco Canada is deemed to have ceased to be a reporting issuer under the Legislation.

May 16, 2002.

"Patricia M. Johnston"

2.1.10 Miramar Mining Corporation et al. - MRRS Decision

Headnote

Mutual Reliance Review System for Exemptive Relief Applications. Relief from registration and prospectus requirements relating to trades made in connection with an arrangement. First trade deemed a distribution unless made in accordance with specified provisions of Multilateral Instrument 45-102 Resale of Securities.

Applicable Ontario Statutory Provisions

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

Applicable Multilateral Instrument

Multilateral Instrument 45-102 Resale of Securities, ss. 2.6 and 2.8.

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

AND

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

AND

IN THE MATTER OF
MIRAMAR MINING CORPORATION

AND

IN THE MATTER OF
HOPE BAY GOLD CORPORATION INC.

AND

IN THE MATTER OF
ARIANE GOLD CORP.

MRRS DECISION DOCUMENT

WHEREAS the local securities regulatory authority or regulator (the "Decision Maker") in each of Saskatchewan, Manitoba, Ontario, Québec, Nova Scotia, Newfoundland and Labrador, New Brunswick, and Prince Edward Island (the "Jurisdictions") has received an application from Miramar Mining Corporation ("Miramar"), Hope Bay Gold Corporation Inc. ("Hope Bay") and Ariane Gold Corp. ("Ariane" and, together with Miramar and Hope Bay, the "Filers") for a decision under the securities legislation of the Jurisdictions (the "Legislation") that the requirement to be registered to trade in a security (the

"Registration Requirement") and to file and obtain a receipt for a preliminary prospectus and a prospectus (the "Prospectus Requirement") shall not apply to certain trades in securities in connection with a transaction (the "Transaction") involving a distribution by Hope Bay to its shareholders of Ariane Special Warrants (as defined below) and the amalgamation of Hope Bay with a wholly-owned subsidiary of Miramar (the "Amalgamation");

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

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

1. Miramar was incorporated under the *Company Act* (British Columbia) in 1983 and has its principal executive office in North Vancouver, British Columbia;

2. Miramar's authorized capital is 500,000,000 common shares without par value (the "Miramar Common Shares"), of which 63,709,804 Miramar Common Shares were outstanding as at April 4, 2002;

3. Miramar is a reporting issuer or the equivalent under the securities legislation of each province and territory of Canada; the Miramar Common Shares are listed for trading on The Toronto Stock Exchange ("TSX");

4. 9114-6696 Québec Inc. ("Miramar Québec") was incorporated under the *Companies Act* (Québec) (the "QCA") in 2002;

5. Miramar Québec's authorized capital is an unlimited number of voting and participating Class A shares (the "Miramar Québec Shares"), of which one (1) Miramar Québec Share is currently outstanding and held by Miramar;

6. Miramar Québec is not a reporting issuer or the equivalent in any jurisdiction in Canada; it was incorporated for the sole purpose of effecting the Amalgamation;

7. Hope Bay was incorporated under the QCA in 1993 and has its executive office in Longueuil, Québec;

8. Hope Bay's authorized capital is an unlimited number of common shares with one vote per share, without par value (the "Hope Bay Common Shares") and an unlimited number of Class "A" non-voting shares, without par value (the "Hope Bay Class A Shares"), of which 150,054,867 Hope Bay Common Shares and no Hope Bay Class A Shares were outstanding as at April 4, 2002;

9. as at April 4, 2002, 16,519,667 Hope Bay Common Shares were reserved for issuance under outstanding stock options ("Hope Bay Options") and 8,950,000 Hope Bay Common Shares were reserved for issuance under outstanding warrants ("Hope Bay Warrants");

10. Hope Bay is a reporting issuer or the equivalent under the securities legislation of British Columbia, Alberta, Saskatchewan, Manitoba, Ontario, Québec, Nova Scotia, and Newfoundland and Labrador; the Hope Bay Common Shares are listed for trading on the TSX;

11. Ariane was incorporated under the *Canada Business Corporations Act* in 2002 and has its executive office in Longueuil, Québec;

12. Ariane's authorized capital is an unlimited number of common shares ("Ariane Common Shares") and an unlimited number of first preference shares, issuable in series ("Ariane Preference Shares"); as at April 23, 2002, no Ariane Common Shares and one (1) Ariane Preference Share was outstanding and held by Hope Bay;

13. prior to the implementation of the Transaction, Ariane will acquire from Hope Bay all of the outstanding shares of a Barbados holding company that indirectly holds all of Hope Bay's properties located in French Guiana (the "French Guiana Assets"), in exchange for the issuance by Ariane to Hope Bay of special warrants (the "Ariane Special Warrants"); each Ariane Special Warrant will entitle the holder to acquire, upon exercise and without any further consideration, one Ariane Common Share;

14. Ariane Special Warrants will be distributed by Hope Bay to its shareholders (the "Distribution") as part of the Transaction; Ariane Special Warrants may also be provided by Ariane to certain holders of Hope Bay Warrants under the terms of the Transaction;

15. Ariane is not a reporting issuer or the equivalent in any jurisdiction in Canada, but intends to become a reporting issuer by filing and obtaining receipts for a prospectus qualifying, among other things, the issuance of Ariane Common Shares upon the exercise of the Ariane Special Warrants (the "Prospectus");

16. on April 23, 2002 an interlocutory order ("Interim Order") of the Superior Court of Québec (the "Court") was obtained in connection with the Transaction; the Interim Order provides for the calling and holding of an annual and special general meeting of the shareholders of Hope Bay (the "Meeting"), to be held on May 21, 2002; at the Meeting, Hope Bay will seek shareholder approval for the Distribution and Amalgamation;

17. in connection with the Meeting, Hope Bay delivered to its shareholders a management proxy circular (the "Proxy Circular") containing prospectus level disclosure of the Transaction and the business and affairs of each of Miramar and Ariane; Hope Bay will also, prior to the effective date of the Transaction (the "Effective Date"), make the Proxy Circular available to the holders of Hope Bay Options and Hope Bay Warrants;

18. the hearing for the final order of the Court in respect of the Transaction is currently scheduled for May 22, 2002 at which the Court will be asked to approve the fairness of the entire Transaction, or the Amalgamation independent of the Distribution; the final order will form the basis for exemptions from registration requirements under the United States *Securities Act of 1933* in respect of the distributions of Miramar Common Shares and Ariane Special Warrants to U.S. securityholders of Hope Bay;

19. the Ariane Special Warrants will automatically be exercised on the earlier of the receipt by Ariane of an MRRS Decision Document from the applicable Canadian securities regulatory authorities in respect of the Prospectus and December 31, 2002;

20. Miramar may choose to complete the Amalgamation without the Distribution being completed; Miramar currently intends, subject to the receipt of all necessary approvals, to effect the Amalgamation on the Effective Date regardless of whether or not the Distribution has also been effected;

21. the primary purpose of the Amalgamation is to consolidate the ownership of the Hope Bay gold project in Nunavut, which is currently operated as a joint venture between Hope Bay and a subsidiary of Miramar, under one public company;

22. the Amalgamation will be effected under Articles of Amalgamation to be filed in accordance with provisions of the QCA;

23. if both the Distribution and Amalgamation proceed, the following steps are expected to occur on the Effective Date (collectively, the "Trades"):

    (a) Hope Bay will effect a reduction of its issued and paid-up capital (without any payment to the Hope Bay shareholders) under the QCA;

    (b) Hope Bay will effect a further reduction of its issued and paid-up capital under the QCA, and will then effect the Distribution;

    (c) Ariane will redeem the one Ariane Preference Share currently held by Hope Bay;

    (d) Hope Bay and Miramar Québec will amalgamate under the QCA and will continue as one corporation ("Amalco") and:

        (i) Hope Bay shareholders will receive Miramar Common Shares in exchange for their Hope Bay Common Shares on the basis of an exchange ratio agreed among the parties (the "Exchange Ratio");

        (ii) as consideration for the issue of the Miramar Common Shares to effect the Amalgamation, Amalco will issue to Miramar one common share of Amalco ("Amalco Common Share") for each Miramar Common Share issued under the Amalgamation;

        (iii) the Miramar Québec Shares will be exchanged for Amalco Common Shares on the basis of one Amalco Common Share for each Miramar Québec Share; and

        (iv) Miramar will assume the outstanding Hope Bay Options and the outstanding Hope Bay Warrants, and holders of Hope Bay Options and Hope Bay Warrants will become entitled, upon exercise, to acquire Miramar Common Shares on the basis of the Exchange Ratio; holders of certain Hope Bay Warrants will also be entitled to receive, upon exercise of their Hope Bay Warrants, either Ariane Special Warrants or Ariane Common Shares, as disclosed in the Proxy Circular; and

    (e) the property and assets of each of Hope Bay and Miramar Québec will become the property and assets of Amalco, and Amalco will be liable for all of the liabilities and obligations of each of Hope Bay and Miramar Québec;

24. immediately after the Transaction, Amalco will be a wholly-owned subsidiary of Miramar; the current shareholders of Hope Bay will directly own, in aggregate, approximately 37% of the outstanding Miramar Common Shares and Ariane Special Warrants convertible into approximately 88% of the outstanding Ariane Common Shares; the remaining Ariane Common Shares will be held by

founders of Ariane, as disclosed in the Proxy Circular;

25. the TSX has conditionally approved the listing of the Miramar Common Shares issuable under the Transaction, subject to Miramar fulfilling customary requirements of the TSX;

26. Miramar intends to have Amalco cease to be a reporting issuer in the applicable Jurisdictions shortly after the Effective Date;

27. there are no exemptions from the Registration Requirement and the Prospectus Requirement in the Legislation of certain of the Jurisdictions in respect of certain of the Trades or in respect of the issuance by Miramar of Miramar Common Shares or the issuance by Ariane of Ariane Special Warrants or Ariane Common Shares upon the exercise of outstanding Hope Bay Options and Hope Bay Warrants that have been assumed by Miramar (collectively with the Trades, the "Transaction Trades");

28. the fundamental investment decision to be made by a holder of Hope Bay Common Shares will be made at the time such holder votes the holder's Hope Bay Common Shares in respect of the Distribution and the Amalgamation; such decision will be based on prospectus level disclosure respecting the Distribution and the Amalgamation and each of Miramar and Ariane; the Proxy Circular containing prospectus level disclosure will also be made available to the holders of Hope Bay Options and Hope Bay Warrants;

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

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

THE DECISION of the Decision Makers under the Legislation is that the Registration Requirement and the Prospectus Requirement shall not apply to the Transaction Trades, provided that the first trade in Ariane Special Warrants, Ariane Common Shares and Miramar Common Shares acquired under this Decision in a Jurisdiction shall be deemed to be a distribution or primary distribution to the public under the Legislation of such Jurisdiction unless:

(a) except in Québec, the conditions in subsection (3) or (4) of section 2.6 or subsection (2) or (3) of section 2.8 of Multilateral Instrument 45-102 *Resale of Securities* are satisfied, and, for the purposes of determining the period of time that Ariane has been a reporting issuer under sections 2.6 and 2.8, the period of time that Hope Bay was a reporting issuer may be included; and

(b) in Québec,

(i) the issuer of the securities is and has been a reporting issuer in Québec for the 12 months immediately preceding the trade and has complied with the applicable requirements during that period,

(ii) no unusual effort is made to prepare the market or to create a demand for the securities that are the subject of the trade,

(iii) no extraordinary commission or consideration is paid to a person or company in respect of the trade, and

(iv) if the selling shareholder is an insider or officer of the issuer, the selling shareholder has no reasonable grounds to believe that the issuer is in default of securities legislation.

May 23, 2002.

"H. Leslie O'Brien"

2.1.11 Sun Life Financial Services of Canada Inc. et al. - MRRS Decision

Headnote

MRRS Decision

MRRS Decision providing relief from the requirement that prohibits a person or company from trading a in a security unless the person or company is registered in the appropriate category of registration, in connection with trades in common shares pursuant to a share selling service established after the demutualisation of the applicant.

Applicable Ontario Statute

Securities Act, R.S.O. 1990, c. S.5, as am., ss. 25, 74(1), and 144.

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

AND

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

AND

IN THE MATTER OF
SUN LIFE FINANCIAL SERVICES OF CANADA INC.,
SUN LIFE ASSURANCE COMPANY OF CANADA,
CIBC MELLON TRUST COMPANY AND
CLARICA LIFE INSURANCE COMPANY

MRRS DECISION DOCUMENT

WHEREAS the local Canadian securities regulatory authority or regulator (the "Decision Maker") in each of British Columbia, Alberta, Saskatchewan, Manitoba, Ontario, Quebec, New Brunswick, Nova Scotia, Prince Edward Island, Newfoundland and Labrador, Yukon, Northwest Territories and Nunavut (the "Jurisdictions") has received an application from Sun Life Financial Services of Canada Inc. ("Sun Life") (formerly Sun Life of Canada Holdings Corp.) for a decision pursuant to the securities legislation (the "Legislation") of each of the Jurisdictions that:

(i) paragraph B of the decision (the "Existing Sun Life Decision") dated October 7, 1999 granted to Sun Life and Sun Life Assurance Company of Canada ("Sun Life Assurance") by the Decision Maker in each Jurisdiction, other than Québec, be rescinded; and

(ii) that a new decision be granted by the Decision Makers in each Jurisdiction (including Quebec) which provides relief from the requirement (the "Dealer Registration Requirement") contained in the Legislation, that prohibits a person or company from trading in a security unless the person or company is registered in the appropriate category of registration under the Legislation, to Sun Life, Sun Life Assurance, CIBC Mellon Trust Company ("CIBC Mellon") and Eligible Policyholders (as defined in paragraph 7) (all as provided in the Existing Sun Life Decision) as well as to Former Clarica Service Participants and Electing Clarica Participants (in each case, as defined below), in connection with trades in common shares ("Sun Life Common Shares") of Sun Life made through CIBC Mellon pursuant to a share selling service (the "Sun Life Service") established by Sun Life and administered by CIBC Mellon;

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 Sun Life has represented to the Decision Makers as follows:

Clarica Life Insurance Company

1. Clarica Life Insurance Company ("Clarica") is an insurance company incorporated under the *Insurance Companies Act* (Canada) (the "Federal Act") and is a reporting issuer (or the equivalent) under the Legislation of each Jurisdiction. The common shares ("Clarica Common Shares") of Clarica are listed on The Toronto Stock Exchange (the "TSX").

Sun Life Financial Services of Canada Inc.

2. Sun Life is a holding company incorporated under the Federal Act and is a reporting issuer (or equivalent) under the Legislation of each Jurisdiction. In addition to the TSX, the Sun Life Common Shares are listed on the New York and Philippine stock exchanges.

CIBC Mellon

3. CIBC Mellon is the registrar and transfer agent for the Clarica Common Shares and the Sun Life Common Shares.

The Transaction

4. On December 17, 2001, Clarica and Sun Life entered into a transaction agreement, pursuant to which Sun Life agreed to acquire all of the outstanding Clarica Common Shares (the "Transaction"). The Transaction is proposed to be effected through a reorganization of Clarica's capital structure to provide for the exchange of each outstanding Clarica Common Share, except those Clarica Common Shares beneficially owned by Sun Life as general fund assets, for 1.5135 Sun Life Common Shares, through a series of transactions.

5. The Transaction was approved by holders of Clarica Common Shares and holders of Clarica voting insurance policies at a special meeting held on March 6, 2002. Subject to the satisfaction of all closing conditions and the receipt of all applicable regulatory approvals, it is anticipated that the Transaction will be completed in the second quarter of 2002.

6. Upon the closing of the Transaction, Sun Life will own all of the outstanding Clarica Common Shares and each holder of Clarica Common Shares will become a holder of Sun Life Common Shares.

The Sun Life Share Selling Service

7. In connection with the demutualization of Sun Life Assurance, Sun Life established the Sun Life Service to facilitate the ownership and transfer of Sun Life Common Shares received by certain insurance policyholders of Sun Life Assurance ("Eligible Policyholders") on completion of the demutualization. The establishment of the Sun Life Service was, among other things, intended to:

   (i) provide a depositary for Sun Life Common Shares received by Eligible Policyholders on the demutualization who did not have, or did not want to establish, a brokerage account with an investment dealer; and

   (ii) facilitate the sale of relatively small, and often odd lot, numbers of Sun Life Common Shares which many Eligible Policyholders received pursuant to the demutalization.

   In addition, the Sun Life Service reduces the administrative costs to Sun Life of dealing with a large number of registered shareholders, as the Sun Life Common Shares subject to the Sun Life Service are all registered in the name of CIBC Mellon, as nominee.

8. Under the Sun Life Service, Eligible Policyholders resident in Canada who received Sun Life Common Shares on the demutualization of Sun Life Assurance and who hold these Sun Life Common Shares (the "Initial Service Shares") through CIBC Mellon as nominee are able to sell the Initial Service Shares simply by contacting CIBC Mellon, the administrator of the Sun Life Service, through written instructions or by telephone. Under the Sun Life Service, CIBC Mellon has established an account with a registered dealer (the "Dealer") and, through the Dealer, arranges to sell Initial Service Shares on behalf of Eligible Policyholders on a pooled basis and remit the proceeds, less applicable fees, to the applicable Eligible Policyholders.

9. The Dealer is registered as a dealer under the Legislation of each of the Jurisdictions in the category of broker and investment dealer (or the equivalent).

10. As required under the Existing Sun Life Decision, the Sun Life Service is now only offered to Eligible Policyholders and only in respect of the Initial Service Shares that were received by them on the demutualization of Sun Life Assurance.

11. Under the Sun Life Service, only sell orders at the market price are accepted by CIBC Mellon and no advice regarding the decision to sell or hold Sun Life Common Shares is offered to any Eligible Policyholder. Neither Sun Life nor Sun Life Assurance subsidizes the costs of selling Sun Life Common Shares under the Sun Life Service, although Eligible Policyholders benefit from any reduced commission that can be negotiated with the Dealer. In addition to paying the corresponding charged commission, an Eligible Policyholder in Canada is required to pay a flat fee (currently Cdn.$15.00) to CIBC Mellon for each sale of Sun Life Common Shares made on behalf of the Eligible Policyholder under the Sun Life Service. Any Eligible Policyholder who wishes to sell Sun Life Common Shares held on their behalf by CIBC Mellon under the Sun Life Service, otherwise than through the Sun Life Service, is free to do so by transferring the Sun Life Common Shares to another dealer or otherwise withdrawing the Sun Life Common Shares from the Sun Life Service. Any information distributed to Eligible Policyholders regarding the Sun Life Service does not contain any investment advice as to the desirability of Eligible Policyholders holding or selling their Sun Life Common Shares. The Dealer does not open individual accounts or engage in "know-your-client" procedures with respect to individual Eligible Policyholders using the Sun Life Service.

12. In connection with the establishment of the Sun Life Service, Sun Life and Sun Life Assurance applied for and, together with CIBC Mellon, as

administrator pursuant to the Sun Life Service, and Eligible Policyholders, were granted relief pursuant to the Existing Sun Life Decision from the Dealer Registration Requirement under the Legislation of each Jurisdiction other than Quebec in respect of trades in Sun Life Common Shares pursuant to the Sun Life Service.

13. Sun Life and Sun Life Assurance also obtained a decision document dated August 23, 2000 containing an extract of the minutes of a meeting held by the Commission des valeurs mobilières du Québec on March 15, 2000 (the "Existing Quebec Decision"), pursuant to which the Commission des valeurs mobilières du Québec, under section 263 of the *Securities Act* (Quebec), granted relief from registration requirements in connection with the establishment and administration of the Sun Life Service.

The Clarica Share Selling Service

14. In connection with the demutualization of The Mutual Life Assurance Company of Canada (which is now Clarica), Clarica established a share selling service (the "Clarica Service"), administered by CIBC Mellon, to primarily facilitate the ownership and transfer of Clarica Common Shares received by certain insurance policyholders of The Mutual Life Assurance Company of Canada on completion of the demutualization.

15. In connection with the establishment of the Clarica Service, Clarica, CIBC Mellon and shareholders of Clarica were granted relief from the Dealer Registration Requirement of the Legislation of each Jurisdiction by a decision dated December 23, 1998 (reference (1999) 22 OSCB 474) (the "Existing Clarica Decision"). The Clarica Service has been administered similarly to the Sun Life Service except that:

    (i) holders of Clarica Common Shares who participate in the Clarica Service are the registered holders of such Clarica Common Shares whereas the Initial Service Shares are registered in the name of CIBC Mellon, as nominee;

    (ii) participants in the Clarica Service are currently permitted to increase their holdings of Clarica Common Shares in the Clarica Service, whereas Eligible Policyholders participating in the Sun Life Service are not permitted to increase the number of Sun Life Common shares held by them in the Sun Life Service; and

    (iii) any holders of Clarica Common Shares can elect to participate in the Clarica Service at any time, whereas participation in the Sun Life Service was restricted to Eligible Policyholders.

Extension of the Sun Life Share Selling Service to Clarica Shareholders

16. The Existing Sun Life Decision was granted based on representations that the Sun Life Service was only made available to Eligible Policyholders and only in respect of the Initial Service Shares that were received by them on the demutualization of Sun Life Assurance.

17. It is proposed that holders of Clarica Common Shares who hold Clarica Common Shares in the Clarica Service (the "Clarica Service Shares") as at the date of the Transaction, will, upon receiving Sun Life Common Shares ("Replacement Service Shares") in exchange for the Clarica Service Shares pursuant to the Transaction, have the Replacement Service Shares registered in the name of CIBC Mellon and held on their behalf under the Sun Life Service. The holders of Replacement Service Shares (the "Former Clarica Service Participants") will be eligible to participate, in respect of the Replacement Service Shares, in the Sun Life Service on the same basis, and subject to the same restrictions, as Eligible Policyholders in respect of Initial Service Shares that they hold through the Sun Life Service.

18. In addition, persons and companies ("Clarica Non-Service Holders") who are registered holders of Clarica Common Shares and hold such Clarica Common Shares outside of the Clarica Service as at the date of the Transaction and receive Sun Life Common Shares in exchange for these Clarica Common Shares pursuant to the Transaction will be given the option of registering these Sun Life Common Shares in the name of CIBC Mellon to be held on their behalf under the Sun Life Service (the Sun Life Common Shares so registered being referred to herein as the "Elected Service Shares" and the electing Clarica Non-Service Holders being referred to as the "Electing Clarica Participants"). Electing Clarica Participants will be able to participate in the Sun Life Service, in respect of the Elected Service Shares, on the same basis as Eligible Policyholders in respect of Initial Service Shares, and Former Clarica Service Participants, in respect of Replacement Service Shares.

19. Clarica Non-Service Holders, who have not, as of the date of the Transaction, made an election to

participate in the Sun Life Service in respect of any Sun Life Common Shares received in exchange for Clarica Common Shares pursuant to the Transaction, will be informed by Sun Life of the terms under which they can elect, after the Transaction, to participate in the Sun Life Service in accordance with the terms of this Decision.

20. Sun Life believes it is more efficient and cost effective to provide one share selling service to all of its shareholders who choose to participate in such a service, rather than administering two separate share selling services. As well, Sun Life believes that, because of the large number of small, registered shareholders that both Sun Life and Clarica have, it is more efficient and cost effective to deal with these shareholders if they hold their shares through the Sun Life Share Selling Service.

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

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;

IT IS THE DECISION of the Decision Makers of each Jurisdiction, other than Quebec, that paragraph B of the Existing Sun Life Decision is rescinded as of the date hereof;

AND IT IS THE DECISION of the Decision Makers of each Jurisdiction that the Dealer Registration Requirement shall not apply to any of Sun Life, Sun Life Assurance, CIBC Mellon, Eligible Policyholders, Former Clarica Service Participants or Electing Clarica Participants in respect of either

(A) the placing of unsolicited orders ("Sale Orders") with CIBC Mellon by Eligible Policyholders to sell Initial Service Shares, by Former Clarica Service Participants to sell Replacement Service Shares and by Electing Clarica Participants to sell Elected Service Shares, in accordance with the Sun Life Service, or

(B) the execution by CIBC Mellon of the Sale Orders through a Dealer, in accordance with the Sun Life Service,

PROVIDED THAT:

(i) in the case of the placement of any Sale Order by an Electing Clarica Participant or the execution of such Sale Order by CIBC Mellon, the Electing Clarica Participant became an Electing Clarica Participant within 90 days of the Transaction;

(ii) CIBC Mellon is, at the relevant time, appropriately licensed or otherwise legally authorized to carry on the business of a trust company in the Jurisdiction; and

(iii) for the purposes hereof, a Sale Order shall not be considered "solicited" by reason of Sun Life distributing to any person or company that is or was eligible to participate in the Sun Life Service disclosure documents, notices, brochures or similar documents advising of the availability of the Sun Life Service or by reason of Sun Life or CIBC Mellon informing such person or company of the details of the operation of the Sun Life Service in response to an enquiry.

May 23, 2002.

"Paul M. Moore" "Robert L. Shirriff"

2.2 Orders

2.2.1 The Thomson Corporation and The Woodbridge Company Limited

Headnote

Clause 104(2)(c) - direct and indirect issuer bids resulting from a reorganization involving issuer and a significant shareholder prior to a proposed offering by issuer and shareholder - each shareholder company to transfer common shares to newly-incorporated company with no material assets or liabilities - issuer's wholly-owned subsidiary company amalgamates with newco - amalco is liquidated and common shares are to be distributed to issuer and cancelled - purpose of reorganization is to allow shareholder to achieve certain tax-planning objectives prior to the secondary offering - shareholder to indemnify and reimburse issuer for costs and liabilities associated with reorganization - no adverse economic impact on or prejudice to issuer or public shareholders - issuer exempt from requirements of sections 95, 96, 97, 98 and 100 of the Act.

Subsection 59(1) of Schedule 1 - issuer exempt from fee otherwise payable pursuant to clause 32(1)(b) of Schedule 1 to the Regulation in respect of certain transactions exempted from the issuer bid requirements and take-over bids, where the transactions did not result in any change to the share ownership structure of the issuer, subject to the requirement that the minimum fee of $800 be paid.

Statutes Cited

Securities Act, R.S.O. 1990, c. S.5, as am., ss. 92, 95, 96, 97, 98, 100, 104(2)(c).

Regulations Cited

Regulation made under the Securities Act, R.R.O. 1990, Regulation 1015, as am., ss. 32(1)(b) and 59(1) 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
THE REGULATION UNDER THE SECURITIES ACT,
R.S.O. 1990, REGULATION 1015, AS AMENDED
(the "Regulation")

AND

IN THE MATTER OF
THE THOMSON CORPORATION AND
THE WOODBRIDGE COMPANY LIMITED

ORDER

UPON the application (the "Application") of The Thomson Corporation ("Thomson") and The Woodbridge Company Limited ("Woodbridge") to the Ontario Securities Commission (the "Commission") for an order:

(i) pursuant to clause 104(2)(c) of the Act that certain acquisitions by Thomson of its common shares ("Common Shares"), pursuant to a proposed reorganization (the "Reorganization") described in paragraph 8 below, are exempt from the requirements of sections 95, 96, 97, 98 and 100 of the Act (the "Issuer Bid Requirements"); and

(ii) pursuant to subsection 59(1) of Schedule I (the "Schedule") to the Regulation that Thomson and Woodbridge be exempt from paying, in part, the fees payable pursuant to clause 32(1)(b) of the Schedule;

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

AND UPON Thomson and Woodbridge having represented to the Commission as follows:

1. Thomson is a corporation incorporated under the *Business Corporations Act* (Ontario) (the "OBCA") and is a reporting issuer under the Act not in default of any requirements of the Act or the Regulation.

2. The authorized capital of Thomson consists of an unlimited number of Common Shares and an unlimited number of preference shares without par value, issuable in series of which 6,000,000 shares consist of a series designated as Cumulative Redeemable Floating Rate Preference Shares, Series II (the "Series II Preference Shares") and 18,000,000 shares consist of a series designated as Cumulative Redeemable Preference Shares, Series V (the "Series V Preference Shares"). As of April 15, 2002, 632,112,974 Common Shares, 6,000,000 Series II Preference Shares and 18,000,000 Series V Preference Shares were issued and outstanding.

3. The Common Shares, Series II Preference Shares and Series V Preference Shares are listed on The Toronto Stock Exchange (the "TSX").

4. Woodbridge is a corporation incorporated under the OBCA and is not a reporting issuer under the Act.

5. As of April 15, 2002, Woodbridge directly and indirectly owned 432,115,788 Common Shares, representing approximately 68.4% of Thomson's issued and outstanding Common Shares.

6. Mr. Kenneth R. Thomson ("KRT") controls Woodbridge. He also controls other companies that directly and indirectly own 28,222,338 Common Shares. Accordingly, through Woodbridge and these other companies, KRT controls 460,338,126 Common Shares, representing approximately 72.8% of Thomson's issued and outstanding Common Shares.

7. Thomson has filed a preliminary prospectus dated May 2, 2002 in respect of an offering of its Common Shares in Canada and the United States (the "Offering"). Woodbridge will offer some of its Common Shares for sale under the Offering to increase liquidity in the market for the Common Shares following the completion of the Offering. The Reorganization will facilitate Woodbridge's participation in the Offering by enabling it to achieve certain tax planning objectives relating to its ownership of Common Shares.

8. The Reorganization, which will be completed prior to the completion of the Offering, involves the following principal steps:

   (a) each of Woodbridge, along with eight other companies controlled by KRT and one other company controlled by Mr. John A. Tory, a director of Thomson and Woodbridge (each a "Shareholder Company", collectively the "Shareholder Companies"), will reorganize its respective holdings of Common Shares resulting in such Common Shares being owned by an indirect wholly-owned subsidiary (each a "Newco", collectively the "Newcos"). This will involve a number of transfers of the Common Shares owned by each of the Shareholder Companies (the "Transfers"). Prior to the Transfers, the Newcos will have no material assets and the Newcos will have no liabilities at any time. The authorized capital of each Newco will consist of an unlimited number of common shares and an unlimited number of preference shares;

   (b) following the completion of the reorganization by each of the Shareholder Companies of the Common Shares owned by it:

      (i) each of the Newcos will own all of the Common Shares formerly owned by its respective Shareholder Company;

      (ii) all of the issued and outstanding preference shares of each Newco will be owned by its respective Shareholder Company; and

      (iii) all of the issued and outstanding common shares of each Newco will be owned by a wholly-owned subsidiary of each Shareholder Company (these wholly-owned subsidiaries together with their respective Shareholder Companies are hereinafter collectively referred to as the "Shareholder Group of each Newco");

   (c) Thomson will then incorporate a wholly-owned subsidiary ("Subco"). Subco will have no material assets and no liabilities. The authorized capital of Subco will consist of an unlimited number of common shares;

   (d) the Newcos will then amalgamate with Subco to form Amalco by way of an amalgamation under the OBCA (the "Amalgamation");

   (e) under the Amalgamation:

      (i) Thomson will issue that number of Common Shares to the Shareholder Group of each Newco which will equal, in the aggregate, the number of Common Shares owned by each Newco prior to the Amalgamation; and

      (ii) Amalco will acquire the Common Shares formerly owned by the Newcos;

   (f) immediately following the Amalgamation, Amalco will be liquidated by way of a liquidation under the OBCA (the "Wind-up") into Thomson and the Common Shares held by Amalco (the "Amalco Common Shares") will be cancelled; and

   (g) immediately following the Amalgamation, Woodbridge will transfer its Common Shares to two wholly-owned subsidiaries (referred to herein as part of the "Transfers").

9. The Reorganization will not change the number of Common Shares issued and outstanding as Thomson will have the same aggregate number of Common Shares outstanding following the Reorganization as it did immediately prior to the Reorganization.

10. Following the Reorganization, each of KRT, Mr. John A. Tory and the public shareholders of Thomson (the "Public Shareholders") will beneficially own the same aggregate number and

same relative percentages of Common Shares that they owned immediately prior to the Reorganization and will have the same rights and benefits in respect of such shares that they currently have.

11. All costs and expenses incurred by Thomson in connection with the Reorganization will be paid for by Woodbridge and the Shareholder Group of each Newco.

12. Woodbridge and the Shareholder Group of each Newco will indemnify Thomson and its subsidiaries, including Subco, the Public Shareholders, Amalco, and the present and future directors and officers of each of Thomson and its subsidiaries, including Subco and Amalco, from any losses or liabilities which may be incurred by them as a result of the Reorganization.

13. The Reorganization will have no adverse economic effect on, or adverse tax consequences to, or in any way prejudice Thomson or the Public Shareholders.

14. The Reorganization has been unanimously approved by the board of directors of Thomson, excluding those directors who are also directors or significant shareholders of Woodbridge and the Shareholder Group of each Newco.

15. The Reorganization has been conditionally approved by the TSX.

16. Upon the Amalgamation, the offer by Subco (the "Subco Offer") to acquire all of the shares of the Newcos to form Amalco will constitute an indirect issuer bid under subsection 89(1) and section 92 of the Act in that it will constitute an indirect offer by Thomson for the Common Shares owned by the Newcos at the time of the Amalgamation. Further, the offer by Thomson (the "Thomson Offer") to acquire the Amalco Common Shares on the Wind-up will constitute a direct issuer bid under subsection 89(1) of the Act (the Subco Offer and the Thomson Offer are collectively referred to as the "Offers"). The Offers will not be exempt issuer bids under the Act.

17. The Offers will be subject to the reporting and fee requirements in section 203.1(1)(b)(ii) of the Regulation and clause 32(1) of the Schedule (the "Issuer Bid Fee Requirements").

18. In addition, the Transfers will involve the acquisition of Common Shares by companies controlled by KRT. Since each company controlled by KRT will be deemed to beneficially own all of the Common Shares beneficially owned by all other companies controlled by KRT, the acquisition of Common Shares by each of such companies will result in each company owning in excess of 20% of Thomson's outstanding Common Shares. Accordingly, the acquisition of Common Shares by each of such companies will constitute a take-over bid under the Act (each an "Exempt Take-Over Bid"). The take-over bid exemption in Section 93(1)(c) of the Act will be relied upon in connection with each Exempt Take-Over Bid.

19. Each Exempt Take-Over Bid will be subject to the reporting and fee requirements in section 203.1(1)(b)(i) of the Regulation and clause 32(1) of the Schedule (the "Take-Over Bid Fee Requirements").

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

IT IS ORDERED pursuant to clause 104(2)(c) of the Act that the Offers to be made by Thomson as part of the Reorganization be exempt from the Issuer Bid Requirements;

IT IS FURTHER ORDERED THAT Thomson is exempt from the Issuer Bid Fee Requirements, provided that a minimum fee of $800 is paid; and

IT IS FURTHER ORDERED THAT Thomson is exempt from the Take-Over Bid Fee Requirements, provided that a minimum fee of $800 is paid.

May 24, 2002.

"Harold P. Hands" "Robert W. Korthals"

2.2.2 International Kirkland Minerals Inc. - 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 Alberta since 1999 and in British Columbia since 1998 - issuer listed and posted for trading on the TSX 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
INTERNATIONAL KIRKLAND MINERALS INC.

ORDER
(Subsection 83.1(1))

UPON the application (the "Application") of International Kirkland Minerals Inc. (the "Issuer") for an order pursuant to Section 83.1(1) of the Act deeming the Issuer to be a reporting issuer for the purposes of Ontario securities law;

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

AND UPON the Issuer having represented to the Commission as follows:

1. The Issuer was incorporated pursuant to the provisions of the *Company Act* (British Columbia) on September 26, 1997.

2. The head office of the Issuer is located at 20 Queen Street West, Suite 303, Toronto, Ontario M5H 3R3 and its registered office is located at 855 West Georgia Street, Suite 800, Vancouver, British Columbia, V6H 3H1.

3. The Issuer has been a reporting issuer under the *Securities Act* (British Columbia) (the "BC Act") since December 14, 1998, and under the *Securities Act* (Alberta) (the "Alberta Act") since November 26, 1999 and is not in default of any of the requirements of the Alberta Act or the BC Act or the regulations made thereunder. The Issuer is not a reporting issuer or equivalent under the securities legislation of any other jurisdiction in Canada.

4. The continuous disclosure requirements of the BC Act and the Alberta Act are substantially the same as the requirements under the Act.

5. The continuous disclosure materials filed by the Issuer under the BC Act and under the Alberta Act since the inception of the System for Electronic Document Analysis and Retrieval ("SEDAR") are available on SEDAR.

6. The authorized share capital of the Issuer consists of 110,000,000 shares divided into 100,000,000 common shares and 10,000,000 preferred shares, of which 6,758,001 common shares of the Issuer were issued and outstanding as of December 24, 2001. As of March 28, 2002, 550,000 options were outstanding, of which 440,000 can be exercised until May 18, 2002 and 110,000 can be exercised until May 4, 2004. According to a shareholders' list (the "Shareholders' List") prepared by the Issuer's registrar and transfer agent, Computershare Trust Company of Canada, 2,787,635 common shares of the Issuer (or approximately 41.2% of the issued and outstanding common shares of the Issuer) were registered in the names of holders having an address in the Province of Ontario, as of December 24, 2001.

7. The Issuer has a significant connection to Ontario in that: (i) according to the Shareholders' List, as of December 24, 2001, approximately 41.2% of the total number of outstanding common shares of the Issuer were registered in the names of holders having an address in the Province of Ontario; and (ii) the Issuer's president, chief executive officer and director (Donald M. Clark), as well as three out of the four remaining directors of the Issuer, are resident in Ontario and such individuals beneficially own approximately 2,697,734 common shares of the Issuer (or approximately 39.9% of the issued and outstanding common shares of the Issuer), as of December 24, 2001.

8. The common shares of the Issuer were originally listed for trading on February 4, 1999 on the former Vancouver Stock Exchange and are now listed and posted for trading on the TSX Venture Exchange ("TSX Venture") (formerly the Canadian Venture Exchange) under the symbol "IKI". The Issuer is in compliance with all of the rules, regulations and policies of TSX Venture .

9. The Issuer is not designated as a Capital Pool Company by TSX Venture.

10. The Issuer is not currently required to file a current technical report pursuant to National Instrument 43-101 *Standards of Disclosure for Mineral Projects*, as the Issuer currently owns no property that is material to the Issuer.

11. The Issuer has not been subject to any penalties or sanctions imposed against the Issuer by a court relating to Canadian securities legislation or by a Canadian securities regulatory authority, and has not entered into any settlement agreement with any Canadian securities regulatory authority.

12. Neither the Issuer nor any of its officers, directors nor, to the knowledge of the Issuer, its officers and directors, any of its controlling shareholders, is or has been subject to: (i) any known ongoing or concluded investigations by: (a) a Canadian securities regulatory authority, or (b) 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 (iii) 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.

13. None of the directors or officers of the Issuer, nor to the knowledge of the Issuer, its directors or officers, any of its controlling shareholders is or has been at the time of such event, an officer or director of any other issuer which is or has been subject to: (i) any cease trade or similar orders, or orders that denied access to any exemptions under Ontario securities law, for a period of more than 30 consecutive days, within the preceding 10 years; or (ii) any bankruptcy or insolvency proceedings, or other proceedings, arrangements or compromises with creditors, or the appointment of a receiver, receiver manager or trustee, within the preceding 10 years.

14. Neither the Issuer nor any of its officers, directors nor, to the knowledge of the Issuer, its directors and officers, any of its controlling shareholders, has: (i) been the subject of any penalties or sanctions imposed by a court relating to Canadian securities legislation or by a Canadian securities regulatory authority, (ii) entered into a settlement agreement with a Canadian securities regulatory authority, or (iii) been subject to any other penalties or sanctions imposed by a court or regulatory body that would be likely to be considered important to a reasonable investor making an investment decision.

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 Issuer is deemed to be a reporting issuer for the purposes of Ontario securities law.

May 28, 2002.

"Iva Vranic"

2.3 Rulings

2.3.1 1396164 Ontario Limited - ss. 59(2) of Sched. 1 of Reg. 1015

Headnote

Subsection 59(2) of Schedule 1 to the Regulation under the Securities Act - reduction in fee otherwise due as a result of a take-over bid in connection with an internal corporate reorganization involving no change in beneficial ownership.

Statutes Cited

Securities Act, R.S.O. 1990, c. S.5, as am., clause 93(1)(c).

Regulation Cited

Regulation made under the Securities Act, R.R.O. 1990, Reg. 1015, as am., Schedule I, ss. 32(1) and 59(2).

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

AND

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

AND

IN THE MATTER OF
1396164 ONTARIO LIMITED

RULING
(Subsection 59(2) of Schedule 1)

UPON the application (the "Application") of 1396164 Ontario Limited (the "Applicant") to the Ontario Securities Commission (the "Commission") for a ruling, pursuant to subsection 59(2) of Schedule I (the "Schedule") to the Regulation under the Act, exempting the Applicant from payment in part of the fee payable pursuant to subsection 32(1) of the Schedule;

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

AND UPON the Applicant having represented to the Director as follows:

1. The Applicant is a corporation incorporated under the laws of Ontario and is not a reporting issuer under the Act.

2. On April 24, 2002, the Applicant acquired 420,757 common shares of The Thomson Corporation ("TTC") (the "Shares") from The Thomson Company Inc. ("TTCI") with the consideration therefor being satisfied by common shares of the Applicant. At the time of the transfer, the Applicant was an indirectly-owned subsidiary of TTCI.

3. The Applicant and TTCI are both controlled by Kenneth R. Thomson and, as a result, the Applicant and TTCI are affiliated corporations. Because the Applicant is deemed, under the Act, to own beneficially all of the TTC Shares beneficially owned by companies controlled by Kenneth R. Thomson, the acquisition by the Applicant of the Shares from TTCI resulted in the Applicant owning, for the purposes of the Act, in excess of 20% of the outstanding common shares of TTC. Accordingly, the acquisition of the Shares by the Applicant constituted a take-over bid under the Act.

4. The Shares were acquired pursuant to the take-over bid exemption in clause 93(1)(c) of the Act.

5. The transaction was an internal corporate reorganization within the same control group and did not result in a change in beneficial ownership of the Shares.

6. In the absence of the relief provided by this ruling and pursuant to the formula in clause 32(1)(b) of the Schedule, the Applicant would be required to pay a fee of $3,649.00 as a result of the transaction described above.

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

IT IS RULED, pursuant to subsection 59(2) of the Schedule, that the Applicant is exempt from the requirement to pay the fee otherwise payable pursuant to clause 32(1)(b) of the Schedule, provided that the minimum fee of $800.00 is paid.

May 16, 2002

"Ralph Shay"

2.3.2 1483826 Ontario Limited - ss. 59(1) of Sched. 1 of Reg. 1015

Headnote

Subsection 59(1) of Schedule 1 to the Regulation under the Act - reduction in fee otherwise due as a result of a takeover bid in connection with a corporate reorganization involving no change in beneficial ownership.

Statutes Cited

Securities Act, R.S.O. 1990, c. S.5, as am., s. 93(1)(c).

Regulations Cited

Regulation made under the Securities Act, R.R.O. 1990, Reg. 1015, as am. Schedule 1 s. 32(1), 59(1).

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

AND

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

AND

IN THE MATTER OF
1483826 ONTARIO LIMITED

RULING
(Section 59(1) of Schedule 1)

UPON the application (the "Application") of 1483826 Ontario Limited (the "Applicant") to the Ontario Securities Commission (the "Commission") for a ruling, pursuant to section 59(1) of Schedule 1 (the "Schedule") to the Regulation under the Act, exempting the Applicant from payment in part of the fee payable pursuant to section 32(1) of the Schedule;

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

AND UPON the Applicant having represented to the Commission as follows:

1. The Applicant is a corporation incorporated under the laws of Ontario and is not a reporting issuer under the Act.

2. On April 24, 2002, the Applicant acquired 1,832,429 common shares of The Thomson Corporation ("TTC") (the "Shares") from The Thomson Company Inc. ("TTCI") with the consideration therefor being satisfied by common shares of the Applicant.

3. The Applicant and TTCI are both controlled by Kenneth R. Thomson and, as a result, the Applicant and TTCI are affiliated corporations. Because the Applicant is deemed to own beneficially all of the TTC shares beneficially owned by companies controlled by Kenneth R. Thomson, the acquisition of the Shares by the Applicant resulted in the Applicant owning in excess of 20% of the outstanding common shares of TTC. Accordingly, the acquisition of the Shares by the Applicant constituted a take-over bid under the Act.

4. The Shares were acquired pursuant to the take-over bid exemption in clause 93(1)(c) of the Act.

5. The transaction was an internal corporate reorganization within the same control group and did not result in a change in beneficial ownership of the Shares.

6. In the absence of the relief provided by this ruling and pursuant to the formula in clause 32(1)(b) of the Schedule, the Applicant would be required to pay a fee of $15,891.66 as a result of the transaction described above.

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

IT IS RULED, pursuant to subsection 59(1) of the Schedule, that the Applicant be exempt from the requirement to pay the fee otherwise payable pursuant to clause 32(1)(b) of the Schedule, provided that the minimum fee of $800.00 is paid.

May 17, 2002.

"Robert W. Korthals" "Paul M. Moore"

2.3.3 Bank of America Corporation and BA Coinvest GP, Inc.

Headnote

Subsection 74(1) – relief from the registration requirement of section 25 of the Act in connection with the advising activities of certain senior employees of a U.S. bank with respect to investment partnerships established by the bank for the benefit of its employees – conditions imposed.

Statutes Cited

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

Rule Cited

OSC Rule 45-501 – Exempt Distributions.

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

AND

IN THE MATTER OF
BANK OF AMERICA CORPORATION
AND BA COINVEST GP, INC.

RULING

WHEREAS the Ontario Securities Commission (the "Commission") has received an application from Bank of America Corporation ("Bank of America") and BA Coinvest GP, Inc. (the "General Partner") for a ruling under subsection 74(1) of the Act that the requirement contained in section 25 of the Act to be registered as an adviser under the Act where such a person or company engages in or holds himself, herself or itself out as engaging in the business of advising others as to the investing in or the buying and selling of securities (the "Adviser Registration Requirement") shall not apply to certain trades made in connection with the Banc of America Co-Invest Fund 2002, L.P. (the "Delaware Partnership" or the "Fund"), BA Co-Invest Fund 2002 (Cayman), L.P. (the "Cayman Partnership"; and together with the Delaware Partnership, the "Partnerships") and other co-invest funds that may be established by Bank of America from time to time ("Other Co-Invest Funds"), subject to certain conditions;

AND WHEREAS upon considering the application and recommendation of staff of the Commission;

AND WHEREAS Bank of America and the General Partner have represented to the Commission that:

1. Bank of America is a U.S. bank holding company headquartered in the State of North Carolina. It is not a reporting issuer in Ontario and is not a registrant under the Act.

2. In Canada, Bank of America operates through Bank of America Canada. Bank of America Canada is a wholly-owned, indirect subsidiary of Bank of America and was incorporated pursuant to the Bank Act (Canada) as a Schedule II Foreign Bank Subsidiary. Bank of America Canada is not a reporting issuer under the Act and is not a registrant under the Act.

The Offering

3. As an incentive to selected senior level employees of Bank of America or its affiliates ("Eligible Associates"), Bank of America proposes to establish the Partnerships in order to give such persons access to the private equity markets through participation in certain private equity funds managed by Bank of America personnel (the "Proprietary Funds") and by investment in private equity funds managed by persons not affiliated with Bank of America (the "Third-Party Funds").

4. Eligible Associates selected by Bank of America will be persons who are:

   (a) Vice President level (or the equivalent) or above;

   (b) "Accredited Investors" within the meaning of Rule 501(a)(6) of Regulation D of the United States Securities Act of 1933 (the "U.S. Securities Act");

   (c) capable of evaluating the merits and risks of an investment in the Partnerships;

   (d) able to bear the economic risk and afford a complete loss of their investment; and

   (e) in the case of persons resident in Ontario, "accredited investors" within the meaning of Ontario Securities Commission Rule 45-501 - Exempt Distributions ("OSC Rule 45-501").

5. Eligible Associates may invest in the Delaware Partnership either indirectly through the Cayman Partnership, which in turn will invest in the Delaware Partnership, or directly through an investment in the Delaware Partnership. Each non-U.S. Eligible Associate who subscribes for Units (each, an "Investor") must choose whether he or she wants to invest directly in the Fund by acquiring Units in the Delaware Partnership or indirectly by acquiring Units in the Cayman Partnership.

6. Currently, there is one (1) Eligible Associate resident in Ontario who will be permitted to purchase Units in the Partnerships. From time to time, other Eligible Associates resident in Ontario, who are at a sufficiently senior level and are selected by Bank of America, may participate in the Partnerships.

7. No Investor (including the estate or personal representative of a deceased Eligible Associate) may sell, assign or otherwise transfer all or any portion of his or her Units without the prior written consent of the General Partner, which consent may be given or withheld in the sole and absolute discretion of the General Partner. In no event shall a transferee be admitted to any of the Partnerships unless such person is an Eligible Associate, Bank of America, an affiliate of Bank of America or a "**Qualified Participant**." A Qualified Participant (i) is an Eligible Family Member or Qualified Entity (in each case as defined below) of an Eligible Associate where such Eligible Family Member or Qualified Entity qualifies as an "accredited investor" under Rule 501(a) of Regulation D of the U.S. Securities Act, or (ii) is a person or entity to whom the Units are transferred under a will or by applicable laws of intestacy upon the death of an Investor (each such persons being a "Beneficiary"). An "Eligible Family Member" is a spouse, parent, child, spouse of child, brother, sister, or grandchild of an Eligible Associate. A "Qualified Entity" is (i) a trust of which the trustee, grantor, and/or beneficiary is an Eligible Associate, (ii) a partnership, corporation, or other entity controlled by an Eligible Associate, or (iii) a trust or other entity established for the benefit of Eligible Family Members of an Eligible Associate. Transfers of Units to Beneficiaries under a will or the laws of intestacy may be consented to by the General Partner.

The Delaware Partnership

8. The Delaware Partnership will be organized as a Delaware limited partnership. The Delaware Partnership will not be an affiliate of Bank of America within the meaning of the Act.

9. The Delaware Partnership will invest (either directly or indirectly) in a diversified pool of private equity funds consisting of the Proprietary Funds described in the Offering Memorandum and certain Third-Party Funds selected by the investment committee of the Fund or the same individuals acting in their capacity as the investment committee of a special-purpose partnership formed to hold the Delaware Partnership's investments in Third-Party Funds (collectively, the "Investment Committee").

10. The Third-Party Funds in which the Delaware Partnership will invest are typically private equity funds that manage their pool of investment capital through a limited partnership structure. The general partners of those limited partnerships will provide the Third-Party Funds with specialized expertise in identifying investment opportunities, making investment decisions, monitoring the completed investments and ultimately disposing of those investments.

The Cayman Partnership

11. The Cayman Partnership will be established as a limited partnership under the laws of the Cayman Islands. The Cayman Partnership will not be an affiliate of Bank of America within the meaning of the Act.

12. The Cayman Partnership has been structured to hold units in the Delaware Partnership. The Cayman Partnership is designed to provide non-U.S. Investors with a tax efficient means of investing in the Delaware Partnership. Ontario resident Investors will have the choice of investing through the Cayman Partnership or directly in the Delaware Partnership.

The General Partner

13. The General Partner, a non-banking subsidiary of Bank of America, will be the sole general partner of the Partnerships. All management authority for the Partnerships will be vested exclusively in the General Partner.

14. The General Partner is a corporation formed under the laws of North Carolina. The General Partner also serves as the general partner of several employees' securities partnerships similar to the Partnerships that were organized in prior years. The board of directors of the General Partner will oversee the affairs of the Partnerships.

15. The General Partner will purchase a number of Units and Preferred Units (defined below) equal to at least 0.2% of the total number of such Units and Preferred Units outstanding as of the completion of the Offering.

16. The General Partner is not a reporting issuer or a registrant under the Act.

The Investment Committee

17. The Fund will have a committee made up of Bank of America officers selected from senior management of the Bank of America Principal Investing-Administration unit.

18. The Investment Committee will approve the Delaware Partnership's investments other than investments in Proprietary Funds.

19. None of the members of the Investment Committee or Bank of America is registered as an advisor under the Act.

The Units

20. The Units will not be registered under the U.S. Securities Act of 1933, as amended, and the Units will be placed with Eligible Associates in the

United States in reliance on exemptions from U.S. registration requirements.

21. The Units are being offered pursuant to a confidential offering memorandum and a supplement thereto (collectively, the "Offering Memorandum") which contain disclosure concerning the Delaware Partnership, the Cayman Partnership, the potential for the creation of Other Co-Invest Funds and the Units. Ontario Eligible Associates will be provided with certain additional disclosure relevant to them, including a statement to the effect that Ontario securities laws provide Ontario resident Investors with a statutory right of action for rescission or damages in the event that the Offering Memorandum delivered to such Investors contains a material misrepresentation.

22. The purchase price of each Unit will be US$1,000 per Unit. Each Eligible Associate selected by Bank of America to participate in the Partnerships will be invited to subscribe for up to the number of Units specified in the cover letter addressed to such Eligible Associate. Depending on the amounts of subscriptions received by Bank of America, the General Partner may, in its sole discretion accept subscriptions for less than the full number of Units requested by subscribing Eligible Associates.

23. Subject to waiver by the General Partner in its sole discretion, the minimum subscription by an Eligible Associate will be US$25,000.

24. Upon subscribing, each Investor will be required concurrently to pay to the relevant Partnership (on an after tax basis) 50% of his or her total capital commitment for the Units to be purchased by such Investor. Thereafter, as determined by the General Partner and in its sole and absolute discretion, Unit holders will be required to make additional capital contributions to the relevant Partnership (anticipated to be on March 1 of each subsequent year), in an amount determined by the General Partner (and generally, to be made pro rata among all Unit holders), until such time as each Unit holder has made capital contributions to the Partnership in an amount equal to the total capital commitment relating to such Units. Further, the Unit holders (and the Partnerships' other partners) may be required under certain circumstances to make capital contributions to the Partnerships, in addition to the amount of the capital commitments of US$1,000 per Unit, to the extent necessary to enable the Partnerships to satisfy certain liabilities. Finally, after the Partnerships' final liquidating distribution, each Unit holder will be required to contribute to any of his or her former partners (including partners of both the Delaware Partnership and the Cayman Partnership), upon demand, his or her proportionate share of any liability or cost incurred by that former partner on account of any matter or transaction in which such former partner acted for either Partnership prior to its final liquidating distribution. However, a Unit holder's obligation to make contributions or return amounts to the Partnerships or such former partners will not exceed, at any time, the sum of that Unit holder's unpaid subscription (if any) plus all amounts distributed to that Unit holder (together with the initial Investor, if the Unit holder and the Investor are different persons) prior to that time and not previously repaid to the Partnerships.

25. If a Unit holder does not make a capital contribution when due, the defaulting Unit holder's Units will be converted into Retired Units (as defined in the Partnership Agreement relating to the Delaware Fund); that Unit holder's economic returns from the Partnerships effectively will be limited to those attributable to his or her paid-in capital contributions as of the date of default; and that Unit holder's Units will be subject to the higher Management Fee (defined below) applicable to Retired Units. In addition, the General Partner will have the right, but not the obligation, to exercise the Buyback Option (defined below) with respect to all Units held by that Unit holder after conversion into Retired Units.

26. Bank of America (through the General Partner and possibly other Bank of America affiliates) will make preferred equity contributions to the Fund by subscribing for preferred units of partnership interest (the "Preferred Units"). The aggregate subscription amount to be paid by all acquirers of the Preferred Units for those Preferred Units will be an amount equal to three times the aggregate subscription amount for Units acquired by all Eligible Associates.

27. Except in the case of certain mandatory contributions, the General Partner will determine the amount of capital contributions to be made by all partners (including the General Partner) and the date on which such capital contributions will be made, until such time as all partners (including the General Partner) have made capital contributions in respect of their respective Units and Preferred Units equal to their respective total subscriptions (i.e., capital commitments) for such Units and Preferred Units.

28. An Investor whose employment with Bank of America is terminated without Cause (as defined in the Offering Memorandum) or due to Retirement (as defined in the Offering Memorandum), death or Disability (as defined in the Offering Memorandum), will continue to participate in the Partnerships unless other arrangements are made with the consent of that Investor.

29. If an Investor's employment terminates for any reason, other than as described in paragraph 28 above, that Investor will be entitled to retain a percentage of his or her total number of Units according to the date on which his or her employment terminated (the "Vesting Date"). Initially, 25% of each Investor's Units are vested (the "Initially Vested Units"). Generally, if an Investor's Vesting Date is prior to the second anniversary of his or her subscription (i.e. March 15, 2004), then only the Initially Vested Units are vested. Generally, if an Investor's Vesting Date is on or after the second anniversary of his or her subscription (i.e. March 15, 2004), the Investor is entitled to retain 100% of his or her Units. The vesting schedule may vary for subsequent offerings.

30. In respect of unvested units, the General Partner may in its sole discretion reduce the departing Investor's interest in the Partnerships. If the General Partner decides to reduce the departing Investor's interest in the Partnerships, then, unless the departing Investor is terminated for Cause, and the Investor holds Units issued by the Delaware Partnership, the Investor may elect the manner in which such reduction will take effect (for local law reasons, Investors who choose to invest in the Cayman Partnership will not be permitted to make such an election, which will instead be made by the General Partner). A departing Investor eligible to make this election may choose to have either: (a) his or her unvested Units converted into a corresponding class of Retired Units (as defined in the Partnership Agreement relating to the Delaware Fund) (the "Conversion Option"); or (b) to have his or her Units repurchased by the General Partner or its designee (the "Buyback Option"). In the case of the exercise of the Buyback Option, the Investor's Units will be repurchased by the General Partner or an affiliate at a purchase price equal to the excess, if any, but no less than US$1.00 of: (1) the lesser of paid in capital contributions in respect of such Units (plus interest) and the then fair market value of such Units; or (2) the sum of all distributions by the Partnerships to such Investor since the inception of the Partnerships and all accrued but unpaid management fees (as defined below) in respect of such Investor's Units. If an Investor is terminated for Cause prior to the Vesting Date, he or she will not have the right to choose the conversion option and will, at the General Partner's sole discretion be subject to the Buyback Option. Investors who default in payment of their capital contributions will be subject to special provisions described in paragraph 25 above, regardless of whether the default occurs before or after the exercise of the Conversion Option with respect to their Units.

31. Upon the exercise of the Buyback Option by the General Partner, the Unit holder will cease to have any further rights to distributions (including liquidating distributions from the Partnerships).

Expenses and Fees

32. Throughout the term of the Partnerships and until their final liquidating distributions, the Partnerships will pay the General Partner or one of its affiliates, a fee, calculated on a per Unit basis, for management and administrative services (the "Management Fee"). The Management Fee charged with respect to Retired Units held by Unit holders will be higher than the Management Fee charged with respect to regular Units. No Management Fee will be charged with respect to Preferred Units. In addition, throughout the term of the Partnerships, the General Partner will also charge the Unit holders a carried interest — similar in economic effect to a fee equal to 1.0% (the General Partner's "Carried Interest Percentage") of the net profits of the Partnerships that otherwise would be distributable to the Unit holders.

Distributions by the Partnerships

33. The General Partner will determine the amount, timing and form of all distributions made by the Partnerships. The General Partner generally intends to distribute promptly any cash received by the Fund in distributions from a Proprietary Fund or a Third-Party Fund in which it has invested, to the partners of the Fund, subject to the Carried Interest Percentage (as described above). All distributions generally will be made in the following order and priority:

    (a) 100% to the holders of Preferred Units (i.e., Bank of America and the General Partner) in proportion to their respective number of Preferred Units until distributions to such holders equal the sum of the following:

        (i) a preferred return calculated by compound interest at 12 month LIBOR plus 100 basis points, per annum, compounded annually, on the capital contributions in respect of the Preferred Units as of the date contributed; and

        (ii) the aggregate amount of capital contributions made by such persons in respect of their Preferred Units;

    (b) 100% to all Unit holders (and other partners of the Partnerships holding Units) in proportion to the number of their respective Units until each Unit holder (or other partner) shall have received total

distributions equal to the aggregate amount of capital contributions made in respect of such Units;

(c) then all additional distributions shall be apportioned among all Unit holders (and other partners of the Partnerships holding Units) in proportion to the number of their respective Units.

34. Distributions prior to the termination of a Partnership may be in the form of cash or marketable securities at the sole discretion of the General Partner, although the General Partner currently intends to sell any securities it receives in distributions from Proprietary Funds or Third-Party Funds and distribute the proceeds in cash. Upon the termination of a Partnership, distributions may also consist of restricted securities or other assets.

35. The Partnerships will use reasonable efforts to provide to Unit holders with audited annual financial statements prepared in accordance with U.S. generally accepted accounting principals. During the term of the Partnerships, Bank of America will provide periodic reports to Unit holders, including Canadian Investors, on the relevant Partnerships.

36. Canadian Investors will participate in the Partnerships on a voluntary basis and are not being induced to purchase Units by expectation of employment or continued employment with Bank of America or any of its affiliates.

37. The Partnerships will terminate after the Partnerships have received their final liquidating distributions from each Proprietary Fund and Third-Party Fund in which the Partnerships invest and have sold, distributed or otherwise disposed of all of their own assets.

38. Bank of America expects to organize other investment partnerships at least annually to invest in Proprietary Funds and Third-Party Funds (i.e., the Other Co-Invest Funds). Such Other Co-Invest Funds will be organized and structured in a similar manner to the Delaware Partnership and will generally be offered to non-U.S. residents either directly or through offshore feeder funds in a manner similar to the manner in which the Delaware Partnership and Cayman Partnership are being offered to Eligible Associates. Any Other Co-Invest Fund that offers Units to Ontario residents will only offer such Units to Eligible Associates resident in Ontario.

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

IT IS RULED that the Adviser Registration Requirement under the Act shall not apply to the General Partner, the Investment Committee or their designees for the purposes of providing investment advice to the Partnerships or Other Co-Invest Funds, provided that:

(a) the Eligible Associates, Beneficiaries and Qualified Participants are the only persons to whom Units are distributed in Canada; and

(b) where the General Partner, the Investment Committee or their designees act as advisers to the Partnerships or Other Co-Invest Funds in respect of securities of Canadian issuers, such advice will be incidental to their acting as an adviser to the Partnerships or Other Co-Invest Funds in respect of securities of foreign issuers.

April 23, 2002.

"Howard I. Wetston" "H. Lorne Morphy"

This page intentionally left blank

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
African Selection Mining Corporation	24 May 02	05 June 02		
American Resources Corporation Limited	24 May 02	05 June 02		
AMT International Mining Corporation	24 May 02	05 June 02		
Avenue Financial Corporation (formerly Blue Heron Financial Corporation)	24 May 02	05 June 02		
Brandselite International Corporation	24 May 02	05 June 02		
Danbel Industries Corporation	23 May 02	04 June 02		
Eden Roc Mineral Corp.	28 May 02	07 June 02		
Farini Companies Inc., The	24 May 02	05 June 02		
Footmaxx Holdings Inc.	22 May 02	03 June 02		
Galaxy Online Inc.	22 May 02	03 June 02		
Greyvest Capital Inc.	22 May 02	03 June 02		
Guard Inc.	23 May 02	04 June 02		
HPB Investments Inc.	23 May 02	04 June 02		
Hucamp Mines Limited	22 May 02	03 June 02		
Image Sculpting International Inc.	22 May 02	03 June 02		
Jetcom Inc.	27 May 02	07 June 02		
Materials Protection Technologies Inc.	22 May 02	03 June 02		
Melanesian Minerals Corporation	27 May 02	07 June 02		
Neatt Corporation	22 May 02	03 June 02		
Partyco Holdings Ltd.	23 May 02	04 June 02		
Sagewood Resources Ltd.	23 May 02	04 June 02		
Simmonds Capital Limited	23 May 02	04 June 02		
St. Anthony Resources Inc.	22 May 02	03 June 02		
Sterling Limited Partnership	22 May 02	03 June 02		

Swisslink Financial Corporation	23 May 02	04 June 02		
Tagalder (2000) Inc.	22 May 02	03 June 02		
Telum International Corporation	22 May 02	03 June 02		
Triarx Gold Corporation	24 May 02	06 June 02		
Zamora Gold Corp.	27 May 02	07 June 02		
Zaruma Resources Inc.	22 May 02	03 June 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
Diamond Works Ltd.	25 Apr 02	08 May 02	09 May 02		
GenSci Regeneration Sciences Inc.	28 May 02	10 June 02			
Goldpark China Limited	24 May 02	06 June 02			
Greentree Gas & Oil Ltd.	24 May 02	06 June 02			
Intelligent Web Technologies Inc. (formerly cs-live.com inc.)	28 May 02	10 June 02			
Merchant Capital Group Incorporated	23 May 02	05 June 02			
Petrolex Energy Corporation	28 May 02	10 June 02			
SmartSales Inc.	28 May 02	10 June 02			
Visa Gold Explorations Inc.	28 May 02	10 June 02			
Vision SCMS Inc.	23 May 02	05 June 02			

Chapter 5

Rules and Policies

5.1.1 Notice of Rule 62-501 Under the Securities Act and Amendment to OSC Policy 62-601

NOTICE OF 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

Introduction

The Commission has, under section 143 of the *Securities Act* (Ontario) (the "Act"), made Rule 62-501 *Prohibited Stock Market Purchases of the Offeree's Securities by the Offeror During a Take-over Bid* (the "Rule") and an amendment (the "Amendment") to Commission Policy 62-601.

The Rule and the Amendment were delivered to the Minister of Finance on May 29, 2002. If the Minister does not approve or reject the Rule or return the Rule for further consideration, the Rule will come into force on August 12, 2002. If the Minister approves the Rule, the Rule will come into force 15 days after it is approved.

The Amendment will become effective on the day that the Rule comes into force.

Substance and Purpose of Rule

The Rule will restrict the circumstances under which an offeror making a take-over bid is permitted, during the course of the bid, to acquire securities of the class for which the bid is made, otherwise than pursuant to the bid itself. The Rule will vary the current conditions under which purchases during the course of the bid, under subsection 94(3) of the Act, are permitted so as to make them similar to the conditions applicable under subsection 94(7) to permitted pre-bid and post-bid purchases.

By allowing only unsolicited, normal course purchases, the Rule is intended to ensure that the principle that offeree security holders should be treated equally in a take-over bid is not violated by purchases made by the bidder under subsection 94(3) of the Act.

Substance and Purpose of Amendment

The Amendment will revoke Parts A and B of Commission Policy 62-601 as a housekeeping matter. Part A deals with subject matter that is covered by subsections 94(2) and 94(3) of the Act while the subject matter of Part B is covered by subsections 94(5) and 94(7) of the Act.

Summary of Comments Received and Commission's Response

The Rule and Amendment were published for comment on December 14, 2001, at (2001), 24 OSCB 7564.

The Commission received a submission on the Rule from one commenter, Osler, Hoskin & Harcourt LLP ("Osler"). The Commission thanks Osler for providing its comments.

The commenter fully supported the Rule. The commenter was of the view that allowing purchases by way of private agreement can lead to unequal treatment of offeree shareholders, a result which is contrary to one of the principal tenets of Part XX of the Act. The commenter believed that protections for offeree shareholders during a bid should be aligned with the protections already in place for the pre-bid and post-bid periods. The commenter noted that enforcement of the protections set out in the Rule will also be important.

The Commission agrees with the commenter.

The Commission received no comments on the Amendment.

Changes to Rule and Amendment

The Commission has made some minor drafting changes to the Rule as it was previously published. However, as these changes are not material, the Rule is not being published for a further comment period. No changes have been made to the Amendment.

Text of Rule and Amendment

The text of the Rule and Amendment follow.

May 31, 2002.

5.1.2 OSC Rule 62-501, Prohibited Stock Market Purchases of the Offeree's Securities by the Offeror During a Take-over Bid

ONTARIO SECURITIES COMMISSION RULE 62-501
PROHIBITED STOCK MARKET PURCHASES
OF THE OFFEREE'S SECURITIES BY THE
OFFEROR DURING A TAKE-OVER BID

PART 1 DEFINITIONS

1.1 Definitions - Offeror

In this Rule, "offeror" has the meaning ascribed to that term in subsection 94(1) of the Act.

PART 2 PROHIBITED STOCK MARKET PURCHASES OF OFFEREE'S SECURITIES

2.1 Prohibited Stock Market Purchases of Offeree's Securities

Despite subsection 94(3) of the Act, an offeror may not make purchases allowed under that subsection unless

(a) the purchases are made in the normal course on a stock exchange described in subsection 94(3) of the Act;

(b) any broker acting for the offeror does not, in regard to the purchases, perform services beyond the customary broker's functions and does not receive more than the usual fees or commissions charged for comparable services performed by the broker in the normal course;

(c) neither the offeror nor any person or company acting for the offeror solicits or arranges for the solicitation of offers to sell securities of the class subject to the bid, except for the solicitation by the offeror or members of the soliciting dealer group under the take-over bid; and

(d) the seller or any person or company acting for the seller does not, to the knowledge of the offeror, solicit or arrange for the solicitation of offers to buy securities of the class subject to the bid.

PART 3 EXEMPTION

3.1 Exemption

The Director may grant an exemption to this Rule, in whole or in part, subject to such conditions or restrictions as may be imposed in the exemption.

5.1.3 Amendment to OSC Policy 62-601

AMENDMENT TO
ONTARIO SECURITIES COMMISSION
POLICY 62-601

Ontario Securities Commission Policy 62-601 is amended by:

1. changing the title of the Policy to "Securities Exchange Take-over Bids – Trades in the Offeror's Securities";

2. deleting Parts A and B; and

3. deleting the heading "**C. Securities Exchange Take-over Bids – Market "Support, Maintenance or Stabilization" vs. Market Balancing Transactions in Accordance with Stock Exchange Rules**".

Chapter 7

Insider Reporting

This chapter is available in the print version of the OSC Bulletin, as well as as in Carswell's internet service SecuritiesScource (see www.carswell.com).

This chapter contains a weekly summary of insider transactions of Ontario reporting issuers in the System for Electronic Disclosure by Insiders (SEDI). The weekly summary contains insider transactions reported during the seven days ending Sunday at 11:59 pm.

To obtain Insider Reporting information, please visit the SEDI website (www.sedi.ca).

Chapter 8

Notice of Exempt Financings

Exempt Financings

The Ontario Securities Commission reminds issuers and other parties relying on exemptions that they are responsible for the completeness, accuracy, and timely filing of Forms 45-501F1 and 45-501F2, and any other relevant form, pursuant to section 27 of the *Securities Act* and OSC Rule 45-501 ("Exempt Distributions").

REPORTS OF TRADES SUBMITTED ON FORM 45-501F1

Transaction Date	Purchaser	Security	Price ($)	Amount_num
01-May-2002	D. Tardy; Santo Management	ABC American -Value Fund - Units	300,000.00	40,430.00
01-May-2002	32 Purchasers	ABC Fundamental - Value Fund - Units	5,501,193.00	345,129.00
08-May-2002	N/A	Acuity Pooled High Income Fund - Trust Units	87,830.00	5,940.00
02-Apr-2002	Royal Bank of Canada	ADexact Holdings Corp. - Shares	1,500,000.00	2,272,727.00
02-Feb-2001	N/A	Altamira Networked Economy Partnership - Limited Partnership Units	9,163,000.00	9,163.00
02-Feb-2001	N/A	Altamira Networked Economy (FI) Partnership - Limited Partnership Units	50,000,000.00	50,000.00
03-May-2002 to 10-May-2002	5 Purchasers Units	Arrow Ascendant Fund - Trust	245,000.00	24,281.00
03-May-2002	4 Purchasers	Arrow Goodwood Fund - Trust Units	274,679.00	26,110.00
07-May-2002	Martin Kovnats	AssetMetrix Inc. - Common Share Purchase Warrant	0.00	1,563,000.00
17-May-2002	12 Purchasers	Avenue Financial Corporation - Convertible Debentures	1,800,000.00	1.00
09-May-2002	8 Purchasers	Banro Corporation – Common Shares	2,737,500.00	750,000.00
15-May-2002	14 Purchasers	Campbell Resources Inc. - Units	4,838,461.00	8,064,102.00
15-May-2002	3 Purchasers	Cinch Energy Corp. - Special Warrants	329,000.00	822,500.00
15-May-2002	David A. Currie; John Plaskon	Coast Mountain Power Corp. - Common Shares	99,000.00	165,000.00

09-May-2002	4 Purchasers	Counsel Corporation - Common Shares	640,000.00	200,000.00
29-Mar-2002	4 Purchasers	Derlak Enterprises Inc. - Common Shares	39,990.00	3,999,077.00
13-May-2002	Dr F. L. Albert	Discovery Biotech Inc. - Common Shares	6,000.00	2,000.00
13-May-2002	Paul E. Moyle	Discovery Biotech Inc. - Common Shares	3,000.00	1,000.00
13-May-2002	George Ozburn	Discovery Biotech Inc. - Common Shares	6,000.00	2,000.00
13-May-2002	Robert B. Thornton	Discovery Biotech Inc. - Common Shares	1,500.00	500.00
13-May-2002	172007 Canada Inc.	Discovery Biotech Inc. - Common Shares	4,500.00	1,500.00
13-May-2002	Neal Smith	Discovery Biotech Inc. - Common Shares	1,500.00	500.00
13-May-2002	Edward Chechak	Discovery Biotech Inc. - Common Shares	3,000.00	1,000.00
13-May-2002	Peter Hummel	Discovery Biotech Inc. - Common Shares	6,000.00	2,000.00
13-May-2002	Ken Chu	Discovery Biotech Inc. - Common Shares	6,000.00	2,000.00
13-May-2002	Don McAlpine	Discovery Biotech Inc. - Common Shares	3,000.00	1,000.00
13-May-2002	Alfred Nicholls	Discovery Biotech Inc. - Common Shares	6,000.00	2,000.00
13-May-2002	Marta & Emeric Molnar	Discovery Biotech Inc. - Common Shares	15,000.00	5,000.00
13-May-2002	Mike Chersihenko	Discovery Biotech Inc. - Common Shares	3,000.00	1,000.00
13-May-2002	Josef & Elfriede Huter	Discovery Biotech Inc. - Common Shares	9,000.00	3,000.00
13-May-2002	John Taylor	Discovery Biotech Inc. - Common Shares	4,500.00	1,500.00
13-May-2002	Douglas Easton	Discovery Biotech Inc. - Common Shares	4,500.00	1,500.00
13-May-2002	Ronald Anderson	Discovery Biotech Inc. - Common Shares	3,000.00	1,000.00
13-May-2002	Audrey M. Isaac	Discovery Biotech Inc. - Common Shares	1,500.00	500.00
15-May-2002	John Partanen	Dynamic Fuel Systems Inc. - Common Shares	15,000.00	20,000.00

15-May-2002	Mark Prentice	Dynamic Fuel Systems Inc. - Common Shares	3,750.00	5,000.00
15-May-2002	Larry Lyman	Dynamic Fuel Systems Inc. - Common Shares	11,250.00	15,000.00
15-May-2002	Chris Higginson	Dynamic Fuel Systems Inc. - Common Shares	5,625.00	7,500.00
15-May-2002	Jeff Higginson	Dynamic Fuel Systems Inc. - Common Shares	5,006.00	6,675.00
15-May-2002	Jeff Farmer	Dynamic Fuel Systems Inc. - Common Shares	6,375.00	8,500.00
15-May-2002	Sean Russell	Dynamic Fuel Systems Inc. - Common Shares	5,625.00	7,500.00
15-May-2002	Victor Bonnice	Dynamic Fuel Systems Inc. - Common Shares	7,500.00	10,000.00
14-May-2002	3 Purchasers	Eastmain Resources Inc. - Common Shares	1,530,000.00	5,100,000.00
14-May-2002	6 Purchasers	Excellon Resources Inc. - Common Shares	452,500.00	3,480,770.00
08-May-2002	Clarica Life Insurance Company	Fortis Properties Corporation - Bonds	16,000,000.00	1.00
13-May-2002	15 Purchasers	Fronteer Development Group Inc. - Common Shares	614,100.00	1,116,545.00
09-Apr-2002 to 15-May-2002	N/A	Fusion Oakville Resturant Limited Partnership - Units	2,100,000.00	14.00
30-Apr-2002	Echelon General Insurance Co., Balsalm Corporation	Gladiator Limited Partnership - Limited Partnership Interest	733,667.00	733,667.00
30-Apr-2002	12 Purchasers	Kingwest Avenue Portfolio - Units	924,161.00	44,712.00
30-Apr-2002	Valarie Ross	Kingwest U.S. Equity Portfolio - Units	15,195.00	1,464.00
01-Jan-2001 to 31-Dec-2001	Manulife Financial	Manulife Canadian Bond Fund - Units	28,560,780.00	2,757,685.00
01-Jan-2001 to 31-Dec-2001	Manulife Fiancial	Manulife Canadian Large Cap Blend Equity Fund - Units	8,533,925.00	656,377.00
01-Jan-2001 to 31-Dec-2001	Manulife Financial	Manulife Canadian Large Cap Growth Equity Fund - Units	37,416,769.00	28,852,340.00
01-Jan-2001 to 31-Dec-2001	Manulife Financial	Manulife Canadian Large Cap Value Equity Fund - Units	14,554,193.00	1,115,012.00

01-Jan-2001 to 31-Dec-2001	Manulife Financial	Manulife Canadian Money Market Fund - Units	47,773,813.00	4,777,381.00
01-Jan-2001 to 31-Dec-2001	Manulife Financial	Manulife Canadian Short Term Fund - Units	32,377,599.00	3,158,423.00
01-Jan-2001 to 31-Dec-2001	Manulife Financial	Manulife Canadian Small Cap Equity Fund - Units	43,148,738.00	3,429,740.00
01-Jan-2001 to 31-Dec-2001	Manulife Financial	Manulife Canadian Top Down Equity Fund - Units	33,794,926.00	507,233.00
01-Jan-2001 to 31-Dec-2001	Manulife Financial	Manulife Global Bond Fund - Units	2,186,394.00	259,819.00
01-Jan-2001 to 31-Dec-2001	Manulife Financial	Manulife International Equity Fund - Units	33,040,575.00	3,459,255.00
01-Jan-2001 to 31-Dec-2001	Manulife Finanical	Manulife US Equity Fund - Units	24,402,296.00	2,326,037.00
13-May-2002	A. Paul Taylor	Mavrix Fund Managment Inc. - Common Shares	200,001.00	133,334.00
03-May-2002	Barry M. Sachaffer Shares	Mosaic Group Inc. - Common	391,200.00	90,253.00
13-May-2002	Brampton Brick Limited	Oaks Concrete Products Ltd. - Common Shares	49,999,999.00	999.00
13-May-2002	CODAV Holdings Inc.	OceanLake Commerce Inc. - Warrants	133,554.00	40,066.00
10-May-2002	Gretchen Ross	Patricia Mining Corp. - Units	150,000.00	500,000.00
14-Feb-2002	Elliott & Page Limited; Dynamic Funds	PayPal, Inc. - Common Shares	620,880.00	30,000.00
02-Apr-2002	6 Purchasers	Providence Resources Inc. - Common Shares	13,000.00	2,600,000.00
09-May-2002	13 Purchasers	Providence Resources Inc. - Common Shares	300,000.00	6,000,000.00
03-Apr-2002	Elliott & Page	Racing Champions Corporation - Common Shares	431,250.00	25,000.00
08-May-2002	De Novo Capital	Regal Entertainment Group - Shares	14,779.00	500.00
16-May-2002	Arthur Dalfen	Sparton Resources Inc. - Units	75,000.00	500,000.00
26-Apr-2002	Lachlan MacDonald	Stirling International Asset Management, Inc. - N/A	200,000.00	2,019.00

01-May-2002	12 Purchasers	The McElvaine Investment Trust - Units	1,045,490.00	55,871.00
28-Mar-2002	Cathty Phillips	The Upper Circle Canadian Equity Fund - Units	238,000.00	23,800.00
10-May-2002	GATX/MM Venture Finance Partnership	Trillium Photonics Inc. - Warrants	1.00	144,666.00
17-May-2002	Sprott Asset Management	Tyhee Development Corp. - Units	249,750.00	925,000.00
01-May-2002	Balsalm L. Corp.	Watermark Partners Global Value Fund - Trust Units	175,000.00	17,500.00
30-Sep-2001 to 08-May-2002	4 Purchasers	Western Warrior Resources Ltd. - Common Shares	111,154.00	741,029.00

RESALE OF SECURITIES - (FORM 45-501F2)

Transaction Date	Seller	Security	Price	Amount_num
13-May-2002	792523 Ontario Limited	Canmine Resources Corporation - Common Shares	65,670.00	135,000.00
03-May-2002	James D. Fraser	Stirling Strategic Asset Allocation Trusts - Trust Units	350,000.00	3,532.00

NOTICE OF INTENTION TO DISTRIBUTE SECURITIES AND ACCOMPANYING DECLARATION UNDER SECTION 2.8 OF MULTILATERAL INSTRUMENT 45-102 RESALE OF SECURITIES - FORM 45-102F3

Seller	Security	Amount_num
MacKay Shields LLC	Algoma Steel Inc. - Common Shares	4,337,158.00
Aidan S. Bolger	Asset Management Software Systems Corp. - Common Shares	1,850,000.00
Glenn J. Mullan	Canadian Royalties Inc. - Common Shares	159,676.00
Larry Melnick	Champion Natural Health.com Inc. - Shares	29,900.00
Voceroy Resource Corporation	Channel Resources Ltd. - Common Shares	7,076,850.00
Bell Globemedia Inc.	ExtendMedia Inc. - Common Shares	9,121,005.00
Bell Globemedia Inc.	ExtendMedia Inc. - Debentures	2,184,000.00
Bell Globemedia Inc.	ExtendMedia Inc. - Warrants	5,600,000.00
Conrad M. Black	Hollinger Inc. - Shares	1,611,039.00
Susan M. S. Gastle	Microbix Biosystems Inc. - Common Shares	235,000.00
William J. Gastle	Microbix Biosystems Inc. - Common Shares	495,000.00

This page intentionally left blank

Chapter 11

IPOs, New Issues and Secondary Financings

Issuer Name:
Bissett Multinational Growth Fund
Principal Regulator - Ontario
Type and Date:
Preliminary Simplified Prospectus dated May 23rd, 2002
Mutual Reliance Review System Receipt dated May 27th, 2002
Offering Price and Description:
(Series T Units)
Underwriter(s) or Distributor(s):
Franklin Templeton Investments Corp.
Promoter(s):
Project #435468

Issuer Name:
Brompton MVP Income Fund
Principal Regulator - Ontario
Type and Date:
Preliminary Prospectus dated May 23rd, 2002
Mutual Reliance Review System Receipt dated May 24th, 2002
Offering Price and Description:
Maximum $ * - * Trust Units @$10.00 per Trust Unit
Underwriter(s) or Distributor(s):
RBC Dominion Securities Inc.
BMO Nesbitt Burns Inc.
CIBC World Markets Inc.
National Bank Financial Inc.
Raymond James Ltd.
Scotia Capital Inc.
TD Securities Inc.
Canaccord Capital Corporation
Desjardins Securities Inc.
Dundee Securities Corporation
HSBC Securities (Canada) Inc.
Research Capital Corporation
Yorkton Securities Inc.
Acadian Securities Incorporated
Promoter(s):
Brompton MVP Management Limited
Project #452103

Issuer Name:
Central Fund of Canada Limited
Principal Regulator - Alberta
Type and Date:
Preliminary Short Form Prospectus dated May 28th, 2002
Mutual Reliance Review System Receipt dated May 28th, 2002
Offering Price and Description:
$ * - * Non-Voting Fully-Participating Class A Shares
Underwriter(s) or Distributor(s):
CIBC World Markets Inc.
BMO Nesbitt Burns Inc.
National Bank Financial Inc.
RBC Dominion Securities Inc.
Scotia Capital Inc.
TD Securities Inc.
Pollitt & Co. Inc.
Canaccord Capital Corporation
Dundee Securities Corporation
HSBC Securities (Canada) Inc.
Raymond James Ltd.
Sprott Securities Inc.
Yorkton Securities Inc.
Promoter(s):
-
Project #453198

Issuer Name:
Creststreet 2002 Limited Partnership
Principal Regulator - Ontario
Type and Date:
Preliminary Prospectus dated May 22nd, 2002
Mutual Reliance Review System Receipt dated May 23rd, 2002
Offering Price and Description:
$3,000,000 to $ * Maximum Offering - 300,000 Limited Partnership Units to * Maximum Limited Partnership Units
Underwriter(s) or Distributor(s):
Scotia Capital Inc.
BMO Nesbitt Burns Inc.
TD Securities Inc.
National Bank Financial Inc.
HSBC Securities (Canada) Inc.
Raymond James Ltd.
Promoter(s):
Creststreet 2002 Management Limited
Creststreet Asset Management Limited
Project #451768

Issuer Name:
Intermap Technologies Corporation
Principal Regulator - Alberta
Type and Date:
Preliminary Prospectus dated May 17th, 2002
Mutual Reliance Review System Receipt dated May 22nd, 2002
Offering Price and Description:
$2,500,000 - 2,500,000 Common Shares and 1,250,000 Warrants issuable upon exercise of 2,500,000 Special Warrants @ $4.00 per Special Warrants
Underwriter(s) or Distributor(s):
Acumen Capital Finance Partners Limited
Octagon Capital Corporation
Salman Partners Inc.
Promoter(s):
-
Project #448981

Issuer Name:
Mavrix Explorer Fund
Mavrix Global Fund
Principal Regulator - Ontario
Type and Date:
Preliminary Simplified Prospectus dated May 21st, 2002
Mutual Reliance Review System Receipt dated May 28th, 2002
Offering Price and Description:
Mutual Fund Securities Net Asset Value
Underwriter(s) or Distributor(s):

Promoter(s):
Mavrix Fund Management Inc.
Project #451456

Issuer Name:
Shoppers Drug Mart Corporation
Principal Regulator - Ontario
Type and Date:
Preliminary Short Form PREP Prospectus dated May 27th, 2002
Mutual Reliance Review System Receipt dated May 27th, 2002
Offering Price and Description:
$ * - * Common Shares
Underwriter(s) or Distributor(s):
CIBC World Markets Inc.
Merrill Lynch Canada Inc.
Scotia Capital Inc.
RBC Dominion Securities Inc.
Credit Suisse First Boston Canada Inc.
TD Securities Inc.
National Bank Financial Inc.
Promoter(s):
-
Project #452767

Issuer Name:
Union Gas Limited
Principal Regulator - Ontario
Type and Date:
Preliminary Short Form Shelf Prospectus dated May 22nd, 2002
Mutual Reliance Review System Receipt dated May 27th, 2002
Offering Price and Description:
$400,000,000 - Debt Securities (unsecured)
Underwriter(s) or Distributor(s):
-
Promoter(s):
-
Project #452574

Issuer Name:
CI American Sector Fund
CI American RSP Fund
Principal Regulator - Ontario
Type and Date:
Amended and Restated Simplified Prospectus and Annual Information Form dated May 16th, 2002, amending and restating the Simplified Prospectus and Annual Information Form dated December 31st, 2001
Mutual Reliance Review System Receipt dated 28th day of May, 2002
Offering Price and Description:
Mutual Fund Securities Net Asset Value
Underwriter(s) or Distributor(s):
-
Promoter(s):
CI Mutual Funds Inc.
Project #405314

Issuer Name:
Dynamic Canadian Value Class
Dynamic American Value Class
Dynamic European Value Class
Dynamic Far East Value Class
Dynamic International Value Class
Dynamic Power Canadian Growth Class
Dynamic Power American Growth Class
Dynamic Power European Growth Class
Dynamic Power International Growth Class
Dynamic Focus + Canadian Class
Dynamic Focus + American Class
Dynamic Focus + Global Financial Services Class
Dynamic Global Health Sciences Class
Dynamic Global Real Estate Class
Dynamic Global Technology Class
Dynamic Money Market Class
of
(Dynamic Global Fund Corporation)
Dynamic Dividend Fund
Dynamic Dividend Growth Fund
Dynamic Power Canadian Growth Fund
Dynamic Power American Growth Fund
Dynamic Power Balanced Fund
Dynamic Power Bond Fund
Dynamic RSP Power American Growth Fund
Principal Regulator - Ontario
Type and Date:
Amendment #1 dated May 13th, 2002 to Simplified Prospectus and Annual Information Form
dated December 11th, 2001
Mutual Reliance Review System Receipt dated 22nd day of May, 2002
Offering Price and Description:
Mutual Fund Securities Net Asset Value
Underwriter(s) or Distributor(s):
Dynamic Mutual Funds Ltd.
Promoter(s):
Dynamic Mutual Funds Ltd.
Project #399710

Issuer Name:
GGOF Guardian RSP Foreign Income Fund
GGOF Guardian Canadian Money Market Fund
GGOF Guardian RSP U.S. Money Market Fund
Principal Regulator - Ontario
Type and Date:
Amendment #1 dated May 17th, 2002 to Simplified Prospectus and Annual Information Form
dated September 24th, 2001
Mutual Reliance Review System Receipt dated 28th day of May, 2002
Offering Price and Description:
Classic Units
Underwriter(s) or Distributor(s):
Guardian Group of Funds Ltd.
Promoter(s):
-
Project #377156

Issuer Name:
GGOF Centurion Global Communications Fund
GGOF Centurion American Large Cap Fund
GGOF Guardian RSP Foreign Income Fund
GGOF Guardian Canadian Money Market Fund
GGOF Guardian RSP U.S. Money Market Fund
Principal Regulator - Ontario
Type and Date:
Amendment #3 dated May 17th, 2002 to Simplified Prospectus and Annual Information Form
dated September 24th, 2001
Mutual Reliance Review System Receipt dated 28th day of May, 2002
Offering Price and Description:
Mutual Fund Units
Underwriter(s) or Distributor(s):
Guardian Group of Funds Ltd.
Promoter(s):
Guardian Group of Funds Ltd.
Project #377100

Issuer Name:
Mackenzie Cundill Value Capital Class
Mackenzie Universal Select Managers Canada Capital Class
Principal Regulator - Ontario
Type and Date:
Amendment #3 dated May 17th, 2002 to Annual Information Form
dated October 25th, 2001
Mutual Reliance Review System Receipt dated 24th day of May, 2002
Offering Price and Description:
Mutual Fund Securities Net Asset Value
Underwriter(s) or Distributor(s):
Mackenzie Financial Corporation
Promoter(s):
-
Project #382865

Issuer Name:
MD US Large Cap Growth RSP Fund (formerly MD US Equity RSP Fund)
MD US Large Cap Growth Fund (formerly MD US Equity Fund)
Principal Regulator - Ontario
Type and Date:
Amendment #2 dated May 22nd, 2002 to Simplified Prospectus and Annual Information Form
dated July 31st, 2001
Mutual Reliance Review System Receipt dated 28th day of May, 2002
Offering Price and Description:
Mutual Fund Securities Net Asset Value
Underwriter(s) or Distributor(s):
MD Management Limited
Promoter(s):
MD Private Trust Company
Project #371879

Issuer Name:
Contrarian Resource Fund 2002 Limited Partnership
Principal Regulator - British Columbia
Type and Date:
Final Prospectus dated May 24th, 2002
Mutual Reliance Review System Receipt dated 24th day of May, 2002
Offering Price and Description:
-
Underwriter(s) or Distributor(s):
Registered Dealers
Promoter(s):
Contrarian Resource Fund 2002 Management Limited
Project #440689

Issuer Name:
EnerVest FTS Limited Partnership 2002
Principal Regulator - Alberta
Type and Date:
Final Prospectus dated May 23rd, 2002
Mutual Reliance Review System Receipt dated 23rd day of May, 2002
Offering Price and Description:
-
Underwriter(s) or Distributor(s):
Research Capital Corporation
Promoter(s):
EnerVest 2002 General Partner Corp.
EnerVest Resource Management Ltd.
Project #441861

Issuer Name:
MRF 2002 Limited Partnership
Principal Regulator - Ontario
Type and Date:
Final Prospectus dated May 28th, 2002
Mutual Reliance Review System Receipt dated 29th day May, 2002
Offering Price and Description:
-
Underwriter(s) or Distributor(s):
CIBC World Markets Inc.
RBC Dominion Securities Inc.
BMO Nesbitt Burns Inc.
National Bank Financial Inc.
Scotia Capital Inc.
TD Securities Inc.
Dundee Securities Corporation
HSBC Securities (Canada) Inc.
Middlefield Securities Limited
Yorkton Securities Inc.
Canaccord Capital Corporation
Raymond James Ltd.
Wellington West Capital Inc.
Promoter(s):
MRF 2002 Management Limited
Middlefield Group Limited

Project #436112

Issuer Name:
Northern Property Real Estate Investment Trust
Principal Regulator - Alberta
Type and Date:
Final Prospectus dated May 17th, 2002
Mutual Reliance Review System Receipt dated 21st day of May, 2002
Offering Price and Description:
$66,000,000.00 -6,600,000 Units - $10.00 per Unit
Underwriter(s) or Distributor(s):
BMO Nesbitt Burns Inc.
CIBC World Markets Inc.
RBC Dominion Securities Inc.
Scotia Capital Inc.
National Bank Financial Inc.
Promoter(s):
URBCO Inc.
Project #436474

Issuer Name:
The Children's Educational Foundation of Canada
Principal Regulator - Ontario
Type and Date:
Final Prospectus dated May 22nd, 2002
Mutual Reliance Review System Receipt dated 24th day of May, 2002
Offering Price and Description:
-
Underwriter(s) or Distributor(s):
Education Fund Services Inc.
Promoter(s):
Education Fund Services Inc.
Project #436736

Issuer Name:
The Keg Royalties Income Fund
Principal Regulator - British Columbia
Type and Date:
Final Prospectus dated May 21st, 2002
Mutual Reliance Review System Receipt dated 21st day of May, 2002
Offering Price and Description:
$81,535,000 - 8,153,500 Units - $10.00 per Unit
Underwriter(s) or Distributor(s):
CIBC World Markets Inc.
BMO Nesbitt Burns Inc.
RBC Dominion Securities Inc.
Canaccord Capital Inc.
Promoter(s):
Keg Restaurants Ltd.
Project #436730

Issuer Name:
ARC Energy Trust
Principal Regulator - Alberta
Type and Date:
Final Short Form Prospectus dated May 22nd, 2002
Mutual Reliance Review System Receipt dated 22nd day of May, 2002
Offering Price and Description:
$96,400,000 - 8,000,000 Trust Units @ $12.05 per Trust Unit
Underwriter(s) or Distributor(s):
RBC Dominion Securities Inc.
CIBC World Markets Inc.
BMO Nesbitt Burns Inc.
Scotia Capital Inc.
National Bank Financial Inc.
TD Securities Inc.
FirstEnergy Capital Corp.
Raymond James Ltd.
Canaccord Capital Corporation
Dundee Securities Corporation
Promoter(s):
-
Project #445828

Issuer Name:
Domtar Inc.
Principal Regulator - Quebec
Type and Date:
Final Short Form Prospectus dated May 21st, 2002
Mutual Reliance Review System Receipt dated 21st day of May, 2002
Offering Price and Description:
$140,000,000 - 8,000,000 Common Shares - $17.50 per Common Share
Underwriter(s) or Distributor(s):
National Bank Financial Inc.
Scotia Capital Inc.
CIBC World Markets Inc.
Merrill Lynch Canada Inc.
UBS Bunting Warburg Inc.
Promoter(s):
-
Project #445882

Issuer Name:
Fortis Inc.
Principal Regulator - Ontario
Type and Date:
Final Short Form Prospectus dated May 28th, 2002
Mutual Reliance Review System Receipt dated 29th day of May, 2002
Offering Price and Description:
$97,700,000 - 2,000,000 Common Shares @ $48.85 per Common Share
Underwriter(s) or Distributor(s):
Scotia Capital Inc.
BMO Nesbitt Burns Inc.
Promoter(s):
-
Project #450030

Issuer Name:
First Capital Realty Inc.
Principal Regulator - Ontario
Type and Date:
Final Short Form Shelf Prospectus dated May 22nd, 2002
Mutual Reliance Review System Receipt dated 23rd day of May, 2002
Offering Price and Description:
12,301,619 Common Share - Common Shares Issuable only Upon Exercise of Warrants Expiring August 31st, 2008
Underwriter(s) or Distributor(s):
-
Promoter(s):
-
Project #446458

Issuer Name:
Great Lakes Hydro Income Fund
Principal Regulator - Quebec
Type and Date:
Final Short Form Prospectus dated May 23rd, 2002
Mutual Reliance Review System Receipt dated 23rd day of May, 2002
Offering Price and Description:
$205,800,000 - 14,700,000 Trust Units @ $14.00 per Trust Unit
Underwriter(s) or Distributor(s):
CIBC World Markets Inc.
RBC Dominion Securities Inc.
Scotia Capital Inc.
TD Securities Inc.
BMO Nesbitt Burns Inc.
National Bank Financial Inc.
Trilon Securities Corporation
FirstEnergy Capital Corp.
HSBC Securities (Canada) Inc.
Promoter(s):
-
Project #445286

Issuer Name:
Canadian Small Company Equity Fund
Canadian Large Cap Index Fund
Canadian Index Fund
Canadian Fixed Income Index Fund
U.S. MidCap Synthetic Fund
U.S. Large Company Equity Fund
U.S. Small Company Equity Fund
U.S. LARGE CAP SYNTHETIC FUND
INTERNATIONAL SYNTHETIC FUND
Money Market Fund
Enhanced Global Bond Fund
Emerging Markets Equity Fund
EAFE Equity Fund
Canadian Fixed Income Fund
Canadian Equity Fund
Principal Regulator - Ontario
Type and Date:
Final Simplified Prospectus and Annual Information Form dated May 17th, 2002
Mutual Reliance Review System Receipt dated 27th day of May, 2002
Offering Price and Description:
(Class O Units, Class I Units, Class P Units)
Underwriter(s) or Distributor(s):
-
Promoter(s):
-
Project #434337

Issuer Name:
Global Equity Fund
Diversified Equity Fund
Balanced Income Fund
Balanced Growth Plus Fund
Balanced Growth Fund
Core Balanced Fund
Principal Regulator - Ontario
Type and Date:
Final Simplified Prospectus and Annual Information Form dated May 17th, 2002
Mutual Reliance Review System Receipt dated 27th day of May, 2002
Offering Price and Description:
Mutual Fund Securities Net Asset Value
Underwriter(s) or Distributor(s):
-
Promoter(s):
-
Project #445294

Issuer Name:
QSA Canadian Equity Fund
(Series A and Series B units)
QSA e-business Fund
Principal Regulator - Ontario
Type and Date:
Final Simplified Prospectus and Annual Information Form dated May 21st, 2002
Mutual Reliance Review System Receipt dated 23rd day of May, 2002
Offering Price and Description:
Underwriter(s) or Distributor(s):
Acker Finley Asset Management Inc.
Promoter(s):
-
Project #438451

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:
Final Simplified Prospectus and Annual Information Form dated May 24th, 2002
Mutual Reliance Review System Receipt dated 28th day of May, 2002
Offering Price and Description:
Mutual Fund Securities Net Asset Value
Underwriter(s) or Distributor(s):
Royal Mutual Funds Inc.
Promoter(s):
-
Project #439891

Issuer Name:
Aspen Group Resources Corporation

Type and Date:
Preliminary Prospectus dated May 31st, 2002
Closed May 24th, 2002
Offering Price and Description:
Underwriter(s) or Distributor(s):
Promoter(s):
Project #366098

Issuer Name:
Advantage Advisers Multi-Sector Trust
Principal Jurisdiction - Ontario
Type and Date:
Preliminary Prospectus dated December 20th, 2001
Withdrawn on May 22nd, 2002
Offering Price and Description:
Minimum $ * - * Units @ US$25.00 per Unit
Underwriter(s) or Distributor(s):
CIBC World Markets Inc.
TD Securities Inc.
National Bank Financial Inc.
HSBC Securities (Canada) Inc.
Yorkton Securities Inc.
Canaccord Capital Corporation
Desjardins Securities Inc.
Dundee Securities Corporation
Raymond James Ltd.
Trilon Securities Corporation
Promoter(s):
Advantage Advisers, L.L.C.
Project #411957

Issuer Name:
Spectrum TACTONICS Class
Spectrum Global Telecommunications Class
Spectrum Global Health Sciences Class
Spectrum Global Growth Class
Spectrum Global Financial Services Class
Spectrum Global Equity Class
Spectrum European Growth Class
Spectrum Canadian Money Market Class
Spectrum Canadian Investment Class
Spectrum Canadian Equity Class
Spectrum Asian Dynasty Class
Spectrum American Value Class
Spectrum American Growth Class
Spectrum American Core Class
Type and Date:
Preliminary Simplified Prospectus dated April 24th, 2002
Withdrawn on May 23rd, 2002
Offering Price and Description:
Series R, F, and I Shares
Underwriter(s) or Distributor(s):
-
Promoter(s):
Spectrum Investment Management Limited
Project #439877

This page intentionally left blank

Chapter 12

Registrations

12.1.1 Registrants

Type	Company	Category of Registration	Effective Date
Change of Name	Attention Robin Malcolm Howard Gilroy Cambrian Capital Management Inc. 225 Banbury Road North York On M3B 3C6	From Armquest Millennium Capital Management Inc. to Cambrian Capital Management Inc.	May 9/02
New Registration	Attention Jeffrey Douglas Blanco Parc Capital Management Limited 330 Bay Street Suite 400 Toronto On M5H 2S8	Limited Market Dealer Investment Counsel & Portfolio Manager Commodity Trading Manager	May 28/02
New Registration	Attention Gordon Duncan Ewart K2 Performance Corp. 2300 Yonge Street Suite 300 Toronto On M4P 1E4	Limited Market Dealer Investment Counsel & Portfolio Manager	May 28/02

This page intentionally left blank

Chapter 13

SRO Notices and Disciplinary Proceedings

13.1.1 Withdrawal of Proposed IDA By-law 29.6A, Referral Arrangements and Commission Splitting

INVESTMENT DEALERS ASSOCIATION OF CANADA – BY-LAW 29.6A REFERRAL ARRANGEMENTS AND COMMISSION SPLITTING – WITHDRAWAL OF BY-LAW

I. OVERVIEW

On February 2, 2001 the Ontario Securities Commission published for comment a proposed Association By-law that would permit Member firms that receive commissions on the sale of securities to pay referral fees to or split commissions with other Members or financial services entities.

II. WITHDRAWAL

The Association has informed the Canadian Securities Administrators that the Association has withdrawn the proposed By-law at this time. The Association has informed the CSA that a revised By-law will be prepared and filed for approval. The revised By-law will propose that the restriction as to the parties that can enter into referral arrangements be eliminated.

Questions may be referred to:

Michelle Alexander
Senior Legal and Policy Counsel
Investment Dealers Association of Canada
(416) 943-5885

May 31, 2002

13.1.2 Discipline Penalties Imposed on Lino D'Souza – Violation of IDA Regulations 1300.1(a), 1300.1(c), 1300.4 and By-law 29.1

Contact:
Jeffrey Kehoe
Director, Enforcement Litigation
(416) 943-6996

BULLETIN #3001
May 27, 2002

DISCIPLINE

DISCIPLINE PENALTIES IMPOSED ON LINO D'SOUZA
– VIOLATION OF REGULATIONS 1300.1(A), 1300.1(C), 1300.4 AND BY-LAW 29.1

Person Disciplined

The Ontario District Council of the Investment Dealers Association of Canada has imposed discipline penalties on Lino D'Souza, at the relevant times a Registered Representative with Nesbitt Burns, Inc., a member of the Association.

By-laws, Regulations, Policies Violated

On April 22nd, 2002 the District Council reviewed and accepted a settlement agreement negotiated with counsel for the Association's Enforcement Department. In the settlement agreement, Mr. D'Souza acknowledged that he:

1. engaged in business conduct or practice that is unbecoming or detrimental to the public interest by failing to cooperate with the Association by failing to attend and give information as requested by Association staff in the course of an investigation, contrary to IDA By-law 29.1;

2. engaged in business conduct or practice that is unbecoming by trading in accounts of two separate clients without their knowledge or consent, contrary to IDA By-law 29.1;

3. engaged in conduct unbecoming by arranging to change the mailing address on record with the Member of two clients to an address unknown to those clients, without the knowledge and consent of the clients, contrary to IDA By-law 29.1;

4. engaged in conduct unbecoming by falsely purporting to witness signatures on a Joint Account Agreement, an Option Trading Agreement, a Margin Agreement and a trading Authorization (giving power of attorney over the account) , contrary to IDA By-law 29.1;

5. failed to use due diligence to learn the essential facts relative to four separate clients, contrary to IDA Regulation 1300.1(a);

6. failed to use due diligence to ensure that recommendations made for four separate clients were appropriate for their situation and investment objectives, contrary to Regulation 1300.1(c); and

7. made trades in the accounts of two clients without the clients fully understanding the nature of the transactions and therefore exercised his own discretion in executing trades in those accounts without the written authorization of the clients and without the accounts having been accepted by the Member as discretionary accounts, contrary to Regulation 1300.4.

Penalty Assessed

The discipline penalties assessed against Mr. D'Souza are a ten year suspension of his approval in any capacity with any Member Firm of the Association, effective April 1, 1997 and payment of the Association's costs in an amount of $25,000.00.

Summary of Facts

At all relevant times, Mr. D'Souza was employed as a Registered Representative with Nesbitt Burns, Inc.

The Association began investigating the conduct of the respondent after several written complaints had been received. Despite a number of oral and written attempts to arrange for an interview of the Respondent, he failed to attend.

The Respondent opened a brokerage account for a client in December of 1993. The client was relatively unsophisticated and had never traded in options prior to his involvement with the Respondent. Despite the client's relative lack of sophistication, the Respondent embarked on a trading strategy involving complicated options straddles. The Respondent failed to complete the account opening documentation correctly in that the client's net worth, income, personal circumstances and investment experience were overstated. The investment recommendations were unsuitable for this client and were discretionary in that confirmation of the trades took place after the fact and the client, in any event, had no appreciation of the transactions in question.

The Respondent also opened an account for a relative of the client in April 1994. The relative resided in Qatar. The Respondent allowed the client to sign the account opening documentation instead of the relative and purported to witness the "signature" of the relative. The Respondent also permitted the client to sign a power of attorney in favour of the client over the relative's account and similarly purported to "witness" the signature of the relative on the Power of Attorney. The relative's net worth, annual income and investment experience were overstated. The Respondent engaged in the same complicated options trading strategy, which was similarly unsuitable for the relative. The transactions were discretionary in that confirmation of the trades took place after the fact and neither the client, nor the relative, had any appreciation of the transactions in question.

The Respondent opened an account for a third individual in April of 1994. Her past investment experience was significantly overstated on the account opening documentation as was the fact that she had an annual income (when in fact she was not working). The Respondent engaged in the same complicated options strategy despite the fact that the risks of that strategy were never disclosed to the client and would never have been approved by her. The Respondent did not receive approval from the client in relation to any of the trading activity. The Respondent also changed the mailing address for the account so that statements were not received. The client did not request that the account statements be delivered to the address specified.

The Respondent opened an account for a fourth individual in August of 1996. He mortgaged his condominium property in order to do so. The respondent was aware that income was required to meet the monthly mortgage payments on the condominium as the client had no other source of income. The client's annual income, net worth and past investment experience were significantly overstated on the account opening documentation as was the fact that he was "self-employed". The Respondent engaged in the same complicated options strategy despite the fact that the risks of that strategy were never disclosed to the client and would never have been approved by him. The Respondent did not receive approval from the client in relation to any of the trading activity. The Respondent also changed the mailing address for the account so that statements were not received. The client did not request that the account statements be delivered to the address specified.

Kenneth A. Nason
Association Secretary

This page intentionally left blank

Chapter 25

Other Information

25.1 Consents

25.1.1 Moore Corporation Limited - cl. 4(b) of O. Reg. 289/00

Headnote

Consent given to OBCA corporation to continue under the CBCA.

Statues Cited

Business Corporations Act, R.S.O. 1990, c. B.16, as am., s. 181.
Securities Act, R.S.O. 1990, c. S.5, as am.

Regulations Cited

Regulation made under the Business Corporation Act, R.R.O., Reg. 62, as am by Reg.289/00, s. 4(b).
Regulation made under the Securities Act, R.R.O. 1990, Reg. 1015, as am.

IN THE MATTER OF
THE REGULATION MADE UNDER
THE *BUSINESS CORPORATIONS ACT* (ONTARIO)
R.S.O. 1990, c. B.16 (the "OBCA") AND
ONT. REG. 289/00 (THE "FORMS REGULATION")

AND

IN THE MATTER OF
MOORE CORPORATION LIMITED

CONSENT
(Clause 4(b) of the Forms Regulation)

UPON the application (the "Application") of Moore Corporation Limited (the "Corporation") to the Ontario Securities Commission (the "Commission") requesting the consent of the Commission to continue into another jurisdiction pursuant to clause 4(b) of the Forms Regulation;

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

AND UPON the Corporation having represented to the Commission that:

1. the Corporation proposes to make application (the "Application for Continuance") to the Director appointed under the OBCA for authorization to continue under the *Canada Business Corporations Act*, R.S.C. 1985, c. C-44 (the "CBCA"), pursuant to section 181 of the OBCA;

2. pursuant to clause 4(b) of the Regulation, where the corporation is an offering corporation, the Application for Continuance must be accompanied by the consent of the Commission;

3. the Corporation is an offering corporation under the OBCA and is a reporting issuer under the *Securities Act*, R.S.O. 1990, c. S.5, (the "Act");

4. the Corporation is not a defaulting reporting issuer under the Act or the Regulation thereunder and, to the best of its knowledge, information and belief, is not a party to any proceeding under the Act;

5. the continuance of the Corporation under the CBCA has been proposed because the Corporation believes it to be in its best interest to conduct its affairs in accordance with the CBCA;

6. the material rights, duties and obligations of a corporation under the CBCA are substantially similar to those under the OBCA with the exception that the OBCA requires that a majority of a corporation's directors be resident Canadians whereas the CBCA was recently amended to provide that only one-quarter of directors need be resident Canadians; and

7. the shareholders of the Corporation have approved the continuance under the CBCA at the Annual and Special Meeting of the Shareholders held on April 18, 2002; and

8. the Corporation presently intends to continue to be a reporting issuer in the Province of Ontario.

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

THE COMMISSION hereby consents to the continuance of the Corporation under the CBCA.

May 24, 2002.

"Harold P. Hands" "R.W. Korthals"

This page intentionally left blank

Index

This page intentionally left blank