

The Ontario Securities Commission

# OSC Bulletin

May 16, 2003

Volume 26, Issue 20

(2003), 26 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**

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

2:00 p.m.

s. 127

Y. Chisholm in attendance for Staff

Panel: HLM/KDA

June 16, 2003 to **Patrick Fraser Kenyon Pierrepont Lett, Milehouse Investment Management Limited, Pierrepont Trading Inc., BMO Nesbitt Burns Inc.\*, John Steven Hawkyard\* and John Craig Dunn**

10:00 a.m.

s. 127

K. Manarin in attendance for Staff

Panel: PMM/HLM/HPH

\* BMO settled Sept. 23/02  
+ April 29, 2003

October 07 to 10, **Gregory Hyrniw and Walter Hyrniw**  
2003

s. 127

Y. Chisholm in attendance for Staff

Panel: TBA

**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**

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

**Global Privacy Management Trust and Robert Cranston**

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

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

**Phillip Services Corporation**

**S. B. McLaughlin**

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

1.1.2 Quarterly Summary of OSC Bulletin Publications

SUMMARY OF PUBLICATIONS

PUBLICATION BY DATE PUBLISHED

January 3, 2003

(2003) 26 OSCB 3

Short Notice of Commission Approval of OSC Rule **13-502** Fees, Companion Policy **13-502CP**, Forms **13-502F1**, **13-502F2**, **13-502F3** and **13-502F4**, Notice of Revocation of Schedule 1 to Regulation 1015 and Notice of Amendments to Regulation 1015, Policy **12-602** Deeming a Reporting Issuer in Certain Other Canadian Jurisdictions to be a Reporting Issuer in Ontario, OSC Rules **45-501** Exempt Distributions, **45-502** Dividend or Interest Reinvestment and Stock Dividend Plans, and **45-503** Trades to Employees, Executives and Consultants, and Companion Policy **91-504CP** to OSC Rule **91-504** Over-The-Counter Derivatives

(2003) 26 OSCB 3

(2003) 26 OSCB 4

TSX Inc. – POSIT Canada – Additional Match Time/**Request for Comments**

OSC Staff Notice **51-711** List of Refilings and Corrections of Errors as a Result of Regulatory Reviews

(2003) 26 OSCB 37

Notice of Final Rule and Policy – **13-502** Fees and Companion Policy **13-502CP**, Notice of Revocation of Schedule 1 to Regulation 1015 and Notice of Amendments to Regulation 1015, Policy **12-602** Deeming a Reporting Issuer in Certain Other Canadian Jurisdictions to be a Reporting Issuer in Ontario, OSC Rules **45-501** Exempt Distributions, **45-502** Dividend or Interest Reinvestment and Stock Dividend Plans, and **45-503** Trades to Employees, Executives and Consultants, and Companion Policy **91-504CP** to OSC Rule **91-504** Over-The-Counter Derivatives

(2003) 26 OSCB 59

(2003) 26 OSCB 143

OSC Rule **13-502** Fees

Request for Comments – POSIT Canada – Additional Match Time

January 10, 2003

(2003) 26 OSCB 153

(2003) 26 OSCB 154

(2003) 26 OSCB 154

(2003) 26 OSCB 265

(2003) 26 OSCB 275

(2003) 26 OSCB 293

Notice of Amendments to the Securities Act and Commodity Futures Act

Short Notice of OSC **By-law No. 2**

Short Notice of Request for Comments- TSX Inc. – Notice of Market Making Reform

OSC Approval of Amendments to IDA Regulation **200.1** – Minimum Records

TSX – Market Making Reform/**Request for Comments**

OSC **By-law No. 2**

January 24, 2003

(2003) 26 OSCB 474

(2003) 26 OSCB 505

OSC Staff Notice **11-721** Policy Reformulation Table of Concordance and List of New Instruments

Short Notice of Request for Comments – Proposed National Instrument **51-101** Standards of Disclosure for Oil and Gas Activities and Proposed Repeal of National Policy No. **2-B** Guide for Engineers and Geologists Submitting Oil and Gas Reports to Canadian Provincial Securities Administrators, and Proposed Consequential Amendments to National Instrument **13-101** System for Electronic Document Analysis and Retrieval (SEDAR), National Instrument **44-101** Short Form Prospectus Distributions, National Instrument **45-101** Rights Offerings, National Instrument **45-102** Resale of Securities, and OSC Rule **41-501** General Prospectus Requirements/**Request for Comments**

(2003) 26 OSCB 506

CSA Staff Notice **43-302** Frequently Asked Questions – National Instrument **43-101** Standards of Disclosure for Mineral Projects

(2003) 26 OSCB 523

CSA Notice **21-302** Confidentiality of Forms Filed Under National Instrument **21-101** Marketplace Operation

(2003) 26 OSCB 524

(2003) 26 OSCB 525

CSA Staff Notice **51-306** Status of Proposed Continuous Disclosure Rule

Short Notice of Commission Approval of Memorandum of Understanding with Respect to the Canadian Investor Protection Plan and Notice of Commission Approval Order of the Canadian Investor Protection Plan

(2003) 26 OSCB 587

CSA Notice – Proposed National Instrument **51-101** Standards of Disclosure for Oil and Gas Activities and Proposed Repeal of National Policy Statement No. **2-B** and Proposed Consequential Amendments

(2003) 26 OSCB 624

(2003) 26 OSCB 777

National Instrument **51-101** Standards of Disclosure for Oil and Gas Activities

Notice of Commission Approval of Amendment to IDA Regulation **100** Regarding Positions in and Offsets Involving Interest Rate and Performance Swaps

(2003) 26 OSCB 777

Notice of Commission Approval of Amendment to IDA :Policy **6**, Part **1.A(6)** Regarding Proficiency Requirements for Portfolio Managers and Futures Contracts Portfolio Managers

- (2003) 26 OSCB 778 Notice of Commission Approval of Memorandum of Understanding with Respect to the Canadian Investor Protection Plan and Notice of Commission Approval Order of the Canadian Investor Protection Plan
- (2003) 26 OSCB 779 Memorandum of Understanding – Canadian Investor Protection Plan
- January 31, 2003
- (2003) 26 OSCB 803 Short Notice – CSA Notice and Request for Comment **11-402** Concept Proposal for Uniform Securities Legislation/**Request for Comments**
- (2003) 26 OSCB 803 Short Notice of Commission Approval of OSC Rule **13-502** Fees, Companion Policy **13-502CP**, Notice of Revocation of Schedule 1 to Regulation **1015** and Notice of Amendments to Regulation **1015**, Policy **12-602** Deeming a Reporting Issuer in Certain Other Canadian Jurisdictions to be a Reporting Issuer in Ontario, OSC Rules **45-501** Exempt Distributions, **45-502** Dividend or Interest Reinvestment and Stock Dividend Plans, and **45-503** Trades to Employees, Executives and Consultants and Companion Policy **91-504CP** Over-The-Counter Derivatives
- (2003) 26 OSCB 804 Short Notice – OSC Notice of Proposed Repeal and Replacement of Multilateral Instrument **45-102** Resale of Securities, Forms **45-102F1**, **45-102F2** and **45-102F3** and Companion Policy **45-102CP** Resale of Securities, and Proposed Amendments to National Instrument **13-101** System for Electronic Document Analysis and Retrieval (SEDAR), National Instrument **62-101** Control Block Distribution Issues and OSC Rule **45-501** Exempt Distributions/**Request for Comments**
- (2003) 26 OSCB 805 Short Notice of Minister of Finance Approval of Final Rules Under the Securities Act and the Commodity Futures Act – Multilateral Instrument **31-102** National Registration Database and Ontario Securities Commission Rule **31-509** (Commodity Futures Act) National Registration Database
- (2003) 26 OSCB 867 Notice of Final Rule and Policy – **13-502** Fees and Companion Policy **13-502CP**, Notice of Revocation of Schedule 1 to Regulation **1015** and Notice of Amendments to Regulation **1015**, Policy **12-602** Deeming a Reporting Issuer in Certain Other Canadian Jurisdictions to be a Reporting Issuer in Ontario, OSC Rules **45-501** Exempt Distributions, **45-502** Dividend or Interest Reinvestment and Stock Dividend Plans, and **45-503** Trades to Employees, Executives and Consultants and Companion Policy **91-504CP** Over-The-Counter Derivatives
- (2003) 26 OSCB 890 Ontario Securities Commission Rule **13-502** Fees
- (2003) 26 OSCB 926 Multilateral Instrument **31-102** National Registration Database
- (2003) 26 OSCB 934 Ontario Securities Commission Rule **31-509** National Registration Database
- (2003) 26 OSCB 941 CSA Notice and Request for Comment **11-402** Concept Proposal for Uniform Securities Legislation
- (2003) 26 OSCB 943 CSA Uniform Securities Legislation Project
- (2003) 26 OSCB 991 OSC Notice - Proposed Repeal and Replacement of Multilateral Instrument **45-102** Resale of Securities, Forms **45-102F1**, **45-102F2** and **45-102F3** and Companion Policy **45-102CP** Resale of Securities, and Proposed Amendments to National Instrument **13-101** System for Electronic Document Analysis and Retrieval (SEDAR), National Instrument **62-101** Control Block Distribution Issues and OSC Rule **45-501** Exempt Distributions/**Request for Comments**
- (2003) 26 OSCB 1000 Multilateral Instrument **45-102** Resale of Securities
- (2003) 26 OSCB 1101 IDA Definition of Approved Person
- February 7, 2003
- (2003) 26 OSCB 1109 CSA Notice **31-307** National Registration Database (NRD) – NRD Enforcement and User Fees
- (2003) 26 OSCB 1112 CSA Multilateral Staff Notice **33-306** Date of NRD Freeze Period
- February 14, 2003
- (2003) 26 OSCB 1267 Short Notice of Minister of Finance Approval of Final Rules under the Securities Act and the Commodity Futures Act – Multilateral Instrument **33-109** Registration Information and OSC Rule **33-506** (Commodity Futures Act) Registration Information
- (2003) 26 OSCB 1268 Short Notice of Minister of Finance Approval of Amendments to OSC Rule **31-501** Registrant Relationships, OSC Rule **31-504** Applications for Registration and OSC Rule **35-502** Non-resident Advisers
- (2003) 26 OSCB 1268 Short Notice of Commission Approval of Amendments to National Policy **11-201** Delivery of Documents by Electronic Means
- (2003) 26 OSCB 1313 Multilateral Instrument **33-109** Registration Information
- (2003) 26 OSCB 1374 OSC Rule **33-506** (Commodity Futures Act) Registration Information
- (2003) 26 OSCB 1434 Amendment to OSC Rule **31-501** Registrant Relationships
- (2003) 26 OSCB 1435 Amendment to OSC Rule **31-504** Applications for Registration
- (2003) 26 OSCB 1436 Amendment to OSC Rule **35-502** Non-resident Advisers



(2003) 26 OSCB 1437  
 (2003) 26 OSCB 1440  
 (2003) 26 OSCB 1443

Notice of Amendments to National Policy **11-201** Delivery of Documents by Electronic Means  
 Amendments to National Policy **11-201** Delivery of Documents by Electronic Means  
 Consultation Paper **81-403** Rethinking Point of Sale Disclosure for Segregated Funds and Mutual Funds/**Request for Comments**

February 21, 2003

(2003) 26 OSCB 1567  
 (2003) 26 OSCB 1567

Short Notice of Rule **55-501** Insider Report – Revocation Date Clarified  
 Short Notice of Commission Approval of Amendments to National Instrument **55-102** System for Electronic Disclosure by Insiders (SEDI), Related Forms **55-102F1**, **55-102F2**, **55-102F3** and **55-102F6** and Companion Policy Statement **55-102CP**

(2003) 26 OSCB 1568

Short Notice of Commission Adoption of Amendment to OSC Policy **13-601** Public Availability of Filed Materials Under the Securities Act

(2003) 26 OSCB 1568  
 (2003) 26 OSCB 1637

OSC Staff Notice **33-721** CSA/OSC STP Readiness Assessment Survey  
 Amendments to National Instrument **55-102** System for Electronic Disclosure by Insiders (SEDI), Related Forms **55-102F1**, **55-102F2**, **55-102F3** and **55-102F6** and Companion Policy Statement **55-102CP**

(2003) 26 OSCB 1642  
 (2003) 26 OSCB 1644

Amendments to National Instrument **55-102** System for Electronic Disclosure by Insiders (SEDI)  
 Amendments to Companion Policy **55-102CP** to National Instrument **55-102** System for Electronic Disclosure by Insiders (SEDI)

(2003) 26 OSCB 1645  
 (2003) 26 OSCB 1739

Amendment to OSC Policy **13-601** Public Availability of Filed Materials Under the Securities Act  
**IDA By-Law 40**: Individual Approvals, Notifications and Related Fees and National Registration Database

February 28, 2003

(2003) 26 OSCB 1757

Short Notice of Request for Comments – Proposed Amendments to Rule **61-501** and Companion Policy **61-501CP** Insider Bids, Issuer Bids, Going Private Transactions and Related Party Transactions

(2003) 26 OSCB 1757

OSC Staff Notice **81-705** Implementation of a Continuous Disclosure Review Program for Investment Funds – Investment Funds Branch

(2003) 26 OSCB 1759

Short Notice of Request for Comments – Proposed Multilateral Instrument **55-103** Insider Reporting for Certain Derivative Transactions (Equity Monetization) and Proposed Companion Policy **55-103CP** Insider Reporting for Certain Derivative Transactions (Equity Monetization)  
 Notice of Proposed Multilateral Instrument **55-103** and Companion Policy **55-103CP** Insider Reporting for Certain Derivative Transactions (Equity Monetization)/**Request for Comments**  
 Multilateral Instrument **55-103** Insider Reporting for Certain Derivative Transactions (Equity Monetization)

(2003) 26 OSCB 1805

Notice of Proposed Amendments to Rule **61-501** Insider Bids, Issuer Bids, Going Private Transactions and Related Party Transactions and Companion Policy **61-501CP/Request for Comments**

(2003) 26 OSCB 1811

(2003) 26 OSCB 1822

(2003) 26 OSCB 1827

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

(2003) 26 OSCB 1969

RS Request for Comments – Proposal to Exempt Trades Pursuant to Market Maker Obligations from Payment of Regulation Fees/**Request for Comments**

March 7, 2003

(2003) 26 OSCB 2035

CSA Notice **33-402** Joint Forum Requests Comments on Principles and Practices for the Sale of Products and Services in the Financial Sector/**Request for Comments**

March 14, 2003

(2003) 26 OSCB 2165

CSA Staff Notice **13-302** Securities Regulatory Authority Closed Dates 2003 (should be CSA Staff Notice **13-312**)

(2003) 26 OSCB 2166

Short Notice of Commission Approval – Proposed Amendments to Statements B and C of Form 1 of the IDA

(2003) 26 OSCB 2166

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

(2003) 26 OSCB 2171

Short Notice of Commission Approval – Canadian Trading and Quotation System

March 21, 2003

(2003) 26 OSCB 2317

Correction of Number of CSA Staff Notice **13-312** Securities Regulatory Authority Closed Dates 2003

(2003) 26 OSCB 2318

OSC Notice **11-726** Assignment of Policy Numbers

(2003) 26 OSCB 2319

OSC Notice **11-727** Assignment of Notice Numbers

(2003) 26 OSCB 2321

OSC Staff Notice **11-728** Withdrawal of Staff Notices

- (2003) 26 OSCB 2322 Short Notice of OSC Proposed Rescission of National Policy 25 Registrants Advertising Disclosure of Interest and National Policy 49 Self-Regulatory Organization Membership  
(2003) 26 OSCB 2355 Proposed Rescission of National Policy 25 Registrants Advertising Disclosure of Interest and National Policy 49 Self-Regulatory Organization Membership/**Request for Comments**  
(2003) 26 OSCB (Supp) Recognition of Canadian Trading and Quotation System

March 28, 2003

- (2003) 26 OSCB 2461 CSA Staff Notice 23-301 Joint Notice of the Staff of the Canadian Securities Administrators, Market Regulation Services Inc., bourse de Montréal Inc., and the Investment Dealers Association – Electronic Audit Trails  
(2003) 26 OSCB 2462 Short Notice of Amendments to Toronto Stock Exchange Share Certificate Requirements  
(2003) 26 OSCB 2629 TSX – Notice to Participating Organizations – Toronto Stock Exchange Share Certificate Requirements

**A.**

**NOTICES**

**Local Notices**

January 3, 2003

- (2003) 26 OSCB 4 OSC Staff Notice 51-711 List of Refilings and Corrections of Errors as a Result of Regulatory Reviews

January 24, 2003

- (2003) 26 OSCB 474 OSC Staff Notice 11-721 Policy Reformulation Table of Concordance and List of New Instruments

January 31, 2003

- (2003) 26 OSCB 991 OSC Notice - Proposed Repeal and Replacement of Multilateral Instrument 45-102 Resale of Securities, Forms 45-102F1, 45-102F2 and 45-102F3 and Companion Policy 45-102CP Resale of Securities, and Proposed Amendments to National Instrument 13-101 System for Electronic Document Analysis and Retrieval (SEDAR), National Instrument 62-101 Control Block Distribution Issues and OSC Rule 45-501 Exempt Distributions/**Request for Comments**

February 21, 2003

- (2003) 26 OSCB 1568 OSC Staff Notice 33-721 CSA/OSC STP Readiness Assessment Survey

February 28, 2003

- (2003) 26 OSCB 1757 OSC Staff Notice 81-705 Implementation of a Continuous Disclosure Review Program for Investment Funds – Investment Funds Branch

March 14, 2003

- (2003) 26 OSCB 2166 OSC Staff Notice 13-703 Implementation of Final Rule 13-502 Fees

March 21, 2003

- (2003) 26 OSCB 2317 Correction of Number of CSA Staff Notice 13-312 Securities Regulatory Authority Closed Dates 2003  
(2003) 26 OSCB 2318 OSC Notice 11-726 Assignment of Policy Numbers  
(2003) 26 OSCB 2319 OSC Notice 11-727 Assignment of Notice Numbers  
(2003) 26 OSCB 2321 OSC Staff Notice 11-728 Withdrawal of Staff Notices

**Canadian Securities Administrators' Notices**

January 24, 2003

- (2003) 26 OSCB 506 CSA Staff Notice 43-302 Frequently Asked Questions – National Instrument 43-101 Standards of Disclosure for Mineral Projects  
(2003) 26 OSCB 523 CSA Notice 21-302 Confidentiality of Forms Filed Under National Instrument 21-101 Marketplace Operation  
(2003) 26 OSCB 524 CSA Staff Notice 51-306 Status of Proposed Continuous Disclosure Rule  
(2003) 26 OSCB 587 CSA Notice – Proposed National Instrument 51-101 Standards of Disclosure for Oil and Gas Activities and Proposed Repeal of National Policy Statement No. 2-B and Proposed Consequential Amendments

February 7, 2003

(2003) 26 OSCB 1109  
(2003) 26 OSCB 1112

CSA Notice **31-307** National Registration Database (NRD) – NRD Enforcement and User Fees  
CSA Multilateral Staff Notice **33-306** Date of NRD Freeze Period

March 7, 2003

(2003) 26 OSCB 2035

CSA Notice **33-402** Joint Forum Requests Comments on Principles and Practices for the Sale of Products and Services in the Financial Sector/**Request for Comments**

March 14, 2003

(2003) 26 OSCB 2165

CSA Staff Notice **13-302** Securities Regulatory Authority Closed Dates 2003 (should be CSA Staff Notice **13-312**)

March 28, 2003

(2003) 26 OSCB 2461

CSA Staff Notice **23-301** Joint Notice of the Staff of the Canadian Securities Administrators, Market Regulation Services Inc., bourse de Montréal Inc., and the Investment Dealers Association – Electronic Audit Trails

**B.**

**MEMORANDA OF UNDERSTANDING**

January 24, 2003

(2003) 26 OSCB 525

Short Notice of Commission Approval of Memorandum of Understanding with Respect to the Canadian Investor Protection Plan and Notice of Commission Approval Order of the Canadian Investor Protection Plan

(2003) 26 OSCB 778

Notice of Commission Approval of Memorandum of Understanding with Respect to the Canadian Investor Protection Plan and Notice of Commission Approval Order of the Canadian Investor Protection Plan

(2003) 26 OSCB 779

Memorandum of Understanding – Canadian Investor Protection Plan

**C.**

**RESCISSION OF POLICY STATEMENTS**

**National Policy Statement No. 2-B Guide for Engineers and Geologists Submitting Oil and Gas Reports to Canadian Provincial Securities Administrators**

January 24, 2003

(2003) 26 OSCB 505

Short Notice of Request for Comments – Proposed National Instrument **51-101** Standards of Disclosure for Oil and Gas Activities and Proposed Repeal of National Policy No. **2-B** Guide for Engineers and Geologists Submitting Oil and Gas Reports to Canadian Provincial Securities Administrators, and Proposed Consequential Amendments to National Instrument **13-101** System for Electronic Document Analysis and Retrieval (SEDAR), National Instrument **44-101** Short Form Prospectus Distributions, National Instrument **45-101** Rights Offerings, National Instrument **45-102** Resale of Securities, and OSC Rule **41-501** General Prospectus Requirements/**Request for Comments**

(2003) 26 OSCB 587

CSA Notice – Proposed National Instrument **51-101** Standards of Disclosure for Oil and Gas Activities and Proposed Repeal of National Policy Statement No. **2-B** and Proposed Consequential Amendments

**National Policy 25 Registrants Advertising Disclosure of Interest**

March 21, 2003

(2003) 26 OSCB 2322

Short Notice of OSC Proposed Rescission of National Policy **25** Registrants Advertising Disclosure of Interest and National Policy **49** Self-Regulatory Organization Membership/**Request for Comments**

(2003) 26 OSCB 2355

Proposed Rescission of National Policy **25** Registrants Advertising Disclosure of Interest and National Policy **49** Self-Regulatory Organization Membership/**Request for Comments**

**National Policy 49 Self-Regulatory Organization Membership**

March 21, 2003

(2003) 26 OSCB 2322

Short Notice of OSC Proposed Rescission of National Policy **25** Registrants Advertising Disclosure of Interest and National Policy **49** Self-Regulatory Organization Membership/**Request for Comments**

(2003) 26 OSCB 2355

Proposed Rescission of National Policy **25** Registrants Advertising Disclosure of Interest and National Policy **49** Self-Regulatory Organization Membership/**Request for Comments**

**D. PROCEDURE AND RELATED MATTERS**

**11-201 Delivery of Documents by Electronic Means**

February 14, 2003

(2003) 26 OSCB 1268

Short Notice of Commission Approval of Amendments to National Policy **11-201** Delivery of Documents by Electronic Means

(2003) 26 OSCB 1437

Notice of Amendments to National Policy **11-201** Delivery of Documents by Electronic Means

(2003) 26 OSCB 1440

Amendments to National Policy **11-201** Delivery of Documents by Electronic Means

**11-402 Uniform Securities Legislation**

January 31, 2003

(2003) 26 OSCB 803

Short Notice – CSA Notice and Request for Comment **11-402** Concept Proposal for Uniform Securities Legislation/**Request for Comments**

(2003) 26 OSCB 941

CSA Notice and Request for Comment **11-402** Concept Proposal for Uniform Securities Legislation

(2003) 26 OSCB 943

CSA Uniform Securities Legislation Project

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

January 31, 2003

(2003) 26 OSCB 803

Short Notice of Commission Approval of OSC Rule **13-502** Fees, Companion Policy **13-502CP**, Notice of Revocation of Schedule **1** to Regulation **1015** and Notice of Amendments to Regulation **1015**, Policy **12-602** Deeming a Reporting Issuer in Certain Other Canadian Jurisdictions to be a Reporting Issuer in Ontario, OSC Rules **45-501** Exempt Distributions, **45-502** Dividend or Interest Reinvestment and Stock Dividend Plans and **45-503** Trades to Employees, Executives and Consultants and Companion Policy **91-504CP** Over-The-Counter Derivatives

(2003) 26 OSCB 867

Notice of Final Rule and Policy – **13-502** Fees and Companion Policy **13-502CP**, Notice of Revocation of Schedule **1** to Regulation **1015** and Notice of Amendments to Regulation **1015**, Policy **12-602** Deeming a Reporting Issuer in Certain Other Canadian Jurisdictions to be a Reporting Issuer in Ontario, OSC Rules **45-501** Exempt Distributions, **45-502** Dividend or Interest Reinvestment and Stock Dividend Plans and **45-503** Trades to Employees, Executives and Consultants and Companion Policy **91-504CP** Over-The-Counter Derivatives

**13-101 System for Electronic Document Analysis and Retrieval (SEDAR)**

January 24, 2003

(2003) 26 OSCB 505

Short Notice of Request for Comments – Proposed National Instrument **51-101** Standards of Disclosure for Oil and Gas Activities and Proposed Repeal of National Policy No. **2-B** Guide for Engineers and Geologists Submitting Oil and Gas Reports to Canadian Provincial Securities Administrators, and Proposed Consequential Amendments to National Instrument **13-101** System for Electronic Document Analysis and Retrieval (SEDAR), National Instrument **44-101** Short Form Prospectus Distributions, National Instrument **45-101** Rights Offerings, National Instrument **45-102** Resale of Securities, and OSC Rule **41-501** General Prospectus Requirements/**Request for Comments**

(2003) 26 OSCB 587

CSA Notice – Proposed National Instrument **51-101** Standards of Disclosure for Oil and Gas Activities and Proposed Repeal of National Policy Statement No. **2-B** and Proposed Consequential Amendments

January 31, 2003

(2003) 26 OSCB 804

Short Notice – OSC Notice of Proposed Repeal and Replacement of Multilateral Instrument **45-102** Resale of Securities, Forms **45-102F1**, **45-102F2** and **45-102F3** and Companion Policy **45-102CP** Resale of Securities and Proposed Amendments to National Instrument **13-101** System for Electronic Document Analysis and Retrieval (SEDAR), National Instrument **62-101** Control Block Distribution Issues and OSC Rule **45-501** Exempt Distributions/**Request for Comments**

(2003) 26 OSCB 991

OSC Notice - Proposed Repeal and Replacement of Multilateral Instrument **45-102** Resale of Securities, Forms **45-102F1**, **45-102F2** and **45-102F3** and Companion Policy **45-102CP** Resale of Securities and Proposed Amendments to National Instrument **13-101** System for Electronic Document Analysis and Retrieval (SEDAR), National Instrument **62-101** Control Block Distribution Issues and OSC Rule **45-501** Exempt Distributions/**Request for Comments**

**13-502 13-502CP 13-502F1 13-502F2 13-502F3 13-502F4 Fees**

January 3, 2003

(2003) 26 OSCB 3

Short Notice of Commission Approval of OSC Rule **13-502 Fees**, Companion Policy **13-502CP**, Forms **13-502F1**, **13-502F2**, **13-502F3** and **13-502F4**, Notice of Revocation of Schedule 1 to Regulation 1015 and Notice of Amendments to Regulation 1015, Policy **12-602** Deeming a Reporting Issuer in Certain Other Canadian Jurisdictions to be a Reporting Issuer in Ontario, OSC Rules **45-501** Exempt Distributions, **45-502** Dividend or Interest Reinvestment and Stock Dividend Plans and **45-503** Trades to Employees, Executives and Consultants, and Companion Policy **91-504CP** to OSC Rule **91-504** Over-The-Counter Derivatives

(2003) 26 OSCB 37

Notice of Final Rule and Policy – **13-502 Fees** and Companion Policy **13-502CP**, Notice of Revocation of Schedule 1 to Regulation 1015 and Notice of Amendments to Regulation 1015, Policy **12-602** Deeming a Reporting Issuer in Certain Other Canadian Jurisdictions to be a Reporting Issuer in Ontario, OSC Rules **45-501** Exempt Distributions, **45-502** Dividend or Interest Reinvestment and Stock Dividend Plans and **45-503** Trades to Employees, Executives and Consultants, and Companion Policy **91-504CP** to OSC Rule **91-504** Over-The-Counter Derivatives

(2003) OSCB 59

OSC Rule **13-502 Fees**

January 31, 2003

(2003) 26 OSCB 803

Short Notice of Commission Approval of OSC Rule **13-502 Fees**, Companion Policy **13-502CP**, Notice of Revocation of Schedule 1 to Regulation **1015** and Notice of Amendments to Regulation **1015**, Policy **12-602** Deeming a Reporting Issuer in Certain Other Canadian Jurisdictions to be a Reporting Issuer in Ontario, OSC Rules **45-501** Exempt Distributions, **45-502** Dividend or Interest Reinvestment and Stock Dividend Plans and **45-503** Trades to Employees, Executives and Consultants and Companion Policy **91-504CP** Over-The-Counter Derivatives

(2003) 26 OSCB 867

Notice of Final Rule and Policy – **13-502 Fees** and Companion Policy **13-502CP**, Notice of Revocation of Schedule 1 to Regulation **1015** and Notice of Amendments to Regulation **1015**, Policy **12-602** Deeming a Reporting Issuer in Certain Other Canadian Jurisdictions to be a Reporting Issuer in Ontario, OSC Rules **45-501** Exempt Distributions, **45-502** Dividend or Interest Reinvestment and Stock Dividend Plans and **45-503** Trades to Employees, Executives and Consultants and Companion Policy **91-504CP** Over-The-Counter Derivatives

(2003) 26 OSCB 890

Ontario Securities Commission Rule **13-502 Fees**

**13-601 Public Availability of Filed Materials Under the Securities Act**

February 21, 2003

(2003) 26 OSCB 1568

Short Notice of Commission Adoption of Amendment to OSC Policy **13-601** Public Availability of Filed Materials Under the Securities Act

(2003) 26 OSCB 1645

Amendment to OSC Policy **13-601** Public Availability of Filed Materials Under the Securities Act

**E.**

**CERTAIN CAPITAL MARKET PARTICIPANTS**

**F.**

**REGISTRATION REQUIREMENTS AND RELATED MATTERS**

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

January 31, 2003

(2003) 26 OSCB 805

Short Notice of Minister of Finance Approval of Final Rules Under the Securities Act and the Commodity Futures Act – Multilateral Instrument **31-102** National Registration Database and Ontario Securities Commission Rule **31-509** (Commodity Futures Act) National Registration Database

(2003) 26 OSCB 926

Multilateral Instrument **31-102** National Registration Database

(2003) 26 OSCB 1000

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

**31-501 Registrant Relationships**

February 14, 2003

(2003) 26 OSCB 1268

Short Notice of Minister of Finance Approval of Amendments to OSC Rule **31-501** Registrant Relationships, OSC Rule **31-504** Applications for Registration and OSC Rule **35-502** Non-resident Advisers

(2003) 26 OSCB 1434

Amendment to OSC Rule **31-501** Registrant Relationships

**31-504 Applications for Registration**

February 14, 2003

(2003) 26 OSCB 1268

Short Notice of Minister of Finance Approval of Amendments to OSC Rule **31-501** Registrant Relationships, OSC Rule **31-504** Applications for Registration and OSC Rule **35-502** Non-resident Advisers

(2003) 26 OSCB 1435

Amendment to OSC Rule **31-504** Applications for Registration

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

January 31, 2003

(2003) 26 OSCB 805

Short Notice of Minister of Finance Approval of Final Rules Under the Securities Act and the Commodity Futures Act – Multilateral Instrument **31-102** National Registration Database and Ontario Securities Commission Rule **31-509** (Commodity Futures Act) National Registration Database

(2003) 26 OSCB 934

Ontario Securities Commission Rule **31-509** National Registration Database

**33-109 33-109F1 33-109F2 33-109F3 33-109F4 33-109F5 33-109CP Registration Information Requirements (under the Securities Act)**

February 14, 2003

(2003) 26 OSCB 1267

Short Notice of Minister of Finance Approval of Final Rules under the Securities Act and the Commodity Futures Act – Multilateral Instrument **33-109** Registration Information and OSC Rule **33-506** (Commodity Futures Act) Registration Information

(2003) 26 OSCB 1313

Multilateral Instrument **33-109** Registration Information

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

February 14, 2003

(2003) 26 OSCB 1267

Short Notice of Minister of Finance Approval of Final Rules under the Securities Act and the Commodity Futures Act – Multilateral Instrument **33-109** Registration Information and OSC Rule **33-506** (Commodity Futures Act) Registration Information

(2003) 26 OSCB 1374

OSC Rule **33-506** (Commodity Futures Act) Registration Information

**35-502 Non-resident Advisers**

February 14, 2003

(2003) 26 OSCB 1268

Short Notice of Minister of Finance Approval of Amendments to OSC Rule **31-501** Registrant Relationships, OSC Rule **31-504** Applications for Registration and OSC Rule **35-502** Non-resident Advisers

(2003) 26 OSCB 1436

Amendment to OSC Rule **35-502** Non-resident Advisers

**G. DISTRIBUTION REQUIREMENTS**

**41-501 General Prospectus Requirements**

January 24, 2003

(2003) 26 OSCB 505

Short Notice of Request for Comments – Proposed National Instrument **51-101** Standards of Disclosure for Oil and Gas Activities and Proposed Repeal of National Policy No. **2-B** Guide for Engineers and Geologists Submitting Oil and Gas Reports to Canadian Provincial Securities Administrators, and Proposed Consequential Amendments to National Instrument **13-101** System for Electronic Document Analysis and Retrieval (SEDAR), National Instrument **44-101** Short Form Prospectus Distributions, National Instrument **45-101** Rights Offerings, National Instrument **45-102** Resale of Securities, and OSC Rule **41-501** General Prospectus Requirements/**Request for Comments**

(2003) 26 OSCB 587

CSA Notice – Proposed National Instrument **51-101** Standards of Disclosure for Oil and Gas Activities and Proposed Repeal of National Policy Statement No. **2-B** and Proposed Consequential Amendments

**44-101 44-101F1 44-101F3 Short Form Prospectus Distributions**

January 24, 2003

(2003) 26 OSCB 505

Short Notice of Request for Comments – Proposed National Instrument **51-101** Standards of Disclosure for Oil and Gas Activities and Proposed Repeal of National Policy No. **2-B** Guide for Engineers and Geologists Submitting Oil and Gas Reports to Canadian Provincial Securities Administrators, and Proposed Consequential Amendments to National Instrument **13-101** System for Electronic Document Analysis and Retrieval (SEDAR), National Instrument **44-101** Short Form Prospectus Distributions, National Instrument **45-101** Rights Offerings, National Instrument **45-102** Resale of Securities, and OSC Rule **41-501** General Prospectus Requirements/**Request for Comments**

(2003) 26 OSCB 587

CSA Notice – Proposed National Instrument **51-101** Standards of Disclosure for Oil and Gas Activities and Proposed Repeal of National Policy Statement No. **2-B** and Proposed Consequential Amendments

**45-101 45-101CP Rights Offerings**

January 24, 2003

(2003) 26 OSCB 505

Short Notice of Request for Comments – Proposed National Instrument **51-101** Standards of Disclosure for Oil and Gas Activities and Proposed Repeal of National Policy No. **2-B** Guide for Engineers and Geologists Submitting Oil and Gas Reports to Canadian Provincial Securities Administrators, and Proposed Consequential Amendments to National Instrument **13-101** System for Electronic Document Analysis and Retrieval (SEDAR), National Instrument **44-101** Short Form Prospectus Distributions, National Instrument **45-101** Rights Offerings, National Instrument **45-102** Resale of Securities, and OSC Rule **41-501** General Prospectus Requirements/**Request for Comments**

(2003) 26 OSCB 587

CSA Notice – Proposed National Instrument **51-101** Standards of Disclosure for Oil and Gas Activities and Proposed Repeal of National Policy Statement No. **2-B** and Proposed Consequential Amendments

**45-102 Resale of Securities**

January 24, 2003

(2003) 26 OSCB 505

Short Notice of Request for Comments – Proposed National Instrument **51-101** Standards of Disclosure for Oil and Gas Activities and Proposed Repeal of National Policy No. **2-B** Guide for Engineers and Geologists Submitting Oil and Gas Reports to Canadian Provincial Securities Administrators, and Proposed Consequential Amendments to National Instrument **13-101** System for Electronic Document Analysis and Retrieval (SEDAR), National Instrument **44-101** Short Form Prospectus Distributions, National Instrument **45-101** Rights Offerings, National Instrument **45-102** Resale of Securities, and OSC Rule **41-501** General Prospectus Requirements/**Request for Comments**

(2003) 26 OSCB 587

CSA Notice – Proposed National Instrument **51-101** Standards of Disclosure for Oil and Gas Activities and Proposed Repeal of National Policy Statement No. **2-B** and Proposed Consequential Amendments

January 31, 2003

(2003) 26 OSCB 804

Short Notice – OSC Notice of Proposed Repeal and Replacement of Multilateral Instrument **45-102** Resale of Securities, Forms **45-102F1**, **45-102F2** and **45-102F3** and Companion Policy **45-102CP** Resale of Securities and Proposed Amendments to National Instrument **13-101** System for Electronic Document Analysis and Retrieval (SEDAR), National Instrument **62-101** Control Block Distribution Issues and OSC Rule **45-501** Exempt Distributions/**Request for Comments**

(2003) 26 OSCB 991

OSC Notice - Proposed Repeal and Replacement of Multilateral Instrument **45-102** Resale of Securities, Forms **45-102F1**, **45-102F2** and **45-102F3** and Companion Policy **45-102CP** Resale of Securities and Proposed Amendments to National Instrument **13-101** System for Electronic Document Analysis and Retrieval (SEDAR), National Instrument **62-101** Control Block Distribution Issues and OSC Rule **45-501** Exempt Distributions/**Request for Comments**  
Multilateral Instrument **45-102** Resale of Securities

(2003) 26 OSCB 1000

**45-501 Exempt Distributions**

January 3, 2003

(2003) 26 OSCB 3

Short Notice of Commission Approval of OSC Rule **13-502** Fees, Companion Policy **13-502CP**, Forms **13-502F1**, **13-502F2**, **13-502F3** and **13-502F4**, Notice of Revocation of Schedule 1 to Regulation 1015 and Notice of Amendments to Regulation 1015, Policy **12-602** Deeming a Reporting Issuer in Certain Other Canadian Jurisdictions to be a Reporting Issuer in Ontario, OSC Rules **45-501** Exempt Distributions, **45-502** Dividend or Interest Reinvestment and Stock Dividend Plans and **45-503** Trades to Employees, Executives and Consultants, and Companion Policy **91-504CP** to OSC Rule **91-504** Over-The-Counter Derivatives

(2003) 26 OSCB 37

Notice of Final Rule and Policy – **13-502** Fees and Companion Policy **13-502CP**, Notice of Revocation of Schedule 1 to Regulation 1015 and Notice of Amendments to Regulation 1015, Policy **12-602** Deeming a Reporting Issuer in Certain Other Canadian Jurisdictions to be a Reporting Issuer in Ontario, OSC Rules **45-501** Exempt Distributions, **45-502** Dividend or Interest Reinvestment and Stock Dividend Plans and **45-503** Trades to Employees, Executives and Consultants, and Companion Policy **91-504CP** to OSC Rule **91-504** Over-The-Counter Derivatives

January 31, 2003

(2003) 26 OSCB 803

Short Notice of Commission Approval of OSC Rule **13-502** Fees, Companion Policy **13-502CP**, Notice of Revocation of Schedule 1 to Regulation **1015** and Notice of Amendments to Regulation **1015**, Policy **12-602** Deeming a Reporting Issuer in Certain Other Canadian Jurisdictions to be a Reporting Issuer in Ontario, OSC Rules **45-501** Exempt Distributions, **45-502** Dividend or Interest Reinvestment and Stock Dividend Plans and **45-503** Trades to Employees, Executives and Consultants and Companion Policy **91-504CP** Over-The-Counter Derivatives

(2003) 26 OSCB 804

Short Notice – OSC Notice of Proposed Repeal and Replacement of Multilateral Instrument **45-102** Resale of Securities, Forms **45-102F1**, **45-102F2** and **45-102F3** and Companion Policy **45-102CP** Resale of Securities and Proposed Amendments to National Instrument **13-101** System for Electronic Document Analysis and Retrieval (SEDAR), National Instrument **62-101** Control Block Distribution Issues and OSC Rule **45-501** Exempt Distributions/**Request for Comments**

(2003) 26 OSCB 805

Short Notice of Minister of Finance Approval of Final Rules Under the Securities Act and the Commodity Futures Act – Multilateral Instrument **31-102** National Registration Database and Ontario Securities Commission Rule **31-509** (Commodity Futures Act) National Registration Database

(2003) 26 OSCB 867

Notice of Final Rule and Policy – **13-502** Fees and Companion Policy **13-502CP**, Notice of Revocation of Schedule 1 to Regulation **1015** and Notice of Amendments to Regulation **1015**, Policy **12-602** Deeming a Reporting Issuer in Certain Other Canadian Jurisdictions to be a Reporting Issuer in Ontario, OSC Rules **45-501** Exempt Distributions, **45-502** Dividend or Interest Reinvestment and Stock Dividend Plans and **45-503** Trades to Employees, Executives and Consultants and Companion Policy **91-504CP** Over-The-Counter Derivatives

(2003) 26 OSCB 890

Ontario Securities Commission Rule **13-502** Fees

(2003) 26 OSCB 926

Multilateral Instrument **31-102** National Registration Database

(2003) 26 OSCB 934

Ontario Securities Commission Rule **31-509** National Registration Database

(2003) 26 OSCB 941

CSA Notice and Request for Comment **11-402** Concept Proposal for Uniform Securities Legislation

(2003) 26 OSCB 943

CSA Uniform Securities Legislation Project

(2003) 26 OSCB 991

OSC Notice - Proposed Repeal and Replacement of Multilateral Instrument **45-102** Resale of Securities, Forms **45-102F1**, **45-102F2** and **45-102F3** and Companion Policy **45-102CP** Resale of Securities and Proposed Amendments to National Instrument **13-101** System for Electronic Document Analysis and Retrieval (SEDAR), National Instrument **62-101** Control Block Distribution Issues and OSC Rule **45-501** Exempt Distributions/**Request for Comments**

(2003) 26 OSCB 1000

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



**45-502 Dividend or Interest Reinvestment and Stock Dividend Plans**

January 3, 2003

(2003) 26 OSCB 3

Short Notice of Commission Approval of OSC Rule **13-502** Fees, Companion Policy **13-502CP**, Forms **13-502F1**, **13-502F2**, **13-502F3** and **13-502F4**, Notice of Revocation of Schedule 1 to Regulation 1015 and Notice of Amendments to Regulation 1015, Policy **12-602** Deeming a Reporting Issuer in Certain Other Canadian Jurisdictions to be a Reporting Issuer in Ontario, OSC Rules **45-501** Exempt Distributions, **45-502** Dividend or Interest Reinvestment and Stock Dividend Plans and **45-503** Trades to Employees, Executives and Consultants, and Companion Policy **91-504CP** to OSC Rule **91-504** Over-The-Counter Derivatives

(2003) 26 OSCB 37

Notice of Final Rule and Policy – **13-502** Fees and Companion Policy **13-502CP**, Notice of Revocation of Schedule 1 to Regulation 1015 and Notice of Amendments to Regulation 1015, Policy **12-602** Deeming a Reporting Issuer in Certain Other Canadian Jurisdictions to be a Reporting Issuer in Ontario, OSC Rules **45-501** Exempt Distributions, **45-502** Dividend or Interest Reinvestment and Stock Dividend Plans and **45-503** Trades to Employees, Executives and Consultants, and Companion Policy **91-504CP** to OSC Rule **91-504** Over-The-Counter Derivatives

January 31, 2003

(2003) 26 OSCB 803

Short Notice – CSA Notice and Request for Comment **11-402** Concept Proposal for Uniform Securities Legislation/**Request for Comments**

(2003) 26 OSCB 803

Short Notice of Commission Approval of OSC Rule **13-502** Fees, Companion Policy **13-502CP**, Notice of Revocation of Schedule 1 to Regulation **1015** and Notice of Amendments to Regulation **1015**, Policy **12-602** Deeming a Reporting Issuer in Certain Other Canadian Jurisdictions to be a Reporting Issuer in Ontario, OSC Rules **45-501** Exempt Distributions, **45-502** Dividend or Interest Reinvestment and Stock Dividend Plans and **45-503** Trades to Employees, Executives and Consultants and Companion Policy **91-504CP** Over-The-Counter Derivatives

(2003) 26 OSCB 804

Short Notice – OSC Notice of Proposed Repeal and Replacement of Multilateral Instrument **45-102** Resale of Securities, Forms **45-102F1**, **45-102F2** and **45-102F3** and Companion Policy **45-102CP** Resale of Securities and Proposed Amendments to National Instrument **13-101** System for Electronic Document Analysis and Retrieval (SEDAR), National Instrument **62-101** Control Block Distribution Issues and OSC Rule **45-501** Exempt Distributions/**Request for Comments**

(2003) 26 OSCB 805

Short Notice of Minister of Finance Approval of Final Rules Under the Securities Act and the Commodity Futures Act – Multilateral Instrument **31-102** National Registration Database and Ontario Securities Commission Rule **31-509** (Commodity Futures Act) National Registration Database

(2003) 26 OSCB 867

Notice of Final Rule and Policy – **13-502** Fees and Companion Policy **13-502CP**, Notice of Revocation of Schedule 1 to Regulation **1015** and Notice of Amendments to Regulation **1015**, Policy **12-602** Deeming a Reporting Issuer in Certain Other Canadian Jurisdictions to be a Reporting Issuer in Ontario, OSC Rules **45-501** Exempt Distributions, **45-502** Dividend or Interest Reinvestment and Stock Dividend Plans and **45-503** Trades to Employees, Executives and Consultants and Companion Policy **91-504CP** Over-The-Counter Derivatives

(2003) 26 OSCB 890

Ontario Securities Commission Rule **13-502** Fees

(2003) 26 OSCB 926

Multilateral Instrument **31-102** National Registration Database

(2003) 26 OSCB 934

Ontario Securities Commission Rule **31-509** National Registration Database

(2003) 26 OSCB 941

CSA Notice and Request for Comment **11-402** Concept Proposal for Uniform Securities Legislation

(2003) 26 OSCB 943

CSA Uniform Securities Legislation Project

(2003) 26 OSCB 991

OSC Notice - Proposed Repeal and Replacement of Multilateral Instrument **45-102** Resale of Securities, Forms **45-102F1**, **45-102F2** and **45-102F3** and Companion Policy **45-102CP** Resale of Securities and Proposed Amendments to National Instrument **13-101** System for Electronic Document Analysis and Retrieval (SEDAR), National Instrument **62-101** Control Block Distribution Issues and OSC Rule **45-501** Exempt Distributions/**Request for Comments**

(2003) 26 OSCB 1000

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

**45-503 Trades to Employees, Executives and Consultants**

January 3, 2003

(2003) 26 OSCB 3

Short Notice of Commission Approval of OSC Rule **13-502** Fees, Companion Policy **13-502CP**, Forms **13-502F1**, **13-502F2**, **13-502F3** and **13-502F4**, Notice of Revocation of Schedule 1 to Regulation 1015 and Notice of Amendments to Regulation 1015, Policy **12-602** Deeming a Reporting Issuer in Certain Other Canadian Jurisdictions to be a Reporting Issuer in Ontario, OSC Rules **45-501** Exempt Distributions, **45-502** Dividend or Interest Reinvestment and Stock Dividend Plans and **45-503** Trades to Employees, Executives and Consultants, and Companion Policy **91-504CP** to OSC Rule **91-504** Over-The-Counter Derivatives

(2003) 26 OSCB 37

Notice of Final Rule and Policy – **13-502** Fees and Companion Policy **13-502CP**, Notice of Revocation of Schedule 1 to Regulation 1015 and Notice of Amendments to Regulation 1015, Policy **12-602** Deeming a Reporting Issuer in Certain Other Canadian Jurisdictions to be a Reporting Issuer in Ontario, OSC Rules **45-501** Exempt Distributions, **45-502** Dividend or Interest Reinvestment and Stock Dividend Plans and **45-503** Trades to Employees, Executives and Consultants, and Companion Policy **91-504CP** to OSC Rule **91-504** Over-The-Counter Derivatives

H.

**ONGOING REQUIREMENTS FOR ISSUERS AND INSIDERS**

**51-101 51-101F1 51-101F2 51-101F3 51-101CP Standards of Disclosure for Oil and Gas Activities**

January 24, 2003

(2003) 26 OSCB 505

Short Notice of Request for Comments – Proposed National Instrument **51-101** Standards of Disclosure for Oil and Gas Activities and Proposed Repeal of National Policy No. **2-B** Guide for Engineers and Geologists Submitting Oil and Gas Reports to Canadian Provincial Securities Administrators, and Proposed Consequential Amendments to National Instrument **13-101** System for Electronic Document Analysis and Retrieval (SEDAR), National Instrument **44-101** Short Form Prospectus Distributions, National Instrument **45-101** Rights Offerings, National Instrument **45-102** Resale of Securities, and OSC Rule **41-501** General Prospectus Requirements/**Request for Comments**

(2003) 26 OSCB 587

CSA Notice – Proposed National Instrument **51-101** Standards of Disclosure for Oil and Gas Activities and Proposed Repeal of National Policy Statement No. **2-B** and Proposed Consequential Amendments

(2003) 26 OSCB 624

National Instrument **51-101** Standards of Disclosure for Oil and Gas Activities

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

February 21, 2003

(2003) 26 OSCB 1567

Short Notice of Commission Approval of Amendments to National Instrument **55-102** System for Electronic Disclosure by Insiders (SEDI), Related Forms **55-102F1**, **55-102F2**, **55-102F3** and **55-102F6** and Companion Policy Statement **55-102CP**

(2003) 26 OSCB 1637

Amendments to National Instrument **55-102** System for Electronic Disclosure by Insiders (SEDI), Related Forms **55-102F1**, **55-102F2**, **55-102F3** and **55-102F6** and Companion Policy Statement **55-102CP**

(2003) 26 OSCB 1642

(2003) 26 OSCB 1644

Amendments to National Instrument **55-102** System for Electronic Disclosure by Insiders (SEDI) Amendments to Companion Policy **55-102CP** to National Instrument **55-102** System for Electronic Disclosure by Insiders (SEDI)

**55-103 55-103CP Insider Reporting for Certain Derivative Transactions (Equity Monetization)**

February 28, 2003

(2003) 26 OSCB 1759

Short Notice of Request for Comments – Proposed Multilateral Instrument **55-103** Insider Reporting for Certain Derivative Transactions (Equity Monetization) and Proposed Companion Policy **55-103CP** Insider Reporting for Certain Derivative Transactions (Equity Monetization)

(2003) 26 OSCB 1805

Notice of Proposed Multilateral Instrument **55-103** and Companion Policy **55-103CP** Insider Reporting for Certain Derivative Transactions (Equity Monetization)/**Request for Comments**

(2003) 26 OSCB 1811

Multilateral Instrument **55-103** Insider Reporting for Certain Derivative Transactions (Equity Monetization)

**55-501 Insider Report**

February 21, 2003

(2003) 26 OSCB 1567

Short Notice of Rule **55-501** Insider Report – Revocation Date Clarified

**I. TAKE-OVER BIDS AND SPECIAL TRANSACTIONS**

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

February 28, 2003

(2003) 26 OSCB 1757

Short Notice of Request for Comments – Proposed Amendments to Rule **61-501** and Companion Policy **61-501CP** Insider Bids, Issuer Bids, Going Private Transactions and Related Party Transactions

(2003) 26 OSCB 1822

Notice of Proposed Amendments to Rule **61-501** Insider Bids, Issuer Bids, Going Private Transactions and Related Party Transactions and Companion Policy **61-501CP/Request for Comments**

(2003) 26 OSCB 1827

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

**62-101 Control Block Distribution Issues**

January 31, 2003

(2003) 26 OSCB 804

Short Notice – OSC Notice of Proposed Repeal and Replacement of Multilateral Instrument **45-102** Resale of Securities, Forms **45-102F1**, **45-102F2** and **45-102F3** and Companion Policy **45-102CP** Resale of Securities and Proposed Amendments to National Instrument **13-101** System for Electronic Document Analysis and Retrieval (SEDAR), National Instrument **62-101** Control Block Distribution Issues and OSC Rule **45-501** Exempt Distributions/**Request for Comments**

(2003) 26 OSCB 991

OSC Notice - Proposed Repeal and Replacement of Multilateral Instrument **45-102** Resale of Securities, Forms **45-102F1**, **45-102F2** and **45-102F3** and Companion Policy **45-102CP** Resale of Securities and Proposed Amendments to National Instrument **13-101** System for Electronic Document Analysis and Retrieval (SEDAR), National Instrument **62-101** Control Block Distribution Issues and OSC Rule **45-501** Exempt Distributions/**Request for Comments**

**J. SECURITY TRANSACTIONS OUTSIDE THE JURISDICTION**

**K. MUTUAL FUNDS**

**81-403 Consultation Paper - Rethinking Point of Sale Disclosure for Segregated Funds and Mutual Funds**

February 14, 2003

(2003) 26 OSCB 1443

Consultation Paper **81-403** Rethinking Point of Sale Disclosure for Segregated Funds and Mutual Funds/**Request for Comments**

**L. DERIVATIVES**

**91-504CP Over-The-Counter Derivatives**

January 3, 2003

(2003) 26 OSCB 3

Short Notice of Commission Approval of OSC Rule **13-502** Fees, Companion Policy **13-502CP**, Forms **13-502F1**, **13-502F2**, **13-502F3** and **13-502F4**, Notice of Revocation of Schedule 1 to Regulation 1015 and Notice of Amendments to Regulation 1015, Policy **12-602** Deeming a Reporting Issuer in Certain Other Canadian Jurisdictions to be a Reporting Issuer in Ontario, OSC Rules **45-501** Exempt Distributions, **45-502** Dividend or Interest Reinvestment and Stock Dividend Plans and **45-503** Trades to Employees, Executives and Consultants, and Companion Policy **91-504CP** to OSC Rule **91-504** Over-The-Counter Derivatives

(2003) 26 OSCB 37

Notice of Final Rule and Policy – **13-502** Fees and Companion Policy **13-502CP**, Notice of Revocation of Schedule 1 to Regulation 1015 and Notice of Amendments to Regulation 1015, Policy **12-602** Deeming a Reporting Issuer in Certain Other Canadian Jurisdictions to be a Reporting Issuer in Ontario, OSC Rules **45-501** Exempt Distributions, **45-502** Dividend or Interest Reinvestment and Stock Dividend Plans and **45-503** Trades to Employees, Executives and Consultants, and Companion Policy **91-504CP** to OSC Rule **91-504** Over-The-Counter Derivatives

January 31, 2003

(2003) 26 OSCB 803

Short Notice of Commission Approval of OSC Rule **13-502** Fees, Companion Policy **13-502CP**, Notice of Revocation of Schedule **1** to Regulation **1015** and Notice of Amendments to Regulation **1015**, Policy **12-602** Deeming a Reporting Issuer in Certain Other Canadian Jurisdictions to be a Reporting Issuer in Ontario, OSC Rules **45-501** Exempt Distributions, **45-502** Dividend or Interest Reinvestment and Stock Dividend Plans and **45-503** Trades to Employees, Executives and Consultants and Companion Policy **91-504CP** Over-The-Counter Derivatives

(2003) 26 OSCB 867

Notice of Final Rule and Policy – **13-502** Fees and Companion Policy **13-502CP**, Notice of Revocation of Schedule **1** to Regulation **1015** and Notice of Amendments to Regulation **1015**, Policy **12-602** Deeming a Reporting Issuer in Certain Other Canadian Jurisdictions to be a Reporting Issuer in Ontario, OSC Rules **45-501** Exempt Distributions, **45-502** Dividend or Interest Reinvestment and Stock Dividend Plans and **45-503** Trades to Employees, Executives and Consultants and Companion Policy **91-504CP** Over-The-Counter Derivatives

**M.**

**MISCELLANEOUS**

January 10, 2003

(2003) 26 OSCB 153

(2003) 26 OSCB 154

(2003) 26 OSCB 293

Notice of Amendments to the Securities Act and Commodity Futures Act  
Short Notice of OSC **By-law No. 2**  
OSC **By-law No. 2**

March 14, 2003

(2003) 26 OSCB 2171

Short Notice of Commission Approval – Canadian Trading and Quotation System

March 21, 2003

(2003) 26 OSCB (Supp)

Recognition of Canadian Trading and Quotation System

**N.**

**RULES AND POLICIES OF SROs AND RECOGNIZED EXCHANGES**

January 3, 2003

(2003) 26 OSCB 3

(2003) 26 OSCB 143

TSX Inc. – POSIT Canada – Additional Match Time/**Request for Comments**  
**Request for Comments** – POSIT Canada – Additional Match Time

January 10, 2003

(2003) 26 OSCB 154

(2003) 26 OSCB 265

(2003) 26 OSCB 275

Short Notice of **Request for Comments**- TSX Inc. – Notice of Market Making Reform  
OSC Approval of Amendments to IDA Regulation **200.1** – Minimum Records  
TSX – Market Making Reform/**Request for Comments**

January 24, 2003

(2003) 26 OSCB 777

(2003) 26 OSCB 777

Notice of Commission Approval of Amendment to IDA Regulation **100** Regarding Positions in and Offsets Involving Interest Rate and Performance Swaps  
Notice of Commission Approval of Amendment to IDA :Policy **6**, Part **1.A(6)** Regarding Proficiency Requirements for Portfolio Managers and Futures Contracts Portfolio Managers

January 31, 2003

(2003) 26 OSCB 1101

IDA Definition of Approved Person

February 21, 2003

(2003) 26 OSCB 1739

IDA **By-Law 40**: Individual Approvals, Notifications and Related Fees and National Registration Database

February 28, 2003

(2003) 26 OSCB 1969

RS Request for Comments – Proposal to Exempt Trades Pursuant to Market Maker Obligations from Payment of Regulation Fees/**Request for Comments**

March 14, 2003

(2003) 26 OSCB 2166

Short Notice of Commission Approval – Proposed Amendments to Statements B and C of Form 1 of the IDA

March 28, 2003

(2003) 26 OSCB 2462

Short Notice of Amendments to Toronto Stock Exchange Share Certificate Requirements

(2003) 26 OSCB 2629

TSX – Notice to Participating Organizations – Toronto Stock Exchange Share Certificate Requirements

**1.1.3 OSC Staff Notice 11-725 Policy Reformulation Table of Concordance and List of New Instruments**

**OSC STAFF NOTICE 11-725**

**POLICY REFORMULATION TABLE OF CONCORDANCE AND LIST OF NEW INSTRUMENTS**

**Policy Reformulation Table of Concordance**

To assist market participants in identifying the status of instruments that existed before the Policy Reformulation Project, we, the staff of the OSC, have prepared a Table of Concordance. The Table shows the treatment of each National Policy, Uniform Act Policy, OSC Policy, Blanket Ruling, CSA Notice, OSC Notice, Principles of Regulation, Staff Accounting Communiqué, Registration Section Clarification Note, and Interpretation Note in existence prior to Reformulation. The Table indicates whether the relevant instrument has been published for comment as a new instrument (under Reformulation), finalized, or is under consideration, or whether the instrument has been or is proposed to be repealed, rescinded or withdrawn. The Table only denotes the primary instrument and does not indicate the corresponding companion policy or forms where applicable.

The Table has been revised to reflect the status of all instruments, as of April 30, 2003.

**List of New Instruments**

The second part of this notice contains a list of new initiatives that were developed separately from the Policy Reformulation Project. The List of New Instruments represents staff's views at this time. All instruments are subject to the Commission's approval and may be subject to change.

A detailed explanation of the numbering system developed in conjunction with the Policy Reformulation Project can be found at (1996) 19 OSCB 4258.

**Item Key**

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

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

Pre-Reformulation		Reformulation		Status as at April 30, 2003
Instrument	Title	Number	Title	
<b>National Policy</b>				
NP 1	Clearance of National Issues RESCINDED JANUARY 1, 2000	43-201	Mutual Reliance Review System for Prospectus and Initial AIFs (1999), 22 OSCB 7308	<i>Adopted Jan 1/00</i>
NP 2-A	Guide for Engineers, Geologists and Prospectors Submitting Reports on Mining Properties to Canadian Provincial Securities Administrators RESCINDED FEBRUARY 1, 2001	43-101	Standards of Disclosure for Mineral Exploration and Development and Mining Properties (2001), 24 OSCB 303	<i>Came into Force Feb 1/01</i>
NP 2-B	Guide for Engineers and Geologists Submitting Oil and Gas Reports to Canadian Provincial Securities Administrators	51-101	Oil and Gas Disclosure Standards (2002), 25 OSCB 505 (previously 43-102)	<i>Republished for comment Jan 24/03</i>
NP 3	Unacceptable Auditors	51-102	Continuous Disclosure Obligations (2002), 25 OSCB 3718	<i>Published for comment Jun 21/02</i>
		51-801	Implementing NI 51-102 Continuous Disclosure Obligations (2002), 25 OSCB 3820	<i>Published for comment Jun 21/02</i>
NP 4	Conditions for Dealer Sub-Underwriting			<i>Repealed Apr 1/99</i>
NP 12	Disclosure of "Market Out" Clauses in Underwriting Agreements in Prospectuses RESCINDED DECEMBER 31, 2000	41-101	Prospectus Disclosure Requirements (2000), 23 OSCB (SUPP) 759	<i>Came into Force Dec 31/00</i>
NP 13	Disclaimer Clause on Prospectus RESCINDED DECEMBER 31, 2000	41-101	Prospectus Disclosure Requirements (2000), 23 OSCB (SUPP) 759	<i>Came into Force Dec 31/00</i>
NP 14	Acceptability of Currencies in Material Filed with Securities Regulatory Authority			<i>Under Consideration</i>
NP 15	Conditions Precedent to Acceptance of Scholarship or Educational Plan Prospectuses	46-102	Scholarship Plans	<i>Currently being reformulated</i>
NP 16	Maintenance of Provincial Trading Records			<i>Repealed Apr 1/99</i>
NP 17	Violations of Securities Laws of Other Jurisdictions - Conduct Affecting Fitness for Continued Registration RESCINDED OCTOBER 16, 1998	34-201	Breach of Requirements of Other Jurisdictions (1998), 21 OSCB 6607	<i>Adopted Oct 16/98</i>
NP 18	Conflict of Interest - Registrants Acting as Corporate Directors RESCINDED SEPTEMBER 25, 1998	34-202	Registrants Acting as Corporate Directors (1998), 21 OSCB 6608	<i>Adopted Oct 16/98</i>

Pre-Reformulation		Reformulation		
Instrument	Title	Number	Title	Status as at April 30, 2003
NP 20	Trading in Unqualified Securities - Securities in Primary Distribution in Other Jurisdictions			<i>Repealed Apr 1/99</i>
NP 21	National Advertising - Warnings			<i>To be retained</i>
NP 22	Use of Information and Opinion Re Mining and Oil Properties by Registrants and Others	43-101	Standards of Disclosure for Mineral Exploration and Development and Mining Properties (2001), 24 OSCB 303	<i>Came into Force Feb 1/01</i>
NP 25	Registrants: Advertising: Disclosure of Interest			<i>Proposed rescission published for comment Mar 21/03</i>
NP 27	Canadian Generally Accepted Accounting Principles	51-102	Continuous Disclosure Obligations (2002), 25 OSCB 3718 (previously 52-104)	<i>Published for comment Jun 21/02</i>
		51-801	Implementing NI 51-102 Continuous Disclosure Obligations (2002), 25 OSCB 3820	<i>Published for comment Jun 21/02</i>
NP 29	Mutual Funds Investing in Mortgages	81-103	Mutual Funds Investing in Mortgages	<i>Currently being reformulated</i>
NP 30	Processing of "Seasoned Prospectuses" RESCINDED APRIL 30, 2001	43-201	Mutual Reliance Review System for Prospectus and Initial AIFs (1999), 22 OSCB 7308	<i>Adopted Jan 1/00</i>
NP 31	Change of Auditor of a Reporting Issuer	51-102	Continuous Disclosure Obligations (2002), 25 OSCB 3718 (previously 52-103)	<i>Published for comment Jun 21/02</i>
		51-801	Implementing NI 51-102 Continuous Disclosure Obligations (2002), 25 OSCB 3820	<i>Published for comment Jun 21/02</i>
NP 32	Prospectus Warning Re: Scope of Distribution RESCINDED DECEMBER 31, 2000	41-101	Prospectus Disclosure Requirements (2000), 23 OSCB (SUPP) 759	<i>Came into Force Dec 31/00</i>
NP 33	Financing of Film Productions			<i>Repealed Apr 11/97</i>
NP 34	Unincorporated Issuers: Requirement to Maintain a Register of Security Holders RESCINDED FEBRUARY 1, 2000	81-102	Mutual Funds (2000), 23 OSCB 584	<i>Came into Force Feb 1/00</i>
NP 35	Purchaser's Statutory Rights RESCINDED DECEMBER 31, 2000	41-101	Prospectus Disclosure Requirements (2000), 23 OSCB (SUPP) 759	<i>Came into Force Dec 31/00</i>
NP 36	Mutual Funds - Simplified Prospectus Qualification System  REPEALED FEBRUARY 1, 2000	81-101	Mutual Fund Prospectus Disclosure (2000), 23 OSCB 584	<i>Came into Force Feb 1/00</i>
NP 37	Take-Over Bids: Reciprocal Cease Trading Orders RESCINDED AUGUST 4, 1997	62-201	Bids Made Only in Certain Jurisdictions (1997), 20 OSCB 3523	<i>Adopted Aug 4/97</i>
NP 38	Take-Over Bids - Defensive Tactics RESCINDED AUGUST 4, 1997	62-202	Take-Over Bids - Defensive Tactics (1997), 20 OSCB 3525	<i>Adopted Aug 4/97</i>
NP 39	Mutual Funds RESCINDED FEBRUARY 1, 2000	81-102	Mutual Funds (2000), 23 OSCB 584	<i>Came into Force Feb 1/00</i>
NP 40	Timely Disclosure RESCINDED JULY 12, 2002	51-201	Disclosure Standards	<i>Adopted Jul 12/02</i>



Pre-Reformulation		Reformulation		Status as at April 30, 2003
Instrument	Title	Number	Title	
NP 41	Shareholder Communication EXPIRED JUNE 30, 2002	54-101	Communication with Beneficial Owners of Securities of a Reporting Issuer (2002), 25 OSCB 3361	<i>Came into Force Jul 1/02</i>
		54-102	Interim Financial Statement and Report Exemption (2002), 25 OSCB 3402	<i>Came into Force Jul 1/02</i>
NP 42	Advertising of Securities on Radio or Television (Interim)			<i>Under Consideration</i>
NP 44	Rules for Shelf Prospectus Offerings and Pricing Offerings After the Final Prospectus is Received EXPIRED DECEMBER 31, 2000	44-102	Shelf Distributions (2000), 23 OSCB (SUPP) 985	<i>Came into Force Dec 31/00</i>
		44-103	Post-Receipt Pricing (2000), 23 OSCB (SUPP) 1015	<i>Came into Force Dec 31/00</i>
NP 45	Multijurisdictional Disclosure System EXPIRED NOVEMBER 1, 1998	71-101	The Multijurisdictional Disclosure System (1998), 21 OSCB 6919	<i>Came into Force Nov 1/98</i>
NP 47	Prompt Offering Qualification System EXPIRED DECEMBER 31, 2000	44-101	Short Form Prospectus Distributions (2000), 23 OSCB (SUPP) 421	<i>Came into Force Dec 31/00</i>
		44-801	Implementing National Instrument 44-101 Short Form Prospectus Distributions (2001), 24 OSCB 2334	<i>Came into Force Apr 21/01</i>
NP 48	Future-Oriented Financial Information			<i>To be rescinded</i>
NP 49	Self-Regulatory Organization Membership	31-507	SRO Membership (2000), 23 OSCB 5628	<i>Came into Force Aug 17/00 Proposed rescission of NP 49 published for comment Mar 21/03</i>
NP 50	Reservations in an Auditor's Report	51-102	Continuous Disclosure Obligations (2002), 25 OSCB 3718	<i>Published for comment Jun 21/02</i>
		51-801	Implementing 51-102 Continuous Disclosure Obligations (2002), 25 OSCB 3820	<i>Published for comment Jun 21/02</i>
NP 51	Changes in the Ending Date of a Financial Year and in Reporting Status			<i>Under Consideration</i>
<b>Uniform Act Policy</b>				
UAP 2-01	"Undertakings" - Extra-provincial Companies			<i>Repealed Jan 1/99</i>
UAP 2-02	Prospectuses - Annual Re-Filings			<i>Repealed Jan 1/99</i>
UAP 2-03	Prospectuses and Amendments - Certification (section 52[53]) Supporting Documentation REPEALED JANUARY 1/99	41-501	General Prospectus Requirements (2000), 23 OSCB (SUPP) 765	<i>Came into Force Dec 31/00</i>
UAP 2-04	Consent of Solicitors - Disclosure of Interest REPEALED JANUARY 1/99	41-501	General Prospectus Requirements (2000), 23 OSCB (SUPP) 765	<i>Came into Force Dec 31/00</i>
UAP 2-05	Applications under s. 34(1)14 [35(1)14] and 71(1)(h)[72(1)(h)] of the Securities Act by a Company Wishing to Sell Additional Securities to its Security Holders	45-101	Rights Offerings (2001), 24 OSCB 4397	<i>Came into Force Jul 25/01</i>

Pre-Reformulation		Reformulation		
Instrument	Title	Number	Title	Status as at April 30, 2003
UAP 2-06	Use of Shareholders' Lists by Registrants			<i>Repealed Jan 1/99</i>
UAP 2-07	Surrender of Registration - Other than Salesman RESCINDED APRIL 7, 1998	33-501	Surrender of Registration (1998), 21 OSCB 2317	<i>Came into Force Apr 7/98</i>
UAP 2-08	Declaration as to Short Position - Listed and Unlisted Securities			<i>Repealed Jan 1/99</i>
UAP 2-09	Insider Trading Reports - Loan and Trust Companies			<i>Repealed Jan 1/99</i>
UAP 2-10	Insider Trading Reports - Persons Required to Report in More Than One Capacity			<i>Repealed May 1/98</i>
UAP 2-11	Policy Statement in Connection with Applications to the Commission for an Order Under Section 79(a)[80(a)] of the Securities Act (Ontario)			<i>Repealed Apr 3/98</i>
UAP 2-13	Advertising During Waiting Period Between Preliminary and Final Prospectuses	47-601		<i>Renumbered Mar 21/03</i>
<b>OSC Policy</b>				
OSC 1.1	O.S.C. Policy Statements --- General			<i>Repealed Mar 1/99</i>
OSC 1.3	Restricted Shares RESCINDED OCTOBER 27, 1999	56-501	Restricted Shares (1999), 22 OSCB 6803	<i>Came into Force Oct 25/99</i>
OSC 1.4	Reciprocal Enforcement of Cease Trading Orders	57-301	Failing to File Management Statements on Time - Management Cease Trade Orders (2002), 25 OSCB 1719	<i>Published Mar 29/02</i>
OSC 1.6	Strip Bonds RESCINDED MAY 1, 1998	91-501	Strip Bonds (1998), 21 OSCB 2746	<i>Came into Force May 1/98</i>
OSC 1.7	The Securities Advisory Committee to the OSC	11-601	The Securities Advisory Committee to the OSC (2002), 25 OSCB 683	<i>Adopted Jan 28/02</i>
OSC 1.9	Use By Dealers of Brokerage Commissions as Payment for Goods or Services Other than Order Execution Services ("Soft Dollar" Deals)			<i>Under Consideration</i>
OSC 2.1	Applications to the Ontario Securities Commission	12-601	Applications to the OSC	<i>Currently being reformulated</i>
OSC 2.2	Public Availability of Material Filed under the Securities Act	13-601	Public Availability of Material Filed under the Securities Act	<i>Renumbered Apr 20/01</i>
OSC 2.3	Joint Hearings with Other Provincial Administrators - Conditions Precedent and Costs REPEALED JULY 1/97		Rules of Practice (1995), 18 OSCB 4041 (1997), 20 OSCB 1947	<i>Came into Force Jul 1/97</i>
OSC 2.4	Conflict of Interest Guidelines for Members of the Ontario Securities Commission and Staff REPEALED APRIL 16/98	By-law No. 2	A By-law relating to conflicts of interest in connection with the conduct of the affairs of the Securities Commission (1998), 21 OSCB 568	<i>Came into Force Jan 18/98</i>
OSC 2.5	Certificates of No Default under Section 72(8) and List of Defaulting Issuers under Section 72(9) of the Securities Act	51-601	Reporting Issuer Defaults (2001), 24 OSCB 6587	<i>Adopted Oct 30/01</i>

Pre-Reformulation		Reformulation		Status as at April 30, 2003
Instrument	Title	Number	Title	
OSC 2.6	Applications for Exemption from Preparation and Mailing of Interim Financial Statements, Annual Financial Statements and Proxy Solicitation Material	52-601	Exemption re: Mailing of Financial Statements and Proxy Solicitation Material (2002), 24 OSCB 2404	<i>Renumbered Apr 20/01</i>
OSC 2.7	Appeals to the Ontario Securities Commission By Way of Hearing and Review REPEALED JULY 1/97		Rules of Practice (1995), 18 OSCB 4041 (1997), 20 OSCB 1947	<i>Came into Force Jul 1/97</i>
OSC 2.8	Applications for Ontario Securities Commission Consent to Obtain Transcripts of Evidence Taken During Investigations or Hearings REPEALED JULY 1/97		Rules of Practice (1995), 18 OSCB 4041 (1997), 20 OSCB 1947	<i>Came into Force Jul 1/97</i>
OSC 2.9	Cease Trading Orders - Applications for Partial Revocation to Permit a Securityholder to Establish a Tax Loss for Income Tax Purposes RESCINDED FEBRUARY 24, 1998	57-602	Cease Trading Orders - Application for Partial Revocation to Permit a Securityholder to Establish a Tax Loss (1998), 21 OSCB 1379	<i>Adopted Feb 24/98</i>
OSC 2.10	Restrictions on Practice Before the Commission and its Staff Upon Termination of the Appointments of Members of the Commission and its Staff REPEALED APR 16/98	By-law No. 2	A By-law relating to conflicts of interest in connection with the conduct of the affairs of the Ontario Securities Commission (1998), 21 OSCB 568	<i>Came into Force Jan 18/98</i>
OSC 2.11	Conflicts of Interest of Members of the Ontario Securities Commission REPEALED APR 16/98	By-law No. 2	A By-law relating to conflicts of interest in connection with the conduct of the affairs of the Ontario Securities Commission (1998), 21 OSCB 568	<i>Came into Force Jan 18/98</i>
OSC 2.12	Televising of Ontario Securities Commission Hearings REPEALED JUL 1/97		Rules of Practice (1995), 18 OSCB 4041 (1997), 20 OSCB 1947	<i>Came into Force Jul 1/97</i>
OSC 3.1	Recognition by the Commission of Stock Exchanges, etc. PORTIONS REPLACED	21-901	Recognition Order - In the Matter of the Recognition of Certain Stock Exchanges (1997), 20 OSCB 1034	<i>Came into Force Mar 1/97</i>
		62-904	Recognition Order - In the Matter of the Recognition of Certain Jurisdictions [ss. 93(1)(e) and ss. 93(3)(h) of the Act] (1997), 20 OSCB 1035	<i>Came into Force Mar 1/97</i>
		45-501	Exempt Distributions [replaces subsection 25(2) of Regulation 1015] (1999), 22 OSCB 127	<i>Came into Force Dec 22/98</i>
		45-502	Dividend or Interest Reinvestment and Stock Dividend Plans (1998), 21 OSCB 3685	<i>Came into Force Jun 10/98</i>
OSC 4.1	Public Ownership of Dealers, Conditions of Registration and Institutional Ownership			<i>Repealed Mar 1/99</i>
OSC 4.2	Suspension of Registration - Criminal Charges Pending	34-602	Suspension of Registration - Criminal Charges Pending	<i>Renumbered Apr 20/01</i>

Pre-Reformulation		Reformulation		
Instrument	Title	Number	Title	Status as at April 30, 2003
OSC 4.3	Self-Directed RRSPs and Other Plans Recognized by the Commission for Purposes of this Policy Statement and Administered by Brokers or Investment Dealers on Behalf of Authorized Trustees	33-101	Administration of Self-Directed RRSPs, RESPs and RRIFs by Dealers (1998), 21 OSCB 963	<b>Published for comment Feb 13/98</b>
OSC 4.4	Dual Registration Under the <i>Securities Act</i>	31-501	Registrant Relationships (1997), 20 OSCB 4633	<b>Came into Force Sep 4/97</b>
OSC 4.5	Dual Licensing of Life Insurance Agents (1994), 17 OSCB 6073			<b>Repealed Dec 23/94</b>
OSC 4.6	Registration - Declaration of Personal Bankruptcy	34-601	Registration - Declaration of Personal Bankruptcy (2001), 24 OSCB 2404	<b>Renumbered Apr 20/01</b>
OSC 4.7	Registration of Non-Resident Salesmen, Partners or Officers of Registered Dealers	35-601		<b>Renumbered Mar 21/03</b>
OSC 4.8	Non-Resident Advisers EXPIRED NOVEMBER 18, 2000	35-502	Non-Resident Advisers (2000), 23 OSCB 7989	<b>Came into Force Nov 18/00</b>
OSC 5.1	Prospectuses - General Guidelines PORTIONS RESCINDED DECEMBER 31, 2000	41-501	General Prospectus Requirements (2000), 23 OSCB (SUPP) 765	<b>Came into Force Dec 31/00</b>
OSC 5.1 (24)	Prospectus Disclosure in Information Circulars: Amalgamation, Arrangements, Mergers and Reorganizations RESCINDED DECEMBER 31, 2000	54-501	Prospectus Disclosure in Certain Information Circulars (2000), 23 OSCB 8519	<b>Came into Force Dec 31/00</b>
OSC 5.1 (26)	Trading by Issuers, Selling Security Holders, Underwriters, Dealers and Their Affiliates and Joint Actors During a Distribution by Prospectus of TSE - listed Securities	48-501	Market Stabilization During Distributions	<b>Currently being reformulated</b>
OSC 5.2	Junior Natural Resource Issuers			<b>Lapsed Jul 1/01</b>
OSC 5.3	Mortgage and Real Estate Investment Trusts and Partnerships			<b>To be repealed</b>
OSC 5.4	"Closed-End" Income Investment Trusts and Partnerships			<b>To be repealed</b>
OSC 5.7	Preliminary Prospectuses - Preparation, Filing and Frequently Occurring Deficiencies PORTIONS RESCINDED DECEMBER 31, 2000	41-501	General Prospectus Requirements (2000), 23 OSCB (SUPP) 765	<b>Came into Force Dec 31/00</b>
OSC 5.9	Escrow Guidelines - Industrial Issuers RESCINDED JUNE 30, 2002	46-201	Escrow for Initial Public Offering	<b>Adopted Jun 30/02</b>
OSC 5.10	Annual Information Form and Management's Discussion and Analysis of Financial Condition and Results of Operations RESCINDED MAY 31, 2001	51-501	Annual Information Form and Management's Discussion and Analysis of Financial Condition and Results of Operation (2000), 23 OSCB 8365	<b>Came into Force Jan 1/01</b>
OSC 6.1	Private Placements RESCINDED DECEMBER 22, 1998	45-501	Exempt Distributions (1999), 22 OSCB 127	<b>Came into Force Dec 22/98</b>
OSC 6.2	Rights Offerings	45-101	Rights Offerings (2001), 24 OSCB 4397	<b>Came into Force Jul 25/01</b>
		45-502	Dividend or Interest Reinvestment and Stock Dividend Plans (1998), 21 OSCB 3685	<b>Came into Force Jun 10/98</b>

Pre-Reformulation		Reformulation		Status as at April 30, 2003
Instrument	Title	Number	Title	
OSC 7.1	Application of Requirements of the Securities Act to Certain Reporting Issuers	71-102	Continuous Disclosure and Other Exemptions Relating to Foreign Issuers (2002), 25 OSCB 3823 (previously 51-203 and 72-502)	<b>Published for comment Jun 21/02</b>
OSC 7.2	Timely Disclosure --- Early Warning			<b>Repealed Mar 1/99</b>
OSC 7.3	Management's Report Disclosing Contingencies and Going Concern Considerations in Financial Statements			<b>Repealed Mar 1/99</b>
OSC 7.4	Business and Asset Combinations	62-602	Business and Asset Combinations (2001), 24 OSCB 2404	<b>Renumbered Apr 20/01</b>
OSC 7.5	Reciprocal Filings	51-603	Reciprocal Filings (2001), 24 OSCB 2404	<b>Renumbered Apr 20/01</b>
OSC 7.6	Enforcement of Timely Filings of Financial Statements			<b>Repealed Mar 1/99</b>
OSC 7.7	The Oil and Gas Industry - Application of the Ceiling Test When the Full Cost Method is Used			<b>Repealed Mar 1/99</b>
OSC 9.1	Disclosure, Valuation, Review and Approval Requirements and Recommendations for Insider Bids, Issuer Bids, Going Private Transactions, and Related Party Transactions	61-501	Insider Bids, Issuer Bids, Going Private Transactions and Related Party Transactions (2000), 23 OSCB 2719	<b>Came into Force May 1/00</b>
OSC 9.3	Take-Over Bids - Miscellaneous Guidelines	48-501	Market Stabilization During Distributions	<b>Currently being reformulated</b>
		62-501	Prohibited Stock Market Purchases of the Offeree's Securities by the Offeror During a Take-Over Bid (2002), 25 OSCB 5356	<b>Came into Force Aug 2/02</b>
		62-601	Securities Exchange Take-Over Bids - Trades in the Offeror's Securities - Amendment (2002), 25 OSCB 5357	<b>Adopted Aug 2/02</b>
OSC 10.1	Applications for Exemption from Insider Reporting Obligations for Insiders of Subsidiaries and Affiliated Issuers <b>RESCINDED MAY 15, 2001</b>	55-101	Exemptions from Certain Insider Reporting Requirements (2001), 24 OSCB 3025	<b>Came into Force May 15/01</b>
OSC 10.2	Guidelines for Establishment of Procedures in Relation to Confidential Information <b>RESCINDED JANUARY 27, 1998</b>	33-601	Guidelines for Policies and Procedures Concerning Inside Information (1998), 21 OSCB 617	<b>Adopted Jan 27/98</b>
OSC 11.1	Mutual Fund Trusts: Interim OSC Approval of Mutual Fund Trustees Pursuant to Clause 213(3)(b) of the <i>Loan and Trust Corporations Act, 1987</i> <b>RESCINDED JANUARY 14, 1997</b>	81-901	Approval of Mutual Fund Trustees Under Clause 213(3)(b) of the Loan and Trust Corporations Act (1997), 20 OSCB 243	<b>Came into Force Jan 14/97</b>
OSC 11.2	Bond Ratings Services - Statements of Investment Portfolio and Statements of Portfolio Transactions of Mutual Funds	81-902	Recognition Order - In the Matter of the Recognition of Certain Rating Agencies (1997), 20 OSCB 1034	<b>Came into Force Mar 1/97</b>
OSC 11.4	Commodity Pool Programs	81-104	Commodity Pools	<b>Came into Force Nov 1/02</b>
OSC 11.5	Real Estate Mutual Funds - General Prospectus Guidelines			<b>Repealed Dec 20/96</b>

Pre-Reformulation		Reformulation		Status as at April 30, 2003
Instrument	Title	Number	Title	
<b>Blanket Ruling</b>				
BR	Certain Reporting Issuers (1980), 3 OSCB 54	71-102	Continuous Disclosure and Other Exemptions Relating to Foreign Issuers (2002), 25 OSCB 3823 (previously 51-103 and 72-502)	<i>Published for comment Jun 21/02</i>
BR 1	Certain Reporting Issuers (1980), 3 OSCB 166 FORMER DEEMED RULE EXTENDED UNTIL DECEMBER 31, 2003	71-102	Continuous Disclosure and Other Exemptions Relating to Foreign Issuers (2002), 25 OSCB 3823 (previously 51-103 and 72-502)	<i>Published for comment Jun 21/02</i>
BR 2	The Automatic Investment of Dividends or Distributions in Shares or Units of Mutual Funds (1983), 6 OSCB 1078 RESCINDED OCTOBER 10, 1997	81-501	Mutual Fund Reinvestment Plans (1997), 20 OSCB 5163	<i>Came into Force Oct 10/97</i>
BR 3	Certain Proposed Amendments (1983), 6 OSCB 3508 EXPIRED DECEMBER 22, 1998	45-501	Exempt Distributions (1999), 22 OSCB 127	<i>Came into Force Dec 22/98</i>
BR 4	Discount Brokerage and The Role of Financial Institutions (1984), 7 OSCB 458			<i>Expired Mar 1/97</i>
BR	Trading in Commodity Futures Contracts and Commodity Futures Options Entered Into On Commodity Futures Exchanges Situate Outside Canada Other than Commodity Futures Exchanges in the United States of America (1980), 15 OSCB 7, as varied by (1984), 7 OSCB 995*	91-503	Trades in Commodity Futures Contracts and Commodity Futures Options Entered into on Commodity Futures Exchange Situate Outside of Ontario (1997), 20 OSCB 1739	<i>Came into Force Mar 28/97</i>
BR 5	Order Execution Access Dealers (1984), 7 OSCB 1520			<i>Expired Mar 1/97</i>
BR	Certain Reporting Issuers (1984), 7 OSCB 1913 FORMER DEEMED RULE EXTENDED UNTIL DECEMBER 31, 2003	71-102	Continuous Disclosure and Other Exemptions Relating to Foreign Issuers (2002), 25 OSCB 3823 (previously 51-103 and 72-502)	<i>Published for comment Jun 21/02</i>
BR	Certain Reporting Issuers (1984), 7 OSCB 3247 FORMER DEEMED RULE EXTENDED UNTIL DECEMBER 31, 2003	71-102	Continuous Disclosure and Other Exemptions Relating to Foreign Issuers (2002), 25 OSCB 3823 (previously 51-103 and 72-502)	<i>Published for comment Jun 21/02</i>
BR 8	Zero Coupon Strip Bonds (1984), 7 OSCB 4085 RESCINDED MAY 1, 1998	91-501	Strip Bonds (1998), 21 OSCB 2746	<i>Came into Force May 1/98</i>
BR	Trading in Commodity Futures Contracts and Commodity Futures Options Entered into on Commodity Futures Exchanges in the United States of America (1984), 7 OSCB 4578 <sup>1</sup>	91-503	Trades in Commodity Futures Contracts and Commodity Futures Options Entered into on Commodity Futures Exchanges Situate Outside of Ontario (1997), 20 OSCB 1739	<i>Came into Force Mar 28/97</i>
BR	Eurosecurity Financing (1984), 7 OSCB 4897			<i>Expired Mar 1/97</i>

<sup>1</sup> This ruling remains in force for purposes of the *Commodity Futures Act*

Pre-Reformulation		Reformulation		Status as at April 30, 2003
Instrument	Title	Number	Title	
BR 51	Simplified Prospectus Qualification System for Mutual Funds (1984), 7 OSCB 5333 EXPIRED FEBRUARY 1, 2000	81-101	Mutual Fund Prospectus Disclosure (2000), 23 OSCB 584	<i>Came into Force Feb 1/00</i>
BR 10	Trades In Securities of a Private Company Under The Execution Act (1985), 8 OSCB 127 EXPIRED DECEMBER 22, 1998	45-501	Exempt Distributions (1999), 22 OSCB 127	<i>Came into Force Dec 22/98</i>
BR 11	Certain Reporting Issuers (1985), 8 OSCB 2915 EXPIRED DECEMBER 31, 2000	44-101	Short Form Prospectus Distributions (2000), 23 OSCB (SUPP) 421	<i>Came into Force Dec 31/00</i>
		44-801	Implementing National Instrument 44-101 Short Form Prospectus Distributions (2001), 24 OSCB 2334	<i>Came into Force Apr 21/01</i>
BR 12	The Mandatory Investment of Dividends or Distributions In Shares or Units of Mutual Funds (1985), 8 OSCB 4308 EXPIRED OCTOBER 10, 1997	81-501	Mutual Fund Reinvestment Plans (1997), 20 OSCB 5163	<i>Came into Force Oct 10/97</i>
BR 13	TSE Policy on Small Shareholder Selling/Purchase Arrangements (1987), 10 OSCB 1455 EXPIRED OCTOBER 22, 1997	32-101	Small Securityholder Selling and Purchase Arrangements (1997), 20 OSCB 5435	<i>Came into Force Oct 22/97</i>
BR 14	A Policy of the Montreal Exchange on Small Shareholder Selling and Purchase Arrangements (1987), 10 OSCB 4938 EXPIRED OCTOBER 22, 1997	32-101	Small Securityholder Selling and Purchase Arrangements (1997), 20 OSCB 5435	<i>Came into Force Oct 22/97</i>
BR 15	Certain Proposed Amendments (1987), 10 OSCB 5936 EXPIRED DECEMBER 22, 1998	45-501	Exempt Distributions (1999), 22 OSCB 127	<i>Came into Force Dec 22/98</i>
BR 16	The Business Corporations Act and In the Matter of CDS (1988), 11 OSCB 542	22-901	Recognition Order - In the Matter of the Recognition of the Canadian Depository for Securities Limited (1997), 20 OSCB 1033	<i>Came into Force Mar 1/97</i>
BR 52	Certain Reporting Issuers (1987) 10 OSCB 6306, amended by (1988), 11 OSCB 1029 RULE EXTENDED UNTIL JUNE 30, 2002	54-101	Communication with Beneficial Owners of Securities of a Reporting Issuer (2002), 25 OSCB 3361	<i>Came into Force Jul 1/02</i>
		54-102	Interim Financial Statement and Report Exemption (2002), 25 OSCB 3402	<i>Came into Force Jul 1/02</i>
BR	Certain Trades in Securities of Junior Resource Issuers (1988); 11 OSCB 1522			<i>Lapsed Jul 1/01</i>
BR 17	Trading in Recognized Options Cleared Through Recognized Clearing Organizations (1988), 11 OSCB 4895 EXPIRED MARCH 28, 1997	91-502	Trades in Recognized Options (1997), 20 OSCB 1731	<i>Came into Force Mar 28/97</i>
BR 18	The Securities Act (1989), 12 OSCB 2735			<i>Expired Mar 1/97</i>

Pre-Reformulation		Reformulation		Status as at April 30, 2003
Instrument	Title	Number	Title	
BR	Trading in Commodity Futures Contracts Entered into on the Montreal Stock Exchange (August 25, 1980) OSCWS 15A, as varied by In the Matter of Trading in Commodity Futures Contracts and Commodity Futures Options Entered into on The Montreal Stock Exchange (1989), 12 OSCB 3392*	91-503	Trades in Commodity Futures Contracts and Commodity Futures Options Entered into on Commodity Futures Exchanges Situate Outside of Ontario (1997), 20 OSCB 1739	<b><i>Came into Force Mar 28/97</i></b>
BR 19	The TSE (1990), 13 OSCB 3007			<b><i>Expired Mar 1/97</i></b>
BR 20	Self-Directed RESPs (1990), 13 OSCB 4793			<b><i>Expired Mar 1/97</i></b>
BR 21	The TSE (1991), 14 OSCB 881	21-901	Recognition Order - In the Matter of the Recognition of Certain Stock Exchanges (1997), 20 OSCB 1034	<b><i>Came into Force Mar 1/97</i></b>
BR 53	Rules of Shelf Prospectus Offerings and for Pricing Offerings after the Prospectus Is Received (1991), 14 OSCB 1824 EXPIRED DECEMBER 31, 2000	44-102	Shelf Distributions (2000), 23 OSCB 8561	<b><i>Came into Force Dec 31/00</i></b>
		44-103	Post-Receipt Pricing (2000), 23 OSCB 8561	<b><i>Came into Force Dec 31/00</i></b>
BR 22	The Recognized Options Rationalization Order (1991), 14 OSCB 2157 EXPIRED MARCH 28, 1997	91-502	Trades in Recognized Options (1997), 20 OSCB 1731	<b><i>Came into Force Mar 28/97</i></b>
BR 54	Multijurisdictional Disclosure System (1991), 14 OSCB 2863 EXPIRED NOVEMBER 1, 1998	71-101	The Multijurisdictional Disclosure System (1998), 21 OSCB 6919	<b><i>Came into Force Nov 1/98</i></b>
		71-801	Implementing The Multijurisdictional Disclosure System (1998), 21 OSCB 6898	<b><i>Came into Force Nov 1/98</i></b>
BR 23	An Assignment to the Director Pursuant to Section 6 of The Securities Act (1991), 14 OSCB 3439			<b><i>Expired Mar 1/97</i></b>
BR 25	Mutual Fund Securities (1991), 14 OSCB 3763 EXPIRED SEPTEMBER 30, 1998	33-502	Exceptions to Conflict Rules in the Sale of Mutual Fund Securities (1998), 21 OSCB 6429	<b><i>Came into Force Sep 30/98</i></b>
		33-105	Underwriting Conflicts (2001), 24 OSCB 7687	<b><i>Came into Force Jan 3/02</i></b>
BR	First Prospectuses Filed by NP 36 Mutual Funds and Universal Money Market Fund (1991), 14 OSCB 3475			<b><i>Expired Jul 1/99 Now covered by subsection 23(10) of the Red Tape Reduction Act</i></b>
BR 26	The Recognized Options Rationalization Order (1991), 14 OSCB 4234 EXPIRED MARCH 28, 1997	91-502	Trades in Recognized Options (1997), 20 OSCB 1731	<b><i>Came into Force Mar 28/97</i></b>
BR 27	Self-Directed Registered Education Plans (1992), 15 OSCB 613 EXPIRED JUNE 17, 1997	46-501	Self-Directed Registered Education Savings Plans (1997), 20 OSCB 3353	<b><i>Came into Force Jun 17/97</i></b>



Pre-Reformulation		Reformulation		Status as at April 30, 2003
Instrument	Title	Number	Title	
BR 28	Certain Advisers (1992), 15 OSCB 1955 EXPIRED NOVEMBER 18, 2000	35-502	Non-Resident Advisers (2000), 23 OSCB 7989	<i>Came into Force Nov 17/00</i>
BR 29	Certain Members of the TSE (1992), 15 OSCB 3354 EXPIRED SEPTEMBER 4, 1997	35-503	Trades By Certain Members of the TSE (1997), 20 OSCB 4636	<i>Came into Force Sep 4/97</i>
BR 30	Limitations on a Registrant Underwriting Securities of a Related or Connected Issuer (1992), 15 OSCB 3645 LAPSED DECEMBER 31, 2000	33-105	Underwriting Conflicts (2001), 24 OSCB 7687	<i>Came into Force Jan 3/02</i>
BR 55B	The Prompt Offering Qualification System (1993), 16 OSCB 731, 732, 949 EXPIRED DECEMBER 31, 2000	44-101	Short Form Prospectus Distributions (2000), 23 OSCB (SUPP) 421	<i>Came into Force Dec 31/00</i>
		44-801	Implementing National Instrument 44-101 Short Form Prospectus Distributions (2000), 23 OSCB 2334	<i>Came into Force Apr 21/01</i>
BR	NP 47 and The Solicitation of Expressions of Interests (1993), 16 OSCB 2832 EXPIRED DECEMBER 31, 2000	44-101	Short Form Prospectus Distributions (2000), 23 OSCB (SUPP) 421	<i>Came into Force Dec 31/00</i>
		44-801	Implementing National Instrument 44-101 Short Form Prospectus Distributions (2000), 23 OSCB 2334	<i>Came into Force Apr 21/01</i>
BR 31	Going Private Transactions (1993), 16 OSCB 3428 EXPIRED MAY 1, 2000	61-501	Insider Bids, Issuer Bids, Going Private Transactions and Related Party Transactions (2000), 23 OSCB 2679	<i>Came into Force May 1/00</i>
BR 32	Insider, Issuer and Take-Over Bids in Anticipation of Going Private Transactions (1993), 16 OSCB 3429 EXPIRED MAY 1, 2000	61-501	Insider Bids, Issuer Bids, Going Private Transactions and Related Party Transactions (2000), 23 OSCB 2679	<i>Came into Force May 1/00</i>
BR 35	Ontario Regulation 638/93 and The Disclosure of Executive Compensation and of Indebtedness of Directors, Executive Officers and Senior Officers (1993), 16 OSCB 5913			<i>Expired Mar 1/97</i>
BR 36	Blanket Permission Under S.81 of the Regulation Under The Securities Act (Ontario) (1993), 16 OSCB 5914			<i>Expired Mar 1/97</i>
BR 34	Dividend Reinvestment and Stock Dividend Plans (1993), 16 OSCB 5928 EXPIRED JUNE 10, 1998	45-502	Dividend or Interest Reinvestment and Stock Dividend Plans (1998), 21 OSCB 3685	<i>Came into Force Jun 10/98</i>
BR 38	Certain International Offerings by Private Placement in Ontario (1993), 16 OSCB 5931 RULE EXTENDED UNTIL JULY 1, 2002	45-501	Exempt Distributions (1999), 22 OSCB 127	<i>Came into Force Dec 22/98</i>
BR 37	Blanket Permission - International Offerings made by way of Private Placement (1993), 16 OSCB 5938			<i>Lapsed Jul 1/01</i>

Pre-Reformulation		Reformulation		Status as at April 30, 2003
Instrument	Title	Number	Title	
BR 39	Networking Arrangements Governed by the Principles of Regulation (1993), 16 OSCB 6168 LAPSED DECEMBER 31, 1998	33-102	Regulation of Certain Registrant Activities (2001), 24 OSCB 4409	<b><i>Came into Force Aug 1/01</i></b>
BR	Networking Arrangements Governed by the Principles of Regulation (1993), 16 OSCB 6168 LAPSED DECEMBER 31, 1998	33-102	Regulation of Certain Registrant Activities (2001), 24 OSCB 4409	<b><i>Came into Force Aug 1/01</i></b>
BR 40	A Proposal of The TSE to Foster Capital Formation for Junior Resource and Industrial Enterprises (1994), 17 OSCB 347			<b><i>Expired Mar 1/97</i></b>
BR 42	The Disclosure of Executive Compensation and of Indebtedness of Directors, Executive and Senior Officers (1994), 17 OSCB 1176			<b><i>Expired Mar 1/97</i></b>
BR 41	Dividend Reinvestment Plans (1994), 17 OSCB 1178 EXPIRED DECEMBER 22, 1998	45-501	Exempt Distributions (1999), 22 OSCB 127	<b><i>Came into Force Dec 22/98</i></b>
BR 43	Blanket Permission Under S.81 of The Regulation (1994), 17 OSCB 1187			<b><i>Expired Mar 1/97</i></b>
BR 44	Trades by Issuers In Connection With Securities Exchange Issuer Bids and an Amalgamation, Arrangement or Specified Statutory Procedure (1994), 17 OSCB 1975 EXPIRED DECEMBER 22, 1998	45-501	Exempt Distributions (1999), 22 OSCB 127	<b><i>Came into Force Dec 22/98</i></b>
BR 33	Real Return Bond Strip Bonds (1994), 17 OSCB 2875			<b><i>Expired Mar 1/97</i></b>
BR 45	Trades by Issuers Upon Exercise of Certain Conversion or Exchange Rights and The First Trade In Securities Acquired Upon Exercise of Such Conversion or Exchange Rights (1994), 17 OSCB 2877 EXPIRED DECEMBER 22, 1998	45-501	Exempt Distributions (1999), 22 OSCB 127	<b><i>Came into Force Dec 22/98</i></b>
BR 50	Trading in Securities of Labour Sponsored Investment Fund Corporations (1994), 17 OSCB 5505 LAPSED DECEMBER 31, 1998	31-502	Proficiency Requirements for Registrants (2000), 23 OSCB 5658	<b><i>Came into Force Aug 17/00</i></b>
		31-702	Ontario Securities Commission Designation of Courses Under Rule 31-502 (2000), 23 OSCB 5658	<b><i>Published Aug 17/00</i></b>
BR 49A	The First Trade in Securities Acquired Pursuant to Certain Exemptions, (1994), 17 OSCB 1978, as amended by (1994), 17 OSCB 5506 EXPIRED JUNE 10, 1998	72-501	Prospectus Exemption for First Trade Over a Market Outside Ontario (1998), 21 OSCB 3688	<b><i>Rescinded Dec 1/02</i></b>
BR 46	Certain Amendments to Regulation 1015 (1994), 17 OSCB 5516	32-502	Registration Exemption for Certain Trades by Financial Intermediaries (1996), 19 OSCB 6861	<b><i>Came into Force Jan 1/97</i></b>
BR 47	Certain Amendments to Regulation 1015 (1994), 17 OSCB 5517	32-503	Registration and Prospectus Exemption for Trades by Financial Intermediaries in Mutual Fund Securities to Corporate Sponsored Plans (1996) 19 OSCB 6923	<b><i>Came into Force Jan 1/97</i></b>

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Instrument	Title	Number	Title	
BR 48	Trades by an Issuer in Securities of its own issue to Senior Officers, Directors, etc. and a Controlling Shareholder in Securities of an Issuer to Employees, Senior Officers, etc. (1994), 17 OSCB 5518 EXPIRED DECEMBER 22, 1998	45-503	Trades to Employees, Executives and Consultants (1998), 21 OSCB 7708	<i>Came into Force Dec 22/98</i>
<b>Notices of CSA</b>				
CSAN	Audit Committees (1990), 13 OSCB 4247			<i>To be retained</i>
CSAN	Rates of Return on Money Market Mutual Funds (1990), 13 OSCB 4329	81-102	Mutual Funds (2000), 23 OSCB 584	<i>Came into Force Feb 1/00</i>
CSAN	Advertising by Money Market Mutual Funds That Have Not Offered Their Securities to the Public For a Full Year (1991), 14 OSCB 541	81-102	Mutual Funds (2000), 23 OSCB 584	<i>Came into Force Feb 1/00</i>
CSAN	Soft Dollar Transactions (1992), 15 OSCB 2714			<i>To be retained</i>
CSAN	Applications for Discretionary Orders (1992), 15 O.S.C.B 3046			<i>Withdrawn Apr 20/01</i>
CSAN	Bought Deal Financing (1992), 15 OSCB 3657			<i>To be retained</i>
CSAN	Review of National Policy Statement No. 41 (1992), 15 OSCB 5289			<i>Withdrawn Apr 20/01</i>
CSAN	Mutual Funds: Sales Incentives (1993), 16 OSCB 359			<i>Repealed May 1/98</i>
CSAN	Bought Deals (1993), 16 OSCB 2820			<i>To be retained</i>
CSAN	Pre-Marketing Activities in the Context of Bought Deals (1993), 16 OSCB 2822			<i>To be retained</i>
CSAN	Bought Deals (1993), 16 OSCB 4811			<i>To be retained</i>
CSAN	NP 39 - Mutual Funds: Section 16 Sales Communications (1993), 16 OSCB 5881 REVOKED	81-102	Mutual Funds (2000), 23 OSCB 584	<i>Came into Force Feb 1/00</i>
CSAN	An Electronic System for Securities Filings (1994), 17 OSCB 2857			<i>Withdrawn Apr 20/01</i>
CSAN	Conflicts of Interest (1995), 18 OSCB 130			<i>Withdrawn Apr 20/01</i>
CSAN	Mutual Fund Sales Incentives - Point-of-Sale Disclosure Statement (1995), 18 O.S.C.B 229			<i>Repealed May 1/98</i>
CSAN	SEDAR (1995), 18 OSCB 1892			<i>Withdrawn Apr 20/01</i>
CSAN	Proposed Foreign Issuer Prospectus and Continuous Disclosure System (Draft National Policy Statement No. 53) (1995), 18 OSCB 1893			<i>To be withdrawn</i>
<b>Notices of OSC or OSC Staff</b>				
OSCN	Premature Announcements of Takeover Bids, Mergers, Amalgamations or Other Corporate Restructuring (1980), OSCB 2A			<i>Withdrawn Oct 6/00</i>

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Instrument	Title	Number	Title	
OSCN	Taxable Equivalent Adjustments (1983), 6 OSCB 1578			<i>Withdrawn Oct 6/00</i>
OSCN	Canadian Oil & Gas Lands Administration (1984), 7 OSCB 2675			<i>Withdrawn Oct 6/00</i>
OSCN	Auditors' Consent and Comfort Letters (1984), 7 OSCB 2993			<i>Withdrawn Oct 6/00</i>
OSCN	Color Your World - Take-over Bid Consideration (1984), 7 OSCB 3777			<i>Withdrawn Oct 6/00</i>
OSCN	Prospectus Disclosure of Ratings (1984), 7 OSCB 4362			<i>Withdrawn Oct 6/00</i>
OSCN	Application of Ceiling Test in Financial Statements of Oil and Gas Industry Issuers (1984), 7 OSCB 5114			<i>Withdrawn Oct 6/00</i>
OSCN	Bill 34 - Freedom of Information and Privacy Act (1984), 7 OSCB 6143			<i>Withdrawn Oct 6/00</i>
OSCN	Application of OSC Policy 11.4 on Commodity Pools Program (1985), 8 OSCB 2557	81-104	Commodity Pools	<i>Came into Force Nov 1/02</i>
OSCN	Prompt Offering Qualification System - "Wrap Around" AIFs (1985), 8 OSCB 2911			<i>Withdrawn Oct 6/00</i>
OSCN	Prohibition Against Principal Trading by Investment Dealers in Securities of Target Company During Take-Over Bid (1985), 8 OSCB 3293			<i>Withdrawn Oct 6/00</i>
OSCN	Second Notice Concerning Application of Ceiling Test in Financial Statements of Oil and Gas Industry Issuers (1985), 8 OSCB 4719			<i>Withdrawn Oct 6/00</i>
OSCN	Disclosure of Executive Compensation - Proxy Circulars (1986), 9 OSCB 1997			<i>Withdrawn Oct 6/00</i>
OSCN	Enforcement of Timely Filings of Financial Statements: Application of OSC 7.6 (1986), 9 OSCB 4216			<i>Withdrawn Oct 6/00</i>
OSCN	Leveraged Mutual Fund Purchases (1986), 9 OSCB 4375			<i>Withdrawn Oct 6/00</i>
OSCN	Fees for Prospectus Offerings Outside of Ontario (1987), 10 O.S.C.B 1452			<i>Withdrawn Oct 6/00</i>
OSCN	Filing of Prospectuses with the Commission (1987), 10 OSCB 1730			<i>Withdrawn Oct 6/00</i>
OSCN	Advertising and Use of Marketing Material During the Waiting Period (1987), 10 OSCB 2831	47-701	Advertising and Use of Marketing Material During the Waiting Period	<i>Renumbered Apr 20/01</i>
OSCN	Procedures and Requirements for Implementing Amendments to the Regulation Regarding Entry Into and Ownership of the Ontario Securities Industry (1987), 10 OSCB 2969	31-503	Limited Market Dealers (1998), 21 OSCB 2316	<i>Came into Force Apr 7/98</i>
OSCN	Conditional Registration of Limited Market Dealers (1987), 10 OSCB 4791			<i>Withdrawn Oct 6/00</i>
OSCN	Regulation of Mortgage Syndications - Proposed Structural Changes (1987), 10 OSCB 5145			<i>Withdrawn Oct 6/00</i>
OSCN	Pre-Filing Consultation on Innovative or Unusual Financial Reporting (1987), 10 OSCB 5687	52-703	Pre-Filing Consultation on Innovative or Unusual Financial Reporting	<i>Withdrawn Mar 21/03</i>

Pre-Reformulation		Reformulation		Status as at April 30, 2003
Instrument	Title	Number	Title	
OSCN	"Blank Cheque" Preferred Shares (1987), 10 OSCB 5690	56-501	Restricted Shares (1999), 22 OSCB 6803	<i>Came into Force Oct 25/99</i>
OSCN	Soft Dollars - Exemptions by the Director (1987), 10 OSCB 6422			<i>Withdrawn Mar 21/03</i>
OSCN	Outline of NP 39 (1987), 10 OSCB 6423			<i>Withdrawn Oct 6/00</i>
OSCN	NP 41 - Shareholder Communication Exemption from Interim Financial Statements (1988), 11 OSCB 1029	54-101	Communication with Beneficial Owners of Securities of a Reporting Issuer	<i>Came into Force Jul 1/02</i>
		54-102	Interim Financial Statement and Report Exemption	<i>Came into Force Jul 1/02</i>
OSCN	Media Articles Appearing During the Waiting Period (1988), 11 OSCB 1098	47-703	Media Articles Appearing During the Waiting Period	<i>Renumbered Apr 20/01</i>
OSCN	NP 41 - Shareholder Communication/The Canadian Depository for Securities Limited (1988), 11 OSCB 1242			<i>Withdrawn Oct 6/00</i>
OSCN	Compliance with Section 41 of the Securities Act (1988), 11 OSCB 2217	33-504	Compliance with Section 42 (1998), 21 OSCB 2318	<i>Came into Force Apr 7/98</i>
OSCN	Mutual Fund Dealer Registration as Limited Market Dealer (1988), 11 OSCB 2311			<i>Withdrawn Oct 6/00</i>
OSCN	Applications to the OSC (1988), 11 OSCB 3107			<i>Withdrawn Oct 6/00</i>
OSCN	NP 41 - Industry Implementation and Monitoring Report (1988), 11 OSCB 3325			<i>Withdrawn Oct 6/00</i>
OSCN	OSC 5.8 - Dissemination of Future-Oriented Financial Information (1988), 11 OSCB 3726			<i>Withdrawn Oct 6/00</i>
OSCN	Conditions of Registration - Capital Requirements (1988), 11 OSCB 3726	33-701	Calculation of Regulatory Capital (1997), 20 OSCB 3363	<i>Published Jun 27/97</i>
OSCN	Residential Real Estate Syndications (1988), 11 OSCB 4171			<i>Withdrawn Mar 21/03</i>
OSCN	Report of Filings (1988), 11 OSCB 4277			<i>Withdrawn Mar 21/03</i>
OSCN	Office of the Chief Accountant: Report on the Review Program (1988), 11 OSCB 4277			<i>Withdrawn Mar 21/03</i>
OSCN	Noranda Inc./Falconbridge Limited - Proposed Stock Exchange Take-over Bid/Pre-Bid Integration Rules (1988), 11 OSCB 4367	62-702	Noranda Inc./Falconbridge Limited - Proposed Stock Exchange Take-over Bid/Pre-Bid Integration Rules	<i>Renumbered Apr 20/01</i>
OSCN	Further Extension of System of Conditional Registration and other Exemptions of Financial Intermediaries (1988), 11 OSCB 5137			<i>Withdrawn Oct 6/00</i>
OSCN	OSC 5.2 - Junior Natural Resource Issuers - Standing Liaison Committee (1989), 12 OSCB 953			<i>Lapsed Jul 1/01</i>
OSCN	OSC 1.3 - Restricted Shares Notice Regarding Compliance with Restricted Share Disclosure Requirements and Disclosure Regarding Take-Over Bids (1989), 12 OSCB 1227	56-501	Restricted Shares (1999), 22 OSCB 6803	<i>Came into Force Oct 25/99</i>

Pre-Reformulation		Reformulation		Status as at April 30, 2003
Instrument	Title	Number	Title	
OSCN	Rights Offerings Under a Prospectus (1989), 12 OSCB 1463	45-101	Rights Offerings (2001), 24 OSCB 4397	<i>Came into Force Jul 25/01</i>
OSCN	Use of "Special Warrants" in Connection with Distribution of Securities By Prospectus (1989), 12 OSCB 2168	46-701	Use of "Special Warrants" in Connection with Distribution of Securities By Prospectus	<i>Renumbered Apr 20/01</i>
OSCN	Use of "Green Sheets" and other Marketing Material During the Waiting Period (1989), 12 OSCB 2641			<i>Withdrawn Oct 6/00</i>
OSCN	Supplementary Notice - Application of the Securities Act to Certain Residential Real Estate Offerings (1989) 12 OSCB 2732			<i>Withdrawn Mar 21/03</i>
OSCN	Collection of Personal Information - Freedom of Information and Protection of Privacy Act, 1987 (1989), 12 OSCB 3083	31-504	Applications for Registration (1997), 20 OSCB 4634	<i>Came into Force Sept 4/97</i>
OSCN	Final Report on Capital, Financial Reporting and Audit Requirements (1990), 13 OSCB 493			<i>Withdrawn Oct 6/00</i>
OSCN	Review of Short Form Prospectuses Qualifying Derivative Securities (1990), 13 OSCB 1559			<i>Withdrawn Oct 6/00</i>
OSCN	Revised Notice of Amendment or Change of Information Form of Dealers and Advisers (1990), 13 OSCB 2971	33-109	Registration Information Requirements (under the Securities Act) (2002), 25 OSCB 3475	<i>Came into Force Feb 21/03</i>
OSCN	Insider Reporting System (1991), 14 OSCB 260			<i>Withdrawn Oct 6/00</i>
OSCN	Staff Investigation in Respect of Loan by Stelco Inc. to controlling shareholder of Clarus Corporation (1991), 14 OSCB 1807	62-701	Staff Investigation in Respect of Loan by Stelco Inc. to controlling shareholder of Clarus Corporation	<i>Renumbered Apr 20/01</i>
OSCN	Debt-like Derivative Securities (1991), 14 OSCB 3316	91-701	Debt-Like Derivative Securities (1996), 19 OSCB 3427	<i>Published Jun 21/96</i>
OSCN	Disruption of Mail Service (1991), 14 OSCB 4113			<i>Withdrawn Oct 6/00</i>
OSCN	Market Balancing for a Proposed Multinational Offering (1991), 14 OSCB 5845			<i>Withdrawn Oct 6/00</i>
OSCN	Deficiency Letters in Respect of Salesperson Registration Applications (1992), 15 OSCB 6			<i>Withdrawn Oct 6/00</i>
OSCN	Report on Financial Statement Issues (1992), 15 OSCB 6	52-704	Report on Financial Statement Issues	<i>Withdrawn Mar 21/03</i>
OSCN	Inter-Dealer Bond Broker Systems (1992), 15 OSCB 1081			<i>Withdrawn Oct 6/00</i>
OSCN	Confidential Material Change Reports (1992), 15 OSCB 4555	51-201	Disclosure Standards	<i>Adopted Jul 12/02</i>
OSCN	Report on Capital Adequacy Formula for SRO Members (1992), 15 OSCB 4750			<i>Withdrawn Oct 6/00</i>
OSCN	Annual Information Form and MD&A of Financial Condition and Results of Operation Re: Small Issuer Exemption (1992), 15 OSCB 4772	51-501	Annual Information Form and Management's Discussion and Analysis of Financial Condition and Results of Operation (2000), 23 OSCB 8365	<i>Came into Force Jan 1/01</i>

Pre-Reformulation		Reformulation		Status as at April 30, 2003
Instrument	Title	Number	Title	
OSCN	Office of the Chief Accountant MD&A Guide (1993), 16 OSCB 360	51-704	Office of the Chief Accountant - MD&A Guide	<i>Renumbered Apr 20/01</i>
OSCN	Universal Registration - Extension of Date for Registration of Financial Intermediaries (1993), 16 OSCB 2818			<i>Withdrawn Oct 6/00</i>
OSCN	Pre-Marketing Activities in the Context of Bought Deals (1993), 16 OSCB 4812	47-704		<i>Retained and renumbered. Mar 21/03</i>
OSCN	The GAAP Report (1993), 16 OSCB 5117			<i>Withdrawn Mar 21/03</i>
OSCN	Labour Sponsored Investment Funds (1993), 16 OSCB 5283	31-502	Proficiency Requirements for Registrants (2000), 23 OSCB 5658	<i>Came into Force Aug 17/00</i>
		31-702	Ontario Securities Commission Designation of Courses Under Rule 31-502 (2000), 23 OSCB 5658	<i>Published Aug 17/00</i>
OSCN	Contemporaneous Private Placements and Public Offerings and Media Coverage Prior to the Commencement of the Waiting Period (1993), 16 OSCB 5776	47-702	Contemporaneous Private Placements and Public Offerings and Media Coverage Prior to the Commencement of the Waiting Period	<i>Renumbered Apr 20/01</i>
OSCN	Misleading Disclosure (1994), 17 OSCB 5			<i>Withdrawn Oct 6/00</i>
OSCN	Cash Equivalents (1994), 17 OSCB 489			<i>Withdrawn Oct 6/00</i>
OSCN	Disclosure of Investigations (1990), 13 OSCB 598	41-501	General Prospectus Requirements (2000), 23 OSCB (SUPP) 765	<i>Came into Force Dec 31/00</i>
OSCN	Issuance of Receipts for Preliminary Prospectuses and (Final) Prospectuses (1994), 17 OSCB 1058	41-701	Issuance of Receipts for Preliminary Prospectus and Prospectus (1997), 20 OSCB 2275	<i>Came into Force May 2/97</i>
OSCN	Executive Compensation Disclosure for Debt Only Issuers (1994), 17 OSCB 1059	51-702	Executive Compensation Disclosure for Debt-Only Issuers	<i>Renumbered Apr 20/01</i>
OSCN	Securities Exchange Take-Over Bid Circulars - Reporting Issuer Status (1994), 17 OSCB 1402	45-501	Exempt Distributions (1999), 22 OSCB 127	<i>Came into Force Dec 22/98</i>
OSCN	Meetings with a Commissioner Regarding a Prospectus or an Application for Exemption or Registration (1994), 17 OSCB 3529	15-701	Meetings with a Commissioner Regarding a Prospectus or an Application for Exemption or Registration	<i>Renumbered Apr 20/01</i>
OSCN	Electronic Registration Application Forms (1994), 17 OSCB 3529			<i>Withdrawn Mar 21/03</i>
OSCN	Residency Requirements for Advisers and Their Partners and Officers (1994), 17 OSCB 4206	35-701		<i>Retained and renumbered</i>
OSCN	Selective Review of Prospectuses and Other Documents (1994), 17 OSCB 4385	43-703	Selective Review of Prospectuses and Other Documents	<i>Currently being reformulated</i>
OSCN	Solicitation Fee Claims (1994), 17 OSCB 4629			<i>Withdrawn Oct 6/00</i>
OSCN	Expedited Review of Short Form Prospectuses and Renewal AIFs (1994), 17 OSCB 5210	43-201	Mutual Reliance Review System for Prospectus and Initial AIFs (1999), 22 OSCB 7293	<i>Adopted Jan 1/00</i>
OSCN	Electronic Registration Forms (1994), 17 OSCB 6073			<i>Withdrawn Mar 21/03</i>

Pre-Reformulation			Reformulation	
Instrument	Title	Number	Title	Status as at April 30, 2003
OSCN	Revocation of Cease Trade Orders (1995), 18 OSCB 5	57-701		<i>Retained and renumbered Mar 21/03</i>
OSCN	Labour Sponsored Investment Funds Course (1995), 18 OSCB 36	31-707		<i>Retained and renumbered Mar 21/03</i>
OSCN	The Use of Securities Exchange Take-over Bid Circulars to Obtain Reporting Issuer Status (1995), 18 OSCB 1768	45-501	Exempt Distributions (1999), 22 OSCB 127	<i>Came into Force Dec 22/98</i>
OSCN	Courier/By Hand Deliveries (1995), 18 OSCB 2204			<i>Withdrawn Oct 6/00</i>
OSCN	Recommendations of the Committee on Staff Communications (1995), 18 OSCB 3617	11-722		<i>Retained and renumbered Mar 21/03</i>
OSCN	Residency Requirements for Certain Non-Resident Salespersons and Supervisors (1995), 18 OSCB 3905	35-702		<i>Retained and renumbered Mar 21/03</i>
OSCN	Registration Residency Requirements for Certain Canadian Dealers (1995), 18 OSCB 3908	35-703		<i>Retained and renumbered Mar 21/03</i>
OSCN	Electronic Registration Forms (1995), 18 OSCB 5922			<i>Withdrawn Mar 21/03</i>
OSCN	Early Warning Information Publication (1996), 19 OSCB 1128			<i>Withdrawn Oct 6/00</i>
OSCN	Policy Reformulation Project (1996), 19 OSCB 2310	11-723		<i>Retained and renumbered Mar 21/03</i>
OSCN	Numbering System for Policy Reformulation Project (1996), 19 OSCB 4258	11-724		<i>Retained and renumbered Mar 21/03</i>
OSCN	Multijurisdictional Disclosure System (1999), 22 OSCB 5701	71-701		<i>Retained and renumbered Mar 21/03</i>
OSCN	CICA Assurance Standards Board Exposure (1999), 22 OSCB 6560)	52-715		<i>Retained and renumbered Mar 21/03</i>
OSCN	Viatical Settlements (1996) 19 OSCB 4680			<i>To be retained</i>
<b>Principles of Regulation</b>				
PR	Distribution of Mutual Funds by Financial Institutions (1988), 11 OSCB 4436	33-102	Regulation of Certain Registrant Activities (2001), 24 OSCB 4409	<i>Came into Force Aug 1/01</i>
PR	Full Service and Discount Brokerage Activities in Branches of Related FIs (1988), 11 OSCB 4640	33-102	Regulation of Certain Registrant Activities (2001), 24 OSCB 4409	<i>Came into Force Aug 1/01</i>
PR	Activities of Registrants Related to Financial Institutions (1990), 13 OSCB 1779	33-102	Regulation of Certain Registrant Activities (2001), 24 OSCB 4409	<i>Came into Force Aug 1/01</i>
<b>Staff Accounting Communiqués</b>				
SAC No. 01	Staff Accounting Communiqués (1989), 12 OSCB 2457			<i>Withdrawn Mar 21/03</i>



Pre-Reformulation		Reformulation		Status as at April 30, 2003
Instrument	Title	Number	Title	
SAC No. 1	Financial Statements to be Filed According to GAAP (1989), 12 OSCB 2458	52-702		<i>Retained and renumbered Mar 21/03</i>
SAC No. 1.1	No Requirement to Provide Management Report Under CICA (1993), 16 OSCB 1080	52-706		<i>Retained and renumbered Mar 21/03</i>
SAC No. 2	Financial Statement Presentation of Corporate Financing Activities			<i>Withdrawn Mar 21/03</i>
SAC No. 3	Auditors Report on Comparative Financial Statements			<i>Withdrawn Mar 21/03</i>
SAC No. 4	Interest Accrual on Delinquent Loans			<i>Withdrawn Apr 20/01</i>
SAC No. 5	Filing Extensions for Continuous Disclosure Financial Statements	52-716		<i>Retained and renumbered Mar 21/03</i>
SAC No. 6	Income Statement Presentation	52-711		<i>Retained and renumbered Mar 21/03</i>
SAC No. 7	Financial Disclosure in Information Circulars			<i>Withdrawn Mar 21/03</i>
SAC No. 8	Accounting Basis in an Initial Public Offering (I.P.O.)	52-712		<i>Retained and renumbered Mar 21/03</i>
SAC No. 9	Pro Forma Financial Statements (1994), 17 OSCB 5207			<i>Withdrawn Apr 20/01</i>
SAC No. 10	Restructuring and Similar Charges (Including Write Downs of Goodwill) (1994), 17 OSCB 6074	52-714		<i>Retained and renumbered Mar 21/03</i>
<b>Registration Section Clarification Note</b>				
REG Note 1	Supplement to Principles of Regulation Regarding Distribution of Mutual Funds Through Branches of Financial Institutions			<i>Withdrawn Mar 21/03</i>
REG Note 2	Registration as an Investment Counsel or Portfolio Manager (IC/PM); Senior and Junior IC/PM Registration	31-502	Proficiency Requirements for Registrants (2000), 23 OSCB 5658	<i>Came into Force Aug 17/00</i>
		31-702	Ontario Securities Commission Designation of Courses Under Rule 31-502 (2000), 23 OSCB 5658	<i>Published Aug 17/00</i>
REG Note 3	Registration of Certain Employees or Independent Agents of Registered Dealers: Recommendations for Supervision of Qualifiers	31-706		<i>Retained and renumbered Mar 21/03</i>
REG Note 4	New Procedures for Approving and Recording Amendments to Registration of Dealers and Advisers	33-109	Registration Information Requirements (under the Securities Act) (2002), 25 OSCB 3475	<i>Came into Force Feb 21/03</i>
<b>Interpretation Note</b>				
Interpretation Note 1	Distribution of Securities Outside Ontario (1983), 6 OSCB 228	72-101	Distributions Outside of the Local Jurisdiction (2000), 23 OSCB 6140	<i>Published for comment Sep 8/00</i>
Interpretation Note 2	Prospectus Disclosure of Principal Holders (1983) OSCB 4536	41-501	General Prospectus Requirements (2000), 23 OSCB (SUPP) 765	<i>Came into Force Dec 31/00</i>

<b>Item Key</b>		
<b>The third digit of each instrument represents the following: 1-National/Multilateral Instrument; 2-National/Multilateral Policy; 3-CSA Notice; 4-Concept Release; 5-Local Rule; 6-Local Policy; 7-Local Notice; 8-Implementing Instrument; 9-Miscellaneous</b>		
<b>NEW INSTRUMENTS</b>		
<b>Number</b>	<b>Title</b>	<b>Status as of April 30, 2003</b>
11-201	Delivery of Documents by Electronic Means (2000), 23 OSCB 8156 (2002), 25 OSCB 5364	<b>Adopted</b> <i>Jan 1/00</i>  <b>Amendments adopted</b> <i>Feb 14/03</i>
11-301	Canadian Securities Administrators Strategic Plan 1999 - 2001	<b>Withdrawn</b> <i>Dec 21/01</i>
11-302	Withdrawal of CSA Notices (2001), 24 OSCB 7629	<b>Published</b> <i>Dec 21/01</i>
11-303	Uniform Securities Legislation Project	<b>Published</b> <i>Mar 8/02</i>
11-401	Delivery of Documents by Issuers Using Electronic Media Concept Proposal (1997), 20 OSCB 3075	<b>Published for comment</b> <i>Jun 13/97</i>
11-402	Concept Proposal for Uniform Securities Legislation – Request for Comment	<b>Published for comment</b> <i>Jan 31/03</i>
11-702	Notice re Table of Concordance (1998), 21 OSCB 31	<b>Withdrawn</b> <i>Mar 21/03</i>
11-703	Table of Concordance for the Reformulation Project (1999), 22 OSCB 3	<b>Withdrawn</b> <i>Mar 21/03</i>
11-704	Table of Concordance for the Reformulation Project (2000), 23 OSCB 193	<b>Withdrawn</b> <i>Mar 21/03</i>
11-705	Table of Concordance for the Reformulation Project (2000), 23 OSCB 4668	<b>Withdrawn</b> <i>Mar 21/03</i>
11-706	Rescission of Staff Notices (2000), 23 OSCB 6861	<b>Published</b> <i>Oct 6/00</i>
11-707	Table of Concordance for the Reformulation Project (2000), 23 OSCB 6836	<b>Withdrawn</b> <i>Mar 21/03</i>
11-708	Table of Concordance for the Reformulation Project (2001), 24 OSCB 28	<b>Withdrawn</b> <i>Mar 21/03</i>
11-709	Assignment of Notice Numbers (2001), 24 OSCB 2405	<b>Published</b> <i>Apr 20/01</i>
11-710	Withdrawal of Staff Accounting Communiqués (2001), 24 OSCB 2406	<b>Published</b> <i>Apr 20/01</i>
11-711	Table of Concordance for the Reformulation Project (2001), 24 OSCB 2078	<b>Withdrawn</b> <i>Mar 21/03</i>
11-712	Withdrawal of CSA Notices (2001), 24 OSCB 2406	<b>Published</b> <i>Apr 20/01</i>
11-713	Table of Concordance for the Reformulation Project (2001), 24 OSCB 4177	<b>Withdrawn</b> <i>Mar 21/03</i>
11-714	Table of Concordance for the Reformulation Project (2001), 24 OSCB 5978	<b>Withdrawn</b> <i>Mar 21/03</i>
11-715	Table of Concordance for the Reformulation Project (2002), 25 OSCB 267	<b>Published</b> <i>Jan 18/02</i>
11-716	Table of Concordance for the Reformulation Project (2002), 25 OSCB 2001	<b>Withdrawn</b> <i>Mar 21/03</i>

Item Key

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NEW INSTRUMENTS

Number	Title	Status as of April 30, 2003
11-717	Securities Advisory Committee -OSC Policy 11-601 (2002), 25 OSCB 2791	<i>Published</i> <i>May 17/02</i>
11-718	Table of Concordance for the Reformulation Project (2002), 25 OSCB 4637	<i>Withdrawn</i> <i>Mar 21/03</i>
11-719	A Risk-based Approach for More Effective Regulation	<i>Published</i> <i>Dec 20/02</i>
11-720	Policy Reformulation Table of Concordance and List of New Instruments	<i>Withdrawn</i> <i>Mar 21/03</i>
11-721	Policy Reformulation Table of Concordance and List of New Instruments	<i>Published</i> <i>Jan 24/03</i>
11-726	Assignment of Policy Numbers	<i>Published</i> <i>Mar 21/03</i>
11-727	Assignment of Notice Numbers	<i>Published</i> <i>Mar 21/03</i>
11-728	Withdrawal of Staff Notices	<i>Published</i> <i>Mar 21/03</i>
11-901	Concept Proposal to Revise Schedule I (Fees) to be Regulation to the Securities Act (Ontario) (2001), 24 OSCB 1971	<i>Expired</i> <i>Nov 31/01</i>
12-201	Mutual Reliance Review System for Exemptive Relief Applications (2000), 23 OSCB 5508 (2002), 25 OSCB 4375	<i>Adopted</i> <i>Jan 1/00</i>  <i>Amendments adopted</i> <i>Jul 15/02</i>
12-302	National Policy 12-201 Mutual Reliance Review System ("MRRS") for Exemptive Relief Applications ("ERA")  ERA and Applications for Approval or Exemptions under National Policy No. 39 "Mutual Funds" ("NP 39") (1999), 23 OSCB 7238	<i>Published</i> <i>Nov 19/99</i>
12-303	Exemptive Relief Applications and Year End (1999), 23 OSCB 5877	<i>Published</i> <i>Sep 17/99</i>
12-304	Mutual Reliance Review System for Exemptive Relief Applications - Frequently Occurring Issues (2000), 23 OSCB 5508	<i>Published</i> <i>Aug 11/00</i>
12-305	Exemptive Relief Application and Year End	<i>Withdrawn</i> <i>Dec 21/01</i>
12-306	Exemptive Relief Application and Year End(2001), 24 OSCB 5763	<i>Expired</i> <i>Dec 31/01</i>
12-401	National Application System Concept Proposal (1998), 21 OSCB 621	<i>Published for comment</i> <i>Jan 30/98</i> <i>(extended Jul 3/98)</i>
12-602	Deeming an Issuer from Certain Other Canadian Jurisdictions to be a Reporting Issuer in Ontario (2001), 24 OSCB 3913	<i>Came into Force</i> <i>Jun 27/01</i>
12-702	Applications to be Deemed a Reporting Issuer in Ontario Orders Required by Year End (2001), 24 OSCB 6260	<i>Expired</i> <i>Dec 31/01</i>

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<b>NEW INSTRUMENTS</b>		
<b>Number</b>	<b>Title</b>	<b>Status as of April 30, 2003</b>
12-703	Format of Applications to the Director under Section 83 of the Act	<i>Published Apr 25/03</i>
13-101	SEDAR (Electronic Filing) Rule (1996), 19 OSCB 6858 (1999), 22 OSCB 5276 (2002), 25 OSCB 6326	<i>Came into Force Dec 17/96</i>  <i>Amendment Came into Force Aug 27/99</i>  <i>Amendments published for comment Sep 20/02</i>  <i>Amendments published for comment Jan 31/03</i>
13-301	SEDAR - Use of Incorrect Document Formats	<i>Withdrawn Apr 20/01</i>
13-302	Notice of Changes to SEDAR Filer Software	<i>Withdrawn Apr 20/01</i>
13-303	SEDAR Operational Changes	<i>Withdrawn Apr 20/01</i>
13-304	Changes to SEDAR Filing Service Charges (2001), 24 OSCB 2777	<i>Withdrawn Apr 20/01</i>
13-305	SEDAR Changes for Mutual Reliance Review Systems for Prospectuses and AIFs	<i>Withdrawn Apr 20/01</i>
13-306	Guidance for SEDAR Users (2001), 24 OSCB 2777	<i>Published May 4/01</i>
13-307	Notice of Amendments to the SEDAR Filer Manual (2001), 24 OSCB 5112	<i>Published Aug 24/01</i>
13-308	Increases to SEDAR Annual Filing Service Charges (2001), 24 OSCB 7112	<i>Published Nov 30/01</i>
13-310	Securities Regulatory Authority Closed Dates 2002/03 (2002), 25 OSCB 2626	<i>Published May 10/02</i>
13-311	Changes to SEDAR Annual Filing Service Charges	<i>Published Apr 11/03</i>
13-312	Securities Regulatory Authority Closed Dates 2003	<i>Published Mar 14/03</i>
13-401	Request for Changes, Additions or Improvements for a Revised SEDAR System	<i>Withdrawn Dec 21/01</i>
13-501	Payment of Fees (1998), 21 OSCB 2925	<i>Came into Force May 5/98</i>
13-502	Fees (2002), 25 OSCB 4067	<i>Came into Force Mar 31/03</i>
13-701	SEDAR Filings and Year 2000 Contingency Plans (1999), 22 OSCB 8281	<i>Published Dec 24/99</i>
13-702	Processing Prospectuses Before Year-End (2001), 24 OSCB 5764	<i>Expired Dec 31/01</i>

## Item Key

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## NEW INSTRUMENTS

Number	Title	Status as of April 30, 2003
13-703	Implementation of Final Rule 13-502 Fees – FAQs	<i>Published Mar 14/03</i>
14-101	Definitions (1997), 20 OSCB 1727 (1999), 22 OSCB 4069 (2001), 24 OSCB 5825	<i>Came into Force Apr 1/97</i>  <i>Amendment Came into Force Jul 1/99</i>  <i>Amendments Came into Force Dec 31/02</i>
14-501	Definitions (1997), 20 OSCB 4054 (1999), 22 OSCB 1173	<i>Came into Force Jul 29/97</i>  <i>Amendment Came into Force Feb 13/99</i>
15-702	Credit for Cooperation (2002), 25 OSCB 3949	<i>Published Jun 28/02</i>
21-101	Marketplace Operation (2001), 24 OSCB 6591	<i>Came into Force Dec 1/01</i>
21-301	Canadian Venture Exchange	<i>Published Nov 26/99</i>
21-302	Confidentiality of NI 21-101 Market Place Operation – Forms	<i>Published Jan 24/03</i>
21-901	Recognition Order - In the Matter of the Recognition of Certain Stock Exchanges (1997), 20 OSCB 1034 - Amendment (2000), 23 OSCB 6984	<i>Came into Force Aug 29/00</i>
23-101	Trading Rules (2001), 24 OSCB 6591	<i>Came into Force Dec 1/01</i>
23-301	Electronic Audit Trails – Joint Notice of the Staff of the Canadian Securities Administrators, Market Regulation Services Inc., Bourse de Montréal Inc., and the Investment Dealers Association	<i>Published Mar 28/03</i>
23-401	Proposed Universal Market Integrity Rules of TSE RS and CDNX – Request for Comment	<i>Published for comment Apr 20/01</i>
23-501	Designation as Market Participant (2001), 24 OSCB 6591	<i>Came into Force Dec 1/01</i>
23-502	Reported Market (2000), 23 OSCB (SUPP) 411	<i>Published for comment Jul 28/00</i>
31-102	National Registration Database (under the Securities Act) (2002), 25 OSCB 3405	<i>Came into Force Feb 3/03</i>
31-301	The Year 2000 Challenge	<i>Withdrawn Apr 20/01</i>
31-302	Securities Industry Contingency Planning	<i>Withdrawn Apr 20/01</i>
31-303	System Changes for Market Participants After Completion of Year 2000 Testing	<i>Withdrawn Apr 20/01</i>

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**NEW INSTRUMENTS**

<b>Number</b>	<b>Title</b>	<b>Status as of April 30, 2003</b>
31-304	Year 2000: Backup of Records	<i>Withdrawn Apr 20/01</i>
31-305	Registration Streamlining System (2002), 25 OSCB 6198	<i>Published Sept 20/02</i>
31-306	National Registration Database (NRD) - NRD to Launch March 31, 2003	<i>Published Oct 11/02</i>
31-307	National Registration Database (NRD) Enrolment and User Fees	<i>Published Feb 7/03</i>
31-401	Registration Forms Relating to the National Registration Database	<i>Withdrawn Dec 21/01</i>
31-402	Registration Forms Relating to the National Registration Database (2001), 24 OSCB 4039	<i>Expired Jan 6/02</i>
31-501	Registrant Relationships - Amendments (1998), 21 OSCB 3902	<i>Came into Force Mar 31/03</i>
31-502	Proficiency Requirements for Registrants – Amendments	<i>Published for comment Dec 20/02</i>
31-504	Applications for Registration - Amendments (1998), 21 OSCB 3902	<i>Came into Force Feb 21/03</i>
31-505	Conditions of Registration (1999) 22 OSCB 731	<i>Came into Force Dec 23/98</i>  <i>Amendments published for comment Dec 20/02</i>
31-506	SRO Membership - Mutual Fund Dealers (2001), 24 OSCB 2333	<i>Came into Force Apr 23/01</i>
31-507	SRO Membership Securities Dealers (2000), 23 OSCB 5657	<i>Came into Force Dec 1/00</i>
31-508	Permanent Registration System (1998), 21 OSCB 4067	<i>Published for comment Jun 26/98 (replaced by 33- 108)</i>
31-509	National Registration Database (under the Commodity Futures act) (2002), 25 OSCB 3443	<i>Came into Force Feb 3/03</i>
31-703	Year 2000	<i>Withdrawn Oct 6/00</i>
31-704	Application for Registration and Year 2000	<i>Withdrawn Oct 6/00</i>
31-705	Common Renewal Date (2002), 25 OSCB 2627	<i>Published May 10/02</i>
32-501	Direct Purchase Plans (2001), 25 OSCB 5919	<i>Came into Force Oct 4/01</i>
32-502	Registration Exemption for Certain Trades by Financial Intermediaries - Amendment (1998), 21 OSCB 2315	<i>Came into Force Apr 9/98</i>
32-503	Registration and Prospectus Exemption for Trades by Financial Intermediaries in Mutual Fund Securities to Corporate Sponsored Plans - Amendment (1998), 21 OSCB 2315	<i>Came into Force Apr 9/98</i>

## Item Key

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

## NEW INSTRUMENTS

Number	Title	Status as of April 30, 2003
32-701	Processing of Equity and Fixed Income Trades by Financial Institutions and Mutual Fund Dealers (1999), 23 OSCB 7091	<i>Published Nov 12/99</i>
32-702	Applications for Exemption from the Time Limits on Completion of Courses and Previous Registrations (2001), 24 OSCB 5762	<i>Published Sep 28/01</i>
33-106	Year 2000 Preparation Reporting	<i>Revoked Jul 18/99</i>
33-107	Proficiency Requirements for Registrants Holding Themselves Out as Providing Financial Planning Advice (1999), 22 OSCB 7647 (2001), 24 OSCB 1005	<i>Published for comment Dec 3/99 Republished for comment Feb 16/01</i>
33-108	Permanent Registration (2001), 24 OSCB 1671	<i>Published for comment Mar 16/01</i>
33-301	National Instrument 33-106 - Year 2000 Preparation Reporting	<i>Withdrawn Apr 20/01</i>
33-302	National Instrument 33-106 Non-Compliant Registered Firms and Possible Terms and Conditions	<i>Withdrawn Apr 20/01</i>
33-303	Trust Accounts for Mutual Fund Securities	<i>Withdrawn Dec 21/01</i>
33-304	CSA Distributions Structures Committee Position Paper (1999), 22 OSCB 5257	<i>Published Aug 27/99</i>
33-305	Sale of Insurance Products by Dually Employed Salespersons (2000), 23 OSCB 8	<i>Published Jan 7/00</i>
33-306	Date of National Registration Database (NRD) Freeze Period	<i>Published Feb 7/03</i>
33-401	Canadian Capital Markets Association - T+1 White Paper (2001), 24 OSCB 2069	<i>Expired Nov 8/01</i>
33-402	Joint Forum Requests Comments on Principles and Practices for the Sale of Products and Services in the Financial Sector	<i>Published for comment Mar 7/03</i>
33-505	Permanent Registration (Commodity Futures Act) (2001), 24 OSCB 1675	<i>Published for comment Mar 16/01</i>
33-506	Registration Information Requirements (under the Commodity Futures Act) (2002), 25 OSCB 3515	<i>Came into Force Feb 21/03</i>
33-704	List of Non-Complying Ontario Registered Firms Under National Instrument 33-106	<i>To be withdrawn</i>
33-705	List of Non-Complying Ontario Registered Firms Under National Instrument 33-106	<i>Withdrawn Oct 6/00</i>
33-706	List of Non-Complying Ontario Registered Firms Under National Instrument 33-106	<i>Withdrawn Oct 6/00</i>
33-707	List of Non-Complying Ontario Registered Firms Under National Instrument 33-106	<i>Withdrawn Oct 6/00</i>
33-708	List of Non-Complying Ontario Registered Firms Under National Instrument 33-106	<i>Withdrawn Oct 6/00</i>
33-709	List of Non-Complying Ontario Registered Firms Under National Instrument 33-106	<i>Withdrawn Oct 6/00</i>

## Item Key

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

## NEW INSTRUMENTS

Number	Title	Status as of April 30, 2003
33-710	List of Non-Compliant Ontario Registered Firms Under National Instrument 33-106	<i>Withdrawn Oct 6/00</i>
33-711	List of Non-Compliant Ontario Registered Firms Under National Instrument 33-106	<i>Withdrawn Oct 6/00</i>
33-712	Processing of Equity and Fixed Income Trades by Financial Institutions and Mutual Fund Dealers (1999), 22 OSCB 7091	<i>Published Nov 12/99</i>
33-713	Registrant Regulatory Filings (2000), 23 OSCB 3512	<i>Published May 19/00</i>
33-718	Networking Applications (2000), 23 OSCB 245	<i>Published Jan 14/00</i>
33-719	Registration Renewal and Permanent Registration (2001), 24 OSCB 4514	<i>Published Jul 27/01</i>
33-720	2001 National Compliance Review (NCR) (2002), 25 OSCB 5063	<i>Published Aug 2/02</i>
33-721	CSA/OSC STP Readiness Assessment Survey	<i>Published Feb 21/03</i>
35-101	Conditional Exemption from Registration for United States Broker - Dealers and Agents (2000), 23 OSCB 8511	<i>Came into Force Jan 1/01</i>
35-301	Conditional Exemption from Registration for United States Broker-Dealers and Agents (1999), 22 OSCB 4319	<i>Published Jul 16/99</i>
35-502	Non-resident Advisers – Amendments	<i>Came into Force Feb 21/03</i>
41-301	The Year 2000 Challenge - Disclosure Issues	<i>Withdrawn Apr 20/01</i>
41-303	Harmonization of Prospectus Requirements Across the CSA (2002), 25 OSCB 2203	<i>Published Apr 19/02</i>
41-502	Prospectus Requirements for Mutual Funds (2001), 24 OSCB 2474	<i>Came into Force Apr 5/01</i>
41-601	Capital Pool Companies (2002), 25 OSCB 3315	<i>Came into Force June 15/02</i>
42-301	Dual Reporting of Financial Information (2000), 23 OSCB 905	<i>Published Feb 11/00</i>
43-201	Mutual Reliance Review System for Prospectus and Initial AIFs - Amendments (2002), 25 OSCB 487	<i>Adopted Jan 25/02</i>
43-301	CSA Mining Technical Advisory and Monitoring Committee	<i>Withdrawn Dec 21/01</i>
43-302	Frequently Asked Questions re National Instrument 43-101 Standards of Disclosure for Mineral Projects (2001), 24 OSCB 6250 (2003), 26 OSCB 506	<i>Published Oct 19/01 Revised and published Jan 24/03</i>
43-303	Frequently Asked Questions re National Instrument 43-101 Standards of Disclosure for Mineral Projects (Revised February 8, 2002) (2002), 25 OSCB 811	<i>Published Feb 8/02</i>
43-304	Prospectus Filing Matters - Arthur Andersen LLP Consent (2002), 25 OSCB 3955	<i>Published Jun 28/02</i>
43-701	OSC Staff Notice Regarding National Instrument 43-101 (2001), 24 OSCB 708	<i>Published Feb 2/01</i>



**Item Key**

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

**NEW INSTRUMENTS**

<b>Number</b>	<b>Title</b>	<b>Status as of April 30, 2003</b>
43-702	Review Time Frames for "Equity Line" Short Form Prospectuses (2001), 23 OSCB 4514	<i>Published Jul 27/01</i>
44-301	Frequently Asked Questions Regarding the New Prospectus Rules (2002, 35 OSCB 1465)	<i>Published Mar 15/02</i>
44-401	CSA Notice and Request for Comment: Concept Proposal for an Integrated Disclosure System (2000), 23 OSCB 633	<i>Published for comment Jan 28/00</i>
45-102	Resale of Securities (2001), 24 OSCB 7029	<i>Came into Force Nov 30/01</i>  <i>Amendments published for comment Jan 31/03</i>
45-105	Trades to Employees, Executives, Senior Officers, Directors, and Consultants	<i>Published for comment Nov 1/02</i>
45-301	Implementation of Multilateral Instrument 45-102 Resale of Securities (2001), 24 OSCB 7110	<i>Published Nov 30/01</i>
45-302	Frequently Asked Questions Regarding the New Resale Rules (2002), 25 OSCB 3951	<i>Published Jun 28/02</i>
45-501	Exempt Distributions - Amendments (2001), 24 OSCB 7011	<i>Came into Force Nov 30/01</i>  <i>Amendments published for comment Jan 31/03</i>  <i>Proposed rescission published for comment Apr 18/03</i>  <i>Amendment and restatement published for comment Apr 18/03</i>
45-502	Dividend or Interest Reinvestment and Stock Dividend Plans - Amendments (2001), 24 OSCB 5567	<i>Came into Force Dec 1/02</i>
45-503	Trades to Employees, Executives and Consultants - Amendments (2001), 24 OSCB 5567	<i>Came into Force Dec 1/02</i>
45-504	Prospectus Exemption for Distributions of Securities to Portfolio Advisers on Behalf of Fully Managed Accounts	<i>Repealed Nov 30/01</i>
45-701	Paragraph 35(2)14 of the Securities Act (Ontario) (2000), 23 OSCB 7589	<i>Published Nov 10/00</i>
45-702	Frequently Asked Questions regarding OSC Rule 45-501 Exempt Distributions (2002), 25 OSCB 1716	<i>Published Mar 29/02</i>

<b>Item Key</b>		
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<b>NEW INSTRUMENTS</b>		
<b>Number</b>	<b>Title</b>	<b>Status as of April 30, 2003</b>
45-703	Filing and Delivery Information	<i>Published May 31/02</i>
45-704	Small Business Advisory Committee (2002), 25 OSCB 4207	<i>Published Jul 5/02</i>
45-801	Implementing MI 45-105 Trades to Employees, Senior Officers, Directors, and Consultants	<i>Published for comment Nov 1/02</i>
46-201	Escrow for Initial Public Offerings (2002), 25 OSCB 4035	<i>Adopted Jun 30/02</i>
46-301	Escrows - Proposal for Uniform Terms of Escrow Applicable to Initial Public Distributions	<i>Withdrawn Jun 30/02</i>
46-302	Consent to Amend Existing Escrow Agreements	<i>Withdrawn Jun 30/02</i>
47-201	The Use of the Internet and Other Electronic Means of Communication to Facilitate Trading in Securities (2000), 23 OSCB 8062	<i>Adopted Jan 1/00</i>
48-701	Notice of Lapse of SEC No-Action Letter regarding US Trading Rules and MJDS Transactions (1997), 20 OSCB 3307	<i>Published Jun 27/97</i>
51-201	Disclosure Standards (2002), 25 OSCB 4459	<i>Adopted Jul 12/02</i>
51-301	Conversion of Corporate Issuers to Trusts (1997), 20 OSCB 5134	<i>Published Oct 10/97</i>
51-302	The Year 2000 Challenge - Disclosure Issues	<i>Withdrawn Apr 20/01</i>
51-303	CSA Follow-up of Inadequate Year 2000 Disclosure	<i>Withdrawn Apr 20/01</i>
51-304	Report on Staff's Review of Executive Compensation Disclosure	<i>Published Nov 8/02</i>
51-305	Canadian Capital Markets Association – Corporate Actions and Other Entitlements White Paper – October 2002	<i>Published Nov 29/02</i>
51-306	Status of Proposed Continuous Disclosure	<i>Published Jan 24/03</i>
51-401	CSA Notice and Request for Comment: Concept Proposal for an Integrated Disclosure System (2000), 23 OSCB 633	<i>Published for comment Jan 28/00</i>
51-501	Annual Information Form and Management's Discussion and Analysis of Financial Condition and Results of Operation - Amendments (2001), 24 OSCB 7417	<i>Came into Force Dec 31/01</i>
51-503	Supplementary SEC Filings (2001), 24 OSCB 6083	<i>Published for comment Oct 12/01</i>
51-603	Reciprocal Filings (2001), 24 OSCB 6083	<i>Proposed rescission published for comment Oct 12/01</i>
51-703	Implementation of Reporting Issuer Continuous Disclosure Review Program (2000), 23 OSCB 4123	<i>Published Jun 16/00</i>

**Item Key**

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**NEW INSTRUMENTS**

<b>Number</b>	<b>Title</b>	<b>Status as of April 30, 2003</b>
51-705	Notice of Commission Intention to Allow Rule to Lapse: In the Matter of Certain Trades in Securities of Junior Resource Issuers ((2001), 24 OSCB 3584	<b>Published Jun 15/01</b>
51-706	Continuous Disclosure Review Program Report - November 2001 (2001), 24 OSCB 6842	<b>Published Nov 16/01</b>
51-707	OSC Continuous Disclosure Advisory Committee (2002), 25 OSCB 2489	<b>Published May 3/02</b>
51-708	Continuous Disclosure Program Report (2002), 25 OSCB 5555	<b>Published Aug 16/02</b>
51-709	Refiling Documents as a Result of Regulatory Reviews	<b>To be withdrawn</b>
51-711	Refiling Documents as a Result of Regulatory Reviews	<b>Published Jan 3/03</b>
51-901	Report of the Toronto Stock Exchange Committee on Corporate Disclosure and Proposed Changes to the Definitions of "Material Fact" and "Material Change" (1997), 20 OSCB 5751	<b>Published Nov 7/97</b>
51-902	Proposal for a Statutory Civil Remedy for Investors in the Secondary Market (1998), 21 OSCB 3335	<b>Published for comment May 29/98</b>
52-302	Dual Reporting of Financial Information (2000), 23 OSCB 905	<b>Published Feb 11/00</b>
52-303	Non-GAAP Earnings Measures (2002), 25 OSCB 112	<b>Published Jan 11/02</b>
52-304	Application of National Policy statement 31 - <i>Change of Auditor of a Reporting Issuer</i> and National Instrument 81-102 <i>Mutual Funds</i> for Reporting Issuers with Arthur Andersen LLP - Canada as their former auditor (2002), 25 OSCB 5552	<b>Published Aug 16/02</b>
52-401	Financial Reporting in Canada's Capital Markets (2001), 24 OSCB 1678	<b>Expired Dec 30/01</b>
52-501	Financial Statements (2000), 23 OSCB 8372 (2001), 24 OSCB 6088	<b>Came into Force Dec 12/00 (replaces s. 7 to 11 of the Regulation)</b>  <b>Amendments published for comment Oct 12/01</b>
52-701	Initial Report on Staff's Review of Revenue Recognition	<b>Published March 9/01</b>
52-708	Staff Accounting Communiqué - Initial Offering Costs of Closed-End Investment Funds (1997) 20 OSCB 6414	<b>To be withdrawn upon NI 81-106 coming into force</b>
52-709	Income Statement Presentation of Goodwill Charges (2000), 23 OSCB 1130	<b>Published Feb 18/00</b>
52-713	Report on Staff's Review of Interim Financial Statements and Interim Management's Discussion and Analysis - February 2002 (2002), 25 OSCB 1201	<b>Published Mar 1/02</b>
52-715	CICA Assurance Standards Board Exposure (1999) 22 OSCB 6560	<b>Renumbered Mar 21/03</b>
53-301	CSA Notice - Task Force on Civil Remedies	<b>Withdrawn Dec 21/01</b>

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**NEW INSTRUMENTS**

<b>Number</b>	<b>Title</b>	<b>Status as of April 30, 2003</b>
53-302	Proposal for a Statutory Civil Remedy for Investors in the Secondary Market and Response to the Proposed Change to the Definitions of "Material Fact" and "Material Change" (2000), 23 OSCB 7383	<i>Published Nov 10/00</i>
53-701	Staff Report on Corporate Disclosure Survey (2000), 23 OSCB 5098	<i>Published July 28/00</i>
54-301	Shareholder Communication – FAQs	<i>Published Apr 4/03</i>
55-102	System for Electronic Data on Insiders (2001), 24 OSCB 6325	<i>Came into Force Oct 29/01, except for s. 2.1, 2.2, 2.4, 3.1 and 3.2, which came into force Nov 13/01</i>
55-103	Insider Reporting for Certain Derivative Transactions (Equity Monetization)	<i>Published for comment Feb 28/03</i>
55-301	Filing Insider Reports By Facsimile and Exemption Where Minimal Connection to Jurisdiction	<i>Rescinded Nov 13/01</i>
55-302	National Instrument 55-102 System for Electronic Disclosure by Insiders (SEDI) Implementation Date Postponed	<i>Withdrawn Dec 21/01</i>
55-303	Extension of Electronic Filing and Reporting Deadlines - Issuer Profile Supplement Filing Deadline Extended to November 19, 2001 and Insider and Issuer Event Reporting Starting December 17, 2001 (2001), 24 OSCB 6535	<i>Published Nov 2/01</i>
55-304	System for Electronic Disclosure by Insiders (SEDI) - Electronic Reporting Deadlines Shifted - Insider and Issuer Event Reporting Start January 21, 2002 (2001), 24 OSCB 7628	<i>Published Dec 21/01</i>
55-305	System for Electronic Disclosure by Insiders (SEDI) - Interim Requirements for Insiders and Issuers Affected by Suspension of SEDI Operation (2002), 25 OSCB 890	<i>Published Feb 15/02</i>
55-306	Applications for Relief from the Insider Reporting Requirements by certain Vice-Presidents (2002), 25 OSCB 1577	<i>Published Mar 22/02</i>
55-307	Reminder to file paper insider reports using the correct codes (2002), 25 OSCB 1579	<i>Published Mar 22/02</i>
55-308	Questions on Insider Reporting	<i>Published Nov 15/02</i>
55-309	Re-Launch of the System for Electronic Disclosure by Insiders (SEDI) and Other Matters Relating to Insider Reporting	<i>Published Apr 11/03</i>
55-310	Questions and Answers on the System for Electronic Disclosure by Insiders (SEDI)	<i>Published Apr 25/03</i>
55-501	Insider Report Form (1996), 19 OSCB 821	<i>Revoked Nov 13/01</i>
55-502	Facsimile Filing or Delivery of Insider Reports (1998), 21 OSCB 2925	<i>Came into Force May 5/98</i>
57-301	Failing to File Financial Statements on Time - Management Cease Trade Orders (2002), 25 OSCB 1719	<i>Published Mar 29/02</i>
57-603	Defaults by Reporting Issuers in Complying with Financial Statement Filing Requirements (2001), 24 OSCB 2700	<i>Came into Force April 27/01</i>
61-301	Staff Guidance on the Practice of "Mini-Tenders" (1999), 22 OSCB 7797	<i>Published Dec 10/99</i>

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**NEW INSTRUMENTS**

<b>Number</b>	<b>Title</b>	<b>Status as of April 30, 2003</b>
61-501	Insider Bids, Issuer Bids, Going Private Transactions and Related Party Transactions – Amendments (2002), 25 OSCB 943	<b><i>Came into Force Mar 1/02</i></b>  <b><i>Published for comment Feb 28/03</i></b>
61-701	Applications for Exemptive Relief under Rule 61-501 (2000), 23 OSCB 4498	<b><i>Published Jun 30/00</i></b>
62-101	Control Block Distribution Issues (2000), 23 OSCB 1367	<b><i>Came into Force Mar 15/00</i></b>
62-102	Disclosure of Outstanding Share Data (2000), 23 OSCB 1370	<b><i>Came into Force Mar 15/00</i></b>
62-103	The Early Warning System and Related Take-over Bid and Insider Reporting Issues (2000), 23 OSCB 1372	<b><i>Came into Force Mar 15/00</i></b>
62-301	Implementation of the Zimmerman Amendments Governing the Conduct of Take-over and Issuer Bids (2001), 24 OSCB 1368	<b><i>Published Mar 2/01</i></b>
62-302	Prospectus Filing Matters - Arthur Andersen LLP Consent (2002), 25 OSCB 3955	<b><i>Published Jun 28/02</i></b>
71-301	SEC Proposed Rule: Mandated Edgar Filing for Foreign Issuers (2001), 24 OSCB 6261	<b><i>Published Oct 19/01</i></b>
72-301	Distributions Outside the Local Jurisdictions Proposed MI 72-101 (2002), 25 OSCB 1580	<b><i>Published Mar 22/02</i></b>
72-501	Prospectus Exemption for First Trade over a Market Outside Ontario (2001), 25 OSCB 5567	<b><i>Rescinded Dec 1/02</i></b>
81-101	Mutual Fund Prospectus Disclosure (2001), 24 OSCB 2680 (2002), 25 OSCB 4720	<b><i>Came into Force May 2/01</i></b>  <b><i>Amendments published for comment Jul 19/02</i></b>
81-102	Mutual Funds (2001), 24 OSCB 2680 (2002), 25 OSCB 4713	<b><i>Came into Force May 2/01</i></b>  <b><i>Amendments published for comment Jul 19/02</i></b>
81-105	Mutual Fund Sales Practices (1998), 21 OSCB 2727	<b><i>Came into Force May 1/98</i></b>
81-301	Mutual Fund Prospectus Disclosure System Concept Proposal	<b><i>Revoked</i></b>
81-302	Sales of Mutual Funds in Current RRSP Season (1997), 20 OSCB 6732	<b><i>Published Dec 12/97</i></b>
81-303	Year 2000 Disclosure for Mutual Funds	<b><i>Withdrawn Apr 20/01</i></b>
81-304	Trust Accounts for Mutual Fund Securities	<b><i>Withdrawn Dec 21/01</i></b>

<b>Item Key</b>		
<p><b>The third digit of each instrument represents the following: 1-National/Multilateral Instrument; 2-National/Multilateral Policy; 3-CSA Notice; 4-Concept Release; 5-Local Rule; 6-Local Policy; 7-Local Notice; 8-Implementing Instrument; 9-Miscellaneous</b></p>		
<b>NEW INSTRUMENTS</b>		
<b>Number</b>	<b>Title</b>	<b>Status as of April 30, 2003</b>
81-305	National Policy 12-201 Mutual Reliance Review System ("MRRS") for Exemptive Relief Applications ("ERA")  ERA and Applications for Approval or Exemptions under National Policy No. 39 "Mutual Funds" ("NP 39") (1999), 22 OSCB 7238	<i>Published Nov 19/99</i>
81-306	Disclosure by Mutual Funds of Changes in Calculation of Management Expense Ratio (2000), 23 OSCB 2486	<i>Published Apr 7/00</i>
81-308	Prospectus Filing Matters - Arthur Andersen LLP Consent (2002), 25 OSCB 3955	<i>Published Jun 28/02</i>
81-309	Application of National Policy statement 31 - <i>Change of Auditor of a Reporting Issuer</i> and National Instrument 81-102 <i>Mutual Funds</i> for Reporting Issuers with Arthur Andersen LLP - Canada as their former auditor (2002), 25 OSCB 5552	<i>Published Aug 16/02</i>
81-401	Joint Forum of Financial Market Regulators Discussion Paper Proposed Regulatory Principles for Capital Accumulation Plans (2001), 24 OSCB 3047	<i>Published for comment May 11/01</i>
81-402	A Framework for Regulating Mutual Funds and their Managers (2002), 25 OSCB 1227	<i>Published for comment Mar 1/02</i>
81-403	Consultation Paper – Rethinking Point of Sale Disclosure for Segregated Funds and Mutual Funds	<i>Published for comment Feb 14/03</i>
81-404	Joint Forum Proposed Guidelines for Capital Accumulation Plans	<i>Published for comment Apr 25/03</i>
81-704	Limited Powers of Attorney and Letters of Authorization Used in the Sale of Mutual Funds (2000), 23 OSCB 5269	<i>Published Aug 4/00</i>
81-705	Implementation of a Continuous Disclosure Review Program for Investment Funds – Investment Funds Branch	<i>Published Feb 28/03</i>
81-909	Rescission of Ontario Securities Commission Interim Policy Statement No. 11.1 Mutual Fund Trusts, Approval of Mutual Fund Trustees Pursuant to Clause 213(3)(b) of The Loan and Trust Corporations Act, 18987 (formerly Bill 116)	<i>Published Jan 14/97</i>
91-504	Over-the-Counter Derivatives (2000), 23 OSCB 8077	<i>See Notice published Dec 1/00</i>
	Non-SRO Electronic Trading Systems and Market Fragmentation (1997), 20 OSCB 2565	<i>Published for comment May 16/97; replaced by 21-101 and 23-101</i>

**1.1.4 Memorandum of Understanding with the China Securities Regulatory Commission – Approval by Ontario Minister of Finance**

**MEMORANDUM OF UNDERSTANDING WITH THE CHINA SECURITIES REGULATORY COMMISSION – APPROVAL BY ONTARIO MINISTER OF FINANCE**

On May 5, 2003 the Ontario Minister of Finance approved the Memorandum of Understanding (MOU) among the Ontario, British Columbia, Alberta and Quebec Securities Commissions and the China Securities Regulatory Commission (CSRC), dated as of March 21, 2003. In accordance with section 143.10 of the *Securities Act*, R.S.O. 1990, c. S.5, as amended, the MOU comes into effect, with respect to Ontario, on the day it is approved by the Minister.

The purpose of the MOU is to promote investor protection and the integrity of the securities and futures markets by providing a framework for cooperation, including channels of communication, and increasing mutual understanding and the exchange of regulatory and technical information. The MOU is also a necessary condition for Canadian companies to participate in joint ventures in the securities and fund management business in China. The completion of this MOU therefore opens new business opportunities in China for Canadian financial firms.

The MOU with the CSRC was published in the Bulletin on April 4, 2003. (See (2003) 26 OSCB 2636.)

Questions may be referred to:

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**1.1.5 Notice of Request for Comments - Proposed National Instrument 52-107 and Companion Policy 52-107CP Acceptable Accounting Principles, Auditing Standards and Foreign Currency**

**NOTICE OF REQUEST FOR COMMENTS**

**PROPOSED NATIONAL INSTRUMENT 52-107 AND COMPANION POLICY 52-107CP ACCEPTABLE ACCOUNTING PRINCIPLES, AUDITING STANDARDS AND FOREIGN CURRENCY**

The Commission is publishing for comment in today's Bulletin:

- National Instrument 52-107 *Acceptable Accounting Principles, Auditing Standards and Foreign Currency* (NI 52-107);
- Companion Policy 52-107CP to NI 52-107 (the Policy);
- Notice and Request for Comment regarding NI 52-107, the Policy and related amendments and revocations.

The documents are published in Chapter 6 of the Bulletin.

**1.1.6 Notice of Request for Comments - Proposed Amendments to Rule 13-502 Fees, Including Forms 13-502F1, 13-502F2, 13-502F3 and 13-502F4 and Companion Policy 13-502CP**

**NOTICE OF REQUEST FOR COMMENTS**

**PROPOSED AMENDMENTS TO  
RULE 13-502 FEES, INCLUDING  
FORMS 13-502F1, 13-502F2,  
13-502F3 AND 13-502F4 AND  
COMPANION POLICY 13-502CP**

**Request for Public Comment**

The Commission is publishing for a 90-day comment period the following materials in today's Bulletin:

- proposed amendments to Rule 13-502 – *Fees* including Forms 13-502F1, 13-502F2, 13-502F3 and 13-502F4;
- proposed amendments to Companion Policy 13-502CP - *Fees*; and

These materials are intended to amend the current Rule 13-502 – *Fees*, the current Forms 13-502F1 and F3 and the Companion Policy to current Rule 13-502, which came into effect on March 31, 2003. We request comments on the proposed amendments by **August 14, 2003**.

These materials are published in Chapter 6 of the Bulletin.

**1.1.7 Notice of Request for Comments - Proposed OSC Rule 13-503 (Commodity Futures Act) Fees, Forms 13-503F1 and 13-503F2 and Companion Policy 13-503CP Fees**

**NOTICE OF REQUEST FOR COMMENTS**

**PROPOSED ONTARIO SECURITIES COMMISSION  
RULE 13-503 (COMMODITY FUTURES ACT)  
FORMS 13-503F1 AND 13-503F2  
AND COMPANION POLICY 13-503CP  
FEES**

The Commission is publishing in today's Bulletin proposed OSC Rule 13-503 (*Commodity Futures Act*), Forms 13-503F1 and 13-503F2, and Companion Policy 13-503CP - *Fees* for comment for 90 days.

The Notice, Rule, Forms and Companion Policy are published in Chapter 6 of the Bulletin.



1.2 Notices of Hearing

1.2.1 Andrew Keith Lech - s. 127

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

AND

IN THE MATTER OF  
ANDREW KEITH LECH

NOTICE OF HEARING  
(Section 127)

**TAKE NOTICE** that the Commission will hold a hearing pursuant to section 127 of the *Securities Act*, at the offices of the Ontario Securities Commission, 20 Queen Street West, 17<sup>th</sup> Floor Hearing Room on Friday, May 16, 2003 at 10:00 a.m. or as soon thereafter as the hearing can be held:

**TO CONSIDER** whether, pursuant to section 127 of the Act, it is in the public interest for the Commission:

- (a) to extend the temporary order made May 1, 2003 until the conclusion of this hearing pursuant to s. 127(7);
- (b) at the conclusion of this hearing, to make an order pursuant to clause 2 of s. 127(1) that trading in any securities by Lech cease until further ordered by this Commission;
- (c) at the conclusion of this hearing, to make an order pursuant to clause 3 of s. 127(1) that any exemptions contained in Ontario securities law do not apply to Lech until further ordered by this Commission; and
- (d) to make such other order as the Commission considers appropriate.

**BY REASON OF** the allegations set out in the Statement of Allegations dated May 7, 2003 and such additional allegations as counsel may advise and the Commission may permit;

**AND TAKE FURTHER NOTICE** that any party to the proceeding may be represented by counsel at the hearing;

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

May 7, 2003.

"John Stevenson"

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

AND

IN THE MATTER OF  
ANDREW KEITH LECH

STATEMENT OF ALLEGATIONS  
OF STAFF OF THE ONTARIO SECURITIES  
COMMISSION

Staff of the Ontario Securities Commission make the following allegations:

**Background**

1. Andrew Keith Lech is an individual residing in Peterborough, Ontario.
2. Lech was registered with the Commission between April 10, 1987 and June 15, 1987 as a salesperson with B.M. Young & Partners Securities Inc. His registration was restricted to soliciting expressions of interest only from prospective clients to receive company advertising.
3. Lech has never been registered with the Commission in any other capacity at any other time.

**Lech's Investment Activities**

4. From at least 1988 to present, Lech has been soliciting and collecting funds for investment purposes from individuals residing in Ontario.
5. Lech also uses other individuals to collect investor funds on his behalf (the "Intermediaries").
6. Lech represents to the individuals and to the Intermediaries that he will invest these funds on their behalf. He represents that the funds will be invested in securities, including options in the form of puts and calls.
7. Lech further represents that he will provide a guaranteed rate of return on these investments. He has promised rates which vary between 15% and 40%, as well as a guaranteed return of principal.
8. The Intermediaries repeat Lech's representations to potential investors. After receiving investor funds, the Intermediaries issue promissory notes for the sums provided. The promissory notes are countersigned by Lech.
9. Lech has collected at least \$25 million from at least 150 individuals in this manner. At least one Intermediary operates in the United States and

has collected at least an additional US\$ 20 million from at least 180 individuals in that country.

**Violations of the *Securities Act***

10. Lech's conduct, as described above, constitutes trading in securities without registration, contrary to section 25 of the *Securities Act*.
11. Lech's conduct, as described above, constitutes advising in securities without registration, contrary to section 25 of the *Securities Act*.
12. Lech is making representations concerning the future value of securities with the intention of effecting a trade in such securities, contrary to section 38(2) of the *Securities Act*.
13. Lech's conduct, as described above, constitutes a distribution of securities conducted without a prospectus, contrary to section 53 of the *Securities Act*.

**Conduct Contrary to the Public Interest**

14. Lech's conduct, as described above, is contrary to the public interest.
15. Lech is failing to provide adequate disclosure to his investors concerning his investment activities, including failing to specify how and where their funds are invested, and any risks associated with their investments.
16. Lech is failing to deal fairly, honestly and in good faith with his investors.
17. Such additional allegations as Staff may advise and the Commission may permit.

May 7, 2003.

1.3 News Releases

1.3.1 OSC Issues Reasons for Decision in the Matter of Meridian Resources Inc. and Steven Baran

FOR IMMEDIATE RELEASE  
May 7, 2003

OSC ISSUES REASONS FOR DECISION  
IN THE MATTER OF  
MERIDIAN RESOURCES INC. AND STEVEN BARAN

**TORONTO** – The Ontario Securities Commission, through its independent tribunal, yesterday issued its Reasons for Decision in the matter of Meridian Resources Inc. and Steven Baran. The hearing took place on February 24, 2003.

The allegations relate to the conduct of Meridian and Baran during 1999. During the material time, Staff allege that Baran and Meridian acted contrary to the public interest by engaging in conduct which constituted "trading" in securities without being registered, by making representations that are prohibited, by stating in a letter that he would refund the purchase price of Meridian shares and failing to file reports of insider trading, within the required time period, as his ownership of Meridian shares changed.

The Commission held that Staff established each of its allegations and that "the terms of the transactions were abusive of the capital markets." In its Reasons, the Commission found that:

1. Baran needed to be registered to sell his shares or needed an exemption, such as the trading solely through a registered dealer exemption. Meridian was also required to be registered, even if it was acting as agent for Baran in selling shares. They were not registered and had no exemption available.
2. Meridian co-operated with Baran to facilitate the transactions and acted contrary to the public interest.
3. Baran, with Meridian's assistance, acted without regard for and with little understanding of the Act.
4. Baran's conduct as a director and officer of Meridian showed a careless disregard or a fundamental lack of understanding of the basic roles of an officer and a director of a reporting issuer and of the need to carefully delineate the activities of a corporation from those of the persons who control it. This indifference or lack of understanding are principal reasons why the Commission believed it was necessary for preventive and protective purposes that Baran not be a director or officer of a reporting issuer for a period of time. In addition, his failure to carefully delineate between the activities and the role of

Meridian and his role in selling his shares to the investors were reasons for a cease trade order.

As a result, the Commission ordered:

- i) Meridian and Baran cease trading for a period of 5 years. Meridian must not trade in any securities of Meridian. Baran must not trade in securities of any reporting issuer in which Baran, his wife, any of his children, and any other person with whom Baran has an agreement or understanding in respect of investment in the reporting issuer, individually or considered together, hold more than 5% of any class of securities;
- ii) Meridian and Baran be reprimanded;
- iii) Baran resign all positions that he holds as an officer or director of a reporting issuer; and,
- iv) Baran be prohibited from becoming or acting as a director or officer of a reporting issuer for 7 years.

Copies of the Reasons for Decision are available at [www.osc.gov.on.ca](http://www.osc.gov.on.ca).

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

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

**1.3.2 OSC Alleges Andrew Keith Lech Involved in  
\$25 Million Investment Scheme**

**FOR IMMEDIATE RELEASE  
May 8, 2003**

**OSC ALLEGES ANDREW KEITH LECH INVOLVED IN  
\$25 MILLION INVESTMENT SCHEME**

**TORONTO** – On May 7, 2003, the Ontario Securities Commission issued a Notice of Hearing and a Statement of Allegations against Andrew Keith Lech. Lech is an individual residing in Peterborough, Ontario.

On May 1, 2003 the Commission issued a temporary order prohibiting Lech from trading in securities. The Notice of Hearing announces that the Commission will hold a hearing on Friday, May 16, 2003 to determine whether the temporary order should be extended.

Staff of the Commission allege that Lech:

- has been soliciting and collecting funds for investment purposes from individuals both in Ontario and the United States;
- uses other individuals to collect investor funds on his behalf;
- represents to investors that he will invest their funds in securities, and offers a guaranteed rate of return on the investment, as well as a guaranteed return of principal; and
- has collected at least \$25 million in this manner, as well as a further US\$20 million from investors in the United States.

Staff also allege that Lech has been trading and advising in securities without registration, making impermissible representations concerning securities, and conducting an illegal distribution of securities. They further allege that he is failing to provide adequate disclosure to investors concerning his investment activities, including failing to specify how and where their funds are invested, and any risks associated with their investment.

The Commission has also issued a number of Directions requiring banks to hold the contents of bank accounts which appear to be associated with Lech's investment activities. To date, Directions have been issued against bank accounts held in Lech's name, as well as in the names of Daniel Shuttleworth, Dennis Yacknowiec, Gary McNaughton and Richard Gordon. These Directions have all been continued by the Superior Court of Justice until June 5, 2003.

Copies of the Notice of Hearing and Statement of Allegations are available on the Commission's website at [www.osc.gov.on.ca](http://www.osc.gov.on.ca).

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

**For Investor Inquiries:** OSC Contact Centre  
416-593-8314  
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**1.3.3 CSA News Release - Regulators Survey  
Industry's Straight-Through Processing  
Readiness**

**May 11, 2003**

**REGULATORS SURVEY INDUSTRY'S STRAIGHT-  
THROUGH PROCESSING READINESS**

**Calgary** – The Canadian Securities Administrators (CSA) are surveying the ability of market participants to use electronic rather than manual processing interfaces in-house as well as with other firms in the industry. Firms are asked to respond to an online survey of their Straight-Through Processing (STP) readiness between May 9 and May 30, 2003.

"As regulators, we have a responsibility to ensure Canada's capital markets are equipped to meet the industry's future needs and to continue to match global competitors' achievements," said Stephen Sibold, Chair of the CSA and of the Alberta Securities Commission. "Straight-Through Processing is a crucial requirement of our market's future. It requires all industry players, large and small, to remove the manual and redundant systems and processes from the entire lifecycle of a securities transaction. For that reason, we are probing the industry's readiness with an online survey of STP preparedness."

The objectives of the survey are to:

- assess the degree of support for in-house initiatives required for STP;
- identify the relative significance of the issues that need to be addressed to achieve STP;
- assess the current commitment of resources to STP; and
- provide a baseline against which to measure progress towards STP through subsequent surveys.

**Industry Initiative**

The Canadian Capital Markets Association (CCMA), an organization founded in 2000 by participants in the Canadian financial services industries to identify and recommend ways to meet the challenges and opportunities faced by our capital markets, is promoting STP strategies among market participants. The CCMA's STP milestones show interim goals in 2004, with the final milestone being the achievement of STP by mid-2005.

The CSA is an umbrella organization for the 13 securities regulators of Canada's provinces and territories to coordinate and harmonize regulation of the Canadian capital markets.

**Media relations contacts:**

B.C. Securities Commission  
Andrew Poon  
604-899-6880  
1-800-373-6393 (B.C. & Alberta only)  
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Alberta Securities Commission  
Joni Delaurier  
403-297-4481  
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Manitoba Securities Commission  
Ainsley Cunningham  
204-945-4733  
1-800-655-5244 (Manitoba only)  
[www.msc.gov.mb.ca](http://www.msc.gov.mb.ca)

Ontario Securities Commission  
Eric Pelletier  
416-595-8913  
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[www.osc.gov.on.ca](http://www.osc.gov.on.ca)

Commission des valeurs mobilières du Québec  
Barbara Timmins  
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N.B. Securities Administration Branch  
Christina Taylor  
506-658-3060  
1-866-933-2222 (New Brunswick only)  
[www.investor-info.ca](http://www.investor-info.ca)

Nova Scotia Securities Commission  
Nick Pittas  
902-424-7768  
[www.gov.ns.ca/nssc](http://www.gov.ns.ca/nssc)

Securities Commission of Newfoundland and Labrador  
Susan W. Powell  
709-729-4875  
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Registrar of Securities  
Department of Justice/Government of the Northwest  
Territories  
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## Chapter 2

# Decisions, Orders and Rulings

### 2.1 Decisions

#### 2.1.1 Concord Pacific Group Inc. - MRRS Decision

##### Headnote

Mutual Reliance Review System for Exemptive Relief Applications – Issuer has 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 AND  
NOVA SCOTIA**

**AND**

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

**AND**

**IN THE MATTER OF  
CONCORD PACIFIC GROUP INC.**

**MRRS DECISION DOCUMENT**

**WHEREAS** the local securities regulatory authority or regulator (the "Decision Maker") in Alberta, Saskatchewan, Ontario and Nova Scotia (the "Jurisdictions") has received an application from Concord Pacific Group Inc. (the "Issuer") for a decision under the securities legislation of the Jurisdictions (the "Legislation") that the Issuer be deemed to cease to be a reporting issuer in each of the Jurisdictions;

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

**AND WHEREAS** the Issuer has represented to the Decision Makers that:

1. The Issuer is a corporation formed by amalgamation under the *Canada Business Corporations Act*.
2. The Issuer's head office is located at Suite 900, 1095 West Pender Street, Vancouver, British Columbia, V6E 2M6.

3. The Issuer is authorized to issue an unlimited number of common shares ("Common Shares") and an unlimited number of preferred shares ("Preferred Shares").
4. There are no issued and outstanding Preferred Shares in the capital of the Issuer.
5. As at January 24, 2003, there were 34,895,526 issued and outstanding Common Shares in the capital of the Issuer.
6. On November 8, 2002, Adex Securities Inc. ("Adex") mailed to the shareholders of the Issuer a cash tender offer (the "Offer") and take over bid circular, pursuant to which Adex offered to purchase at least 2,000,000 Common Shares in the capital of the Issuer at \$2.75 per share and all of the Common Shares of the Issuer at \$3.25 per share if at least 10,000,000 Common Shares were tendered to the Offer.
7. At the time of the Offer, Adex owned 15,289,601 Common Shares in the capital of the Issuer, representing approximately 45.1% of the outstanding shares.
8. On December 9, 2002, Adex increased its offer price from \$3.25 per share to \$3.40 per share if at least 10,000,000 Common Shares were tendered to the Offer and extended the Offer to remain open until 9:00 a.m. on December 20, 2002.
9. On December 20, 2002, Adex announced that approximately 18,035,410 Common Shares of the Issuer (representing approximately 52% of the issued and outstanding Common Shares) had been deposited and taken up under the Offer.
10. On January 24, 2003, Adex acquired the remaining 1,570,515 Common Shares in the capital of the Issuer not already deposited under its Offer, under the compulsory acquisition provisions of the *Canada Business Corporations Act* (such shares representing approximately 4.5% of the issued and outstanding Common Shares of the Issuer).
11. Adex owns 34,895,526 Common Shares in the capital of the Issuer, representing 100% of the issued and outstanding Common Shares.
12. The Issuer does not have any outstanding debt securities which it has distributed to the public as the only debt instruments of the Issuer that are outstanding are mortgage loans in excess of

\$35,000,000 secured by lands located in Vancouver, British Columbia involving Canadian Imperial Bank of Commerce, Bank of Nova Scotia, Bank of Montreal and HSBC Bank Canada.

13. As a result of its acquisition of 100% of the issued and outstanding Common Shares of the Issuer, Adex has caused the Issuer to apply to the Toronto Stock Exchange to de-list the Common Shares of the Issuer from being traded on the facilities of such exchange.
14. The Common Shares of the Issuer were de-listed from the Toronto Stock Exchange on January 3, 2003.
15. As of the date hereof, no securities of the Issuer are listed or posted for trading on any stock exchange.
16. The Issuer does not intend to seek public financing by way of an offering of its securities.
17. The Issuer is a reporting issuer in each of the provinces of British Columbia, Alberta, Saskatchewan, Ontario and Nova Scotia.
18. The Issuer ceased to be a reporting issuer in the province of British Columbia effective March 20, 2003.
19. The issuer is not in default of any requirement of the Legislation or any requirement under the securities legislation of British Columbia.

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

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

**THE DECISION** of the Decision Makers under the Legislation is that the Issuer shall be deemed to have ceased to be a reporting issuer for the purposes of the Legislation in each of the Jurisdictions.

April 9, 2003.

"Iva Vranic"

## 2.1.2 NCE Petrofund Corp. and 1518274 Ontario Limited - MRRS Decision

### Headnote

Mutual Reliance Review System for Exemptive Relief Applications – relief from registration and prospectus requirements to permit trades to facilitate the acquisition by a trust of all of the issued shares of a related corporation where part of the consideration for the purchase is exchangeable shares.

### Applicable Ontario Statutory Provisions

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

### Multilateral Instrument

Multilateral Instrument 45-102 Resale of Securities.

### IN THE MATTER OF THE SECURITIES LEGISLATION OF ONTARIO AND ALBERTA

AND

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

AND

### IN THE MATTER OF NCE PETROFUND, NCE PETROFUND CORP. AND 1518274 ONTARIO LIMITED

### MRRS DECISION DOCUMENT

**WHEREAS** the local securities regulatory authority or regulator (the "Decision Maker") in each of Ontario and Alberta (the "Jurisdictions") has received an application from NCE Petrofund ("Petrofund"), NCE Petrofund Corp. ("NCEP") and 1518274 Ontario Limited ("NCE Subco") for a decision under the securities legislation of the Jurisdictions (the "Legislation") that the requirements contained in the Legislation to be registered to trade in a security (the "Registration Requirement") and to file and receive receipts for a preliminary prospectus and a prospectus (the "Prospectus Requirement") will not apply to any trade of securities to be made in connection with the purchase by NCEP of all of the outstanding shares of NCE Petrofund Management Corp. (the "Manager") (the "Internalization Transaction");

**AND WHEREAS** under the Mutual Reliance Review Systems For Exemptive Relief Applications (the "System"), the Ontario Securities Commission is the Principal Regulator for this application;

**AND WHEREAS** Petrofund, NCEP and NCE Subco have represented to the Decision Makers that:



1. Petrofund is an open-ended investment trust created on December 18, 1988 under the laws of the Province of Ontario;
2. Petrofund is authorized to issue an unlimited number of units (the "Trust Units");
3. as at March 25, 2003, there were 54,148,799 Trust Units outstanding;
4. Petrofund was created for the purpose of issuing Trust Units to the public and investing the funds so raised to acquire net royalty interests from NCEP, its wholly owned subsidiary;
5. all Trust Units share equally in all distributions from Petrofund and all Trust Units carry equal voting rights at meetings of holders of Trust Units;
6. the Trust Units are currently traded on the Toronto Stock Exchange (the "TSX") and the American Stock Exchange (the "AMEX");
7. Petrofund is a reporting issuer, or has equivalent status, under securities legislation in all provinces and territories of Canada and is not in default of any of the requirements of the legislation of the provinces and territories;
8. the management of Petrofund is not aware of any holder of Trust Units which owns in excess of 10% of the outstanding Trust Units;
9. NCEP was formed by articles of amalgamation on May 31, 2002 under the *Alberta Business Corporations Act*;
10. all of the issued and outstanding common shares of NCEP are held by Petrofund;
11. the authorized capital of NCEP presently consists of an unlimited number of common shares;
12. before completion of the Internalization Transaction, NCEP will amend its articles to allow it to issue an unlimited number of exchangeable shares (the "Exchangeable Shares");
13. NCEP will acquire all of the issued and outstanding shares of the Manager (which shares constitute the "Manager Shares") and issue Exchangeable Shares to Petro Assets Inc. ("Petro Assets"), the sole shareholder of the Manager, as the consideration for its Manager Shares;
14. the Exchangeable Shares will not be listed and posted for trading on the TSX, the AMEX or any other stock exchange;
15. the Manager was incorporated on July 26, 1988 under the *Ontario Business Corporations Act* (the "OBCA");
16. on January 1, 2002, the Manager entered into an amended and restated management, advisory and administration agreement with Petrofund and NCEP under which the Manager was engaged to, among other things, identify, assess and assist in the ongoing management of NCEP's properties, to administer all matters relating to the net royalties granted by NCEP to Petrofund and to manage and administer Petrofund and all matters relating to the Trust Units;
17. Petro Assets Inc. was incorporated on July 25, 1988 under the OBCA;
18. all of the issued and outstanding voting shares of Petro Assets are owned by the Driscoll Family Trust, a trust established for the family of John F. Driscoll ("Driscoll");
19. NCE Subco was incorporated on March 7, 2002 under the OBCA;
20. all of the issued and outstanding shares of NCE Subco are owned by Petrofund;
21. NCE Subco is being utilized to facilitate the acquisition of Exchangeable Shares on a tax-effective basis;
22. Petrofund, NCEP, the Manager, Petro Assets, Driscoll and NCE Management Services Inc. ("NMSI") have entered into a share purchase agreement dated March 10, 2003 (the "Share Purchase Agreement") to effect the Internalization Transaction;
23. the purpose of the Internalization Transaction is to internalize the management functions of Petrofund, improve Petrofund's corporate governance structure and streamline and consolidate the management of Petrofund, while retaining the current management group and aligning interests among the management group and the holders of Trust Units;
24. under the Internalization Transaction, NCEP has agreed to acquire all of the outstanding Manager Shares from Petro Assets for consideration equal to \$23.6 million plus the amount described under paragraph 26. The purchase price will be satisfied by the issuance of 1,939,147 Exchangeable Shares. The purchase price is subject to a downward dollar for dollar adjustment. The amount of any adjustment is not expected to be material;
25. each Exchangeable Share will be initially exchangeable into one Trust Unit. The Exchangeable Shares were ascribed a value of \$12.17 per share, representing the volume weighted average trading price of the Trust Units on the TSX during the 10 trading days ending on March 4, 2003;

26. on or before the Closing Date, Petro Assets will receive an additional cash payment per Exchangeable Share to be issued to it equal to the amount of the distributions per Trust Unit paid or payable to holders of record of Trust Units during the period commencing on January 1, 2003 and ending on the date of completion of the transactions contemplated by the Share Purchase Agreement (the "Closing Date");
27. it is a condition to the closing of the Internalization Transaction that NCEP will cause NMSI to deliver to the executives of NCEP \$780,000 in cash and 100,244 Trust Units (plus an amount per delivered Trust Unit equal to the distributions per unit paid to holders of record of Trust Units during the period commencing on January 1, 2003 and ending on the Closing Date);
28. pursuant to the Exchangeable Share Provisions (as defined in paragraph 30) and certain rights to be granted in connection with the Internalization Transaction, Petrofund, NCE Subco or NCEP shall have the right and/or the obligation to redeem, retract or acquire Exchangeable Shares in exchange for Trust Units or cash in certain circumstances;
29. on the Closing Date, Petrofund, NCEP, NCE Subco and/or Petro Assets will enter into one or more Support, Voting and Exchange Trust Agreement(s) (the "Voting and Exchange Trust Agreement");
30. the principal rights, privileges, restrictions and conditions attached to the Exchangeable Shares ("Exchangeable Share Provisions"), together with the terms of the Support, Voting and Exchange Trust Agreement, the Shareholders Agreement (as entered into on the Closing Date, among NCEP, Petro Assets, Petrofund and NCE Subco) and the Special Voting Unit (as defined under paragraph 32), will result in the Exchangeable Shares providing the holders thereof with a security having economic, ownership and voting rights which are substantially equivalent to those of Trust Units;
31. the Exchangeable Shares will be required to be exchanged upon the occurrence of certain events;
32. in order to facilitate the closing of the Internalization Transaction, Petrofund will create a "Special Voting Unit" (the "Special Voting Unit") and issue the same to Petro Assets as the sole holder of the Exchangeable Shares;
33. the Special Voting Unit will entitle Petro Assets to such number of votes, exercisable at any meeting at which the holders of the Trust Units are entitled to vote, consent or otherwise act, equal to the number of votes that the holder of a Special Voting Unit would be entitled to had the holder exchanged all of the Exchangeable Shares then held by the holder for Trust Units immediately prior to the record date set for such meeting;
34. the Share Purchase Agreement states that it is a condition of proceeding with the Internalization Transaction that Petro Assets enters into an escrow agreement (the "Escrow Agreement"). Forty percent of the original number of Exchangeable Shares to be issued to Petro Assets will be deposited in escrow. Five percent of the original number of Exchangeable Shares (or that number of Trust Units issuable upon the exchange of the Exchangeable Shares using an initial exchange ratio) held in escrow will be released at the end of each quarter commencing on the Closing Date over a period of 20 calendar fiscal quarters, in arrears, to be released at the end of each fiscal quarter;
35. an annual and special meeting of holders of Trust Units was held on April 16, 2003 (the "Meeting") for the purpose of approving the Internalization Transaction;
36. a detailed information circular dated March 10, 2003 (the "Circular") was prepared in connection with the Meeting and contains detailed disclosure in respect of the Internalization Transaction and was mailed to registered holders of Trust Units on March 20, 2003;
37. at the Meeting, Petrofund obtained approval of the Internalization Transaction by the affirmative vote, either in person or by proxy, of holders of Trust Units holding 90.5% of the Trust Units voted, other than Trust Units held by:
- (i) Petro Assets;
  - (ii) the NCEP Executives; and
  - (iii) associates or affiliates of such persons;
38. the terms of the Internalization Transaction, the Exchangeable Share Provisions, and the exercise of certain rights provided for in connection with the Internalization Transaction will result in a number of trades or potential trades in the Manager Shares, Exchangeable Shares, Trust Units, and rights to acquire Trust Units (collectively, the "Internalization Transaction Trades") for which no exemption is available under the Legislation;

**AND WHEREAS** pursuant to the System, this MRRS Decision Document evidences the decision of each of the Decision Makers (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 Requirements and the Prospectus Requirements will not apply to the Internalization Transaction Trades, provided that the first trade of Trust Units or Exchangeable Shares acquired pursuant to a Internalization Transaction Trade (other than a trade which is also an Internalization Transaction Trade) will be deemed to be a distribution unless the conditions in subsections (3) or (4) of section 2.6 of Multilateral Instrument 45-102 are satisfied, with the issuer of both Trust Units and the Exchangeable Shares being deemed to be Petrofund for the purposes of determining such satisfaction.

April 29, 2003.

"Paul M. Moore"

"Robert L. Shirriff"

### 2.1.3 PIPE NT 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  
ONTARIO, ALBERTA, NEWFOUNDLAND AND  
LABRADOR, NOVA SCOTIA, QUEBEC AND  
SASKATCHEWAN**

AND

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

AND

**IN THE MATTER OF  
PIPE NT CORP.**

**MRRS DECISION DOCUMENT**

**WHEREAS** the local securities regulatory authority or regulator (the "Decision Maker") in each of Ontario, Alberta, Newfoundland and Labrador, Nova Scotia, Quebec and Saskatchewan (the "Jurisdictions") has received an application from PIPE NT Corp. ("PIPE") for:

- (i) a decision under the securities legislation of the Jurisdictions (the "Legislation") that PIPE be deemed to have ceased to be a reporting issuer in each of the Jurisdictions; and
- (ii) in Ontario only, an order pursuant to subsection 1(6) of the Business Corporations Act (Ontario) (the "OBCA") that PIPE be deemed to have ceased to be offering its securities to the public.

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

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

**AND WHEREAS** PIPE has represented to the Decision Makers that:

1. PIPE was incorporated under the laws of the Province of Ontario on November 27, 1997 and is a reporting issuer in each of the Jurisdictions.
2. The head office of PIPE is located at 1 First Canadian Place, 4<sup>th</sup> Floor, Toronto, Ontario M5X 1H3.
3. To the best of our knowledge, PIPE is not in default of any of the requirements of the legislation of Ontario or any of the Jurisdictions.
4. PIPE does not intend to seek public financing in Canada by way of an offering of its securities.
5. PIPE is a mutual fund corporation which was created to hold an investment portfolio of selected utility companies for the purpose of enabling investors in its capital shares (the "Capital Shares") and preferred shares (the "Preferred Shares") to satisfy separately the investment objectives of capital appreciation or dividend income with respect to investment portfolio held by PIPE.
6. The Articles of PIPE were amended on February 13, 1998 to create the Capital Shares and Preferred Shares. PIPE invested the net proceeds from the issue of Capital Shares and Preferred Shares in a portfolio of publicly listed common shares of IPL Energy Inc., TransCanada Pipelines Limited and Westcoast Energy Inc. The Capital Shares and the Preferred Shares were listed on the Toronto Stock Exchange ("TSX") under the stock symbol PIP and PIP.PR.A. respectively.
7. On March 3, 2003, all of PIPE's outstanding Capital Shares and Preferred Shares were redeemed. As at such date of redemption and as a result of changes affecting the shares contained in its portfolio, PIPE's investment portfolio consisted of publicly listed common shares of TransCanada Pipelines Limited and Enbridge Inc.
8. PIPE's Capital Shares and Preferred Shares were delisted from the TSX on March 3, 2003 and no securities, including debt securities, of PIPE are listed or quoted on any exchange or market.
9. PIPE's issued and outstanding securities currently consist of 100 class A shares.
10. As a result of the redemption, all of the issued and outstanding securities in the capital of PIPE are beneficially owned by 1066918 Ontario Inc. Other than class A shares, PIPE has no securities, including debt securities, outstanding.

**AND WHEREAS** under the System, this MRRS Decision Document evidences the decision of each Decision Maker (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 PIPE is deemed to have ceased to be a reporting issuer under the Legislation.

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

May 9, 2003.

"Paul M. Moore"

"Theresa McLeod"

2.2 Orders

2.2.1 Meridian Resources Inc. and Steven Baran  
- s. 127

(4) Pursuant to clause 8 of section 127(1) of the Act that Baran be prohibited from becoming or acting as a director or officer of a reporting issuer for 7 years.

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

May 6, 2003.

"Paul M. Moore"

"Kerry D. Adams"

AND

IN THE MATTER OF  
MERIDIAN RESOURCES INC. AND  
STEVEN BARAN

ORDER  
(Section 127)

**WHEREAS** on July 31, 2002, the Ontario Securities Commission (the Commission) issued a Notice of Hearing pursuant to section 127 of the *Securities Act* (the Act) in respect of Meridian Resources Inc. (Meridian) and Steven Baran;

**AND WHEREAS** the Commission conducted a hearing into this matter on February 24, 2003;

**AND WHEREAS** the Commission is satisfied that Meridian and Baran have not complied with Ontario securities law and have not acted in the public interest;

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

**IT IS ORDERED THAT:**

- (1) Pursuant to clause 2 of subsection 127(1) of the Act that trading
  - i) by Meridian in any securities of Meridian, and
  - ii) by Baran in securities of any reporting issuer in which Baran, his wife, any of his children, and any other person with whom Baran has an agreement or understanding in respect of investment in the reporting issuer, individually or considered together, hold more than 5% of any class of securities,cease for 5 years;
- (2) Pursuant to clause 6 of subsection 127(1) of the Act that Meridian and Baran be reprimanded;
- (3) Pursuant to clause 7 of subsection 127(1) of the Act that Baran resign all positions that he holds as an officer or director of a reporting issuer;

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## Chapter 3

# Reasons: Decisions, Orders and Rulings

### 3.1 Reasons for Decision

#### 3.1.1 Meridian Resources Inc. and Steven Baran

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

AND

IN THE MATTER OF  
MERIDIAN RESOURCES INC. AND STEVEN BARAN

Hearing Date: February 24, 2003

Panel: Paul M. Moore, Q.C. - Vice-Chair (Chair of the Panel)  
Kerry D. Adams - Commissioner

Counsel: Karen Manarin - For the Staff of the Ontario Securities Commission

Richard Williams - Agent for Meridian

Steven Baran - Self-Represented

### DECISION AND REASONS

#### I. The Proceeding

[1] This proceeding was a hearing under section 127 of the *Securities Act*, R.S.O., 1990, c. S. 5 (the Act) in the matter of Meridian Resources Inc. (Meridian) and Steven Baran pursuant to a notice of hearing dated July 31, 2002 and the related statement of allegations of staff of the Commission, to consider whether it is in the public interest to make one or more of the orders outlined in the notice of hearing.

[2] In her opening statement, counsel for staff suggested that the hearing be divided into two parts, one to hear evidence and argument concerning staff's allegations, and the other to hear argument, if staff establishes its allegations, as to what orders should be made under section 127 of the Act. The suggestion was agreeable to Baran.

[3] We did not accept staff's suggestion.

[4] A section 127 proceeding is an administrative one, not a criminal or civil action. The paramount question, from beginning to end, that the Commission must decide is whether it is in the public interest for it to make one or more of the orders permitted in subsection 127(1).

[5] Subsection 127(4) provides that no order shall be made under section 127 without a hearing, subject to section 4 of the *Statutory Powers Procedure Act*.

[6] The purpose of this hearing is to afford the respondents an opportunity to be heard and to help the Commission to decide whether making the orders requested by staff and referred to in the notice of hearing would be in the public interest.

[7] In some cases, it may be convenient for the hearing required by subsection 127(4) to be divided as suggested by staff. In the past, this has been done occasionally by the Commission on request; but this has been an exception, and is not necessarily desirable.

[8] We saw no good reason in this case for dividing this hearing as suggested by counsel for staff.

#### II. Overview of Staff's Allegations

[9] Staff alleged, in essence, that Meridian and Baran acted contrary to Ontario securities law and the public interest in that:

- (1) Meridian and Baran engaged in the conduct described in the agreed facts.
- (2) Baran made representations that are prohibited by section 38(1) of the Act by stating in a letter that he would refund the purchase price of Meridian shares.
- (3) Baran engaged in conduct which constituted "trading" in securities without being registered in accordance with section 35(1) of the Act by selling Meridian shares (shares).
- (4) Baran, as his ownership of shares changed, failed to file reports of insider trading within the required time period as required by section 107(2) of the Act.

#### III. Agreed Facts

[10] The parties agreed to the following facts.

[11] Baran is the President and a director of Meridian.

[12] Meridian is a diversified company which, in the past, has been involved in mining projects in Sudbury, in harvesting timber resources in Guyana and in an internet company.

[13] Meridian is a reporting issuer in Ontario whose shares traded on the Canadian Dealers Network until July of 2000.

[14] In May of 2001, the Commission issued a temporary cease trade order, pursuant to section 127(1) and 127(5) of the Act against Meridian for failure to file audited financial statements, which have subsequently been filed. The temporary cease trade order is still in effect.

[15] Baran has never been registered in any capacity under the Act.

[16] In approximately 1999, Baran responded to an advertisement regarding financing and met with the president (the president) of an investment corporation (the investment corporation) located in Laval, Quebec. The president offered loans to clients who had funds locked-in a self-directed registered retirement savings plan (RRSP). It was agreed that the president would introduce clients who may be interested in having funds in these self-directed RRSPs converted into shares of Meridian and then the president would arrange to loan back to the clients a portion of the funds withdrawn from their self-directed RRSP. Baran would deliver Meridian shares from his own holdings to the clients at \$0.50 per share. It was agreed that the funds would be paid to Meridian. It was also agreed that Meridian would retain \$0.20 per share and transfer the balance of the funds to the investment corporation, who would forward the money to the clients, pursuant to the arrangement between the president and the clients. All aspects of the transaction with respect to Meridian were conducted under the direction of Baran.

[17] During 1999, the president referred Ms. G. to Baran. Ms. G. wanted to borrow money from her locked-in self-directed RRSP. On September 9, 1999, Ms. G. used \$12,000 from her RRSP to purchase 24,000 shares of Meridian at a cost of \$0.50 per share. A bank (the bank) held the funds as trustee and administrator. On Baran's instructions, the funds were transferred from Ms. G.'s RRSP account at the bank and given to Meridian. Meridian retained \$4,800, which represented \$0.20 per share, and the balance, \$7,200, was paid to the investment corporation, in accordance with the arrangement referred to in paragraph 16.

[18] At the time that Baran delivered the Meridian shares to the bank for Ms. G.'s account, their market value was \$0.05 per share.

[19] Baran cancelled Meridian shares in his own name and had them re-issued in the name of the bank, in trust for Ms. G.'s RRSP.

[20] The president also referred Ms. R. to Baran. On September 20, 1999, Ms. R. used \$17,000 in her RRSP to purchase 34,000 shares of Meridian at a cost of \$0.50 per share. The bank also held these funds. On Baran's instructions, the funds were transferred from Ms. R.'s RRSP account at the bank and given to Meridian. Meridian retained \$6,800, which represented \$0.20 per share, and

the balance, \$10,200, was paid to the investment corporation in accordance with the arrangement referred to in paragraph 16.

[21] At the time that Baran delivered the Meridian shares to the bank for Ms. R.'s account, their market value was \$0.05 per share.

[22] Once again, Baran cancelled the Meridian shares in his own name and had them re-issued in the name of the bank in trust for Ms. R.'s RRSP.

[23] In November of 1999, Ms. S. of Nova Scotia, contacted the president. Ms. S. wanted to borrow money from her locked-in self-directed RRSP. The president referred Ms. S. to Baran. As a result, Ms. S. contacted Baran and they discussed the eligibility of Meridian shares as an investment in Ms. S.'s RRSP.

[24] In a letter on Meridian letterhead dated November 25, 1999, Baran advised Ms. S. that,

we hereby give you our irrevocable commitment to buy back your purchased shares @ \$0.20 per share provided that your agreed upon terms of financing with [the investment corporation] have been fully complied with and the loan is fully repaid.

[25] Ms. S. did not purchase shares of Meridian.

[26] Baran failed to file reports of insider trading, as required pursuant to section 107(2) of the Act, within the required time period, as his ownership of Meridian shares changed.

#### IV. Evidence at the Hearing

[27] The parties relied on the agreed facts and no witness was called at the hearing.

[28] However, Baran represented himself and provided us with a submission document containing various documents. Baran did not give sworn testimony and was not subjected to cross-examination.

[29] Baran's submission document contained an unsworn statement by Baran which read as follows:

#### SUMMARY

A proposed private placement was intended to be financed by myself personally as soon as firm commitments were in place for the minimum amount of \$150,000.00 which was a requirement of Policy 5.2 of the OSC regulations as noted in the 1995 publication and I understood to be the case in 1999. It was intended that I would deliver previously issued and free trading shares from my own personal holdings as collateral to an investor on an interim basis with all proceeds paid directly to Meridian Resources Inc. (the "Company"). In effect those shares represented a loan by myself



to the Company to facilitate the proposed private placement. This was intended as a swap arrangement sometimes referred to as a "Gypsy Swap." This term was used by a CDNX corporate officer and apparently is recognized as acceptable practice. The intention was to file a Form 23 Material Change and any insider report at the time the full amount of the financing was committed or money in place. It was anticipated by [the investment corporation], a company based in Quebec, who agreed to undertake the proposed private placement, that the transaction would be completed in a relatively short period. No shares were ever issued from the Company treasury. The small amount of money generated from the failed financing remains as an outstanding loan payable to me. I received no compensation from the transactions that materialized and in fact lost money since the shares I loaned to the Company were purchased by me at a higher price. The proposed financing was necessary for the continued viability of the Company and to commence diamond production on a property in Guyana S.A.

When it became clear that the minimum amount of the financing would not materialize the proposed private placement transaction was cancelled. The filing of my insider reports for the two small transactions were unintentionally overlooked. The contacts with those two investors were initiated by themselves personally and were not solicited in any way. The transferred shares in question represented less than 0.5% of my personal holdings and did not affect control of the Company. The public interest was not harmed in any way. On all previous occasions the insider reports by me were filed within the required time.

The contact with a potential investor, Ms. [S.], a client of [the investment corporation] was initiated by herself. She telephoned me directly on a few occasions and requested (demanded) a letter indicating my irrevocable commitment to return her money if the transaction did not materialize. In effect this letter was a Statutory Right of Recission. The text of the letter was dictated by herself. For reasons unknown [the investment corporation] refused to deal with her. She became extremely agitated and called me several times demanding that I personally undertake the transaction with her. I refused since she was a client of [the investment corporation] and circumvention is not my way of doing business. No transaction ever took place. Ms. [S.] had no reason whatsoever to complain about myself or Meridian Resources Inc. Any complaints by her are frivolous and vexatious. I have not been provided with a copy of her complaint to adequately refute any of her allegations against myself or Meridian Resources Inc.

At all times I only had the interest of the shareholders in mind. I have been and still am the angel investor to the Company in order to keep it active. Since Bre-X there is absolutely no interest in mining ventures undertaken by junior exploration companies particularly in any area outside of North America. The brokerage community, if interested at all, preferred transactions above \$2,000,000.00. The Company was desperate to obtain funding for its diamond and gold production project in Guyana, S.A. The pro-forma financial projections indicated potential gross profits of C\$0.45 per share with nominal capital funding. Meridian Resources Inc. had the opportunity to become a successful and profitable junior mining company which is a rare development in the junior mining industry.

Recently the CDNX and OSC recognized the difficulty that junior companies are experiencing in obtaining any sort of financing. They authorized private placements of \$100,000.00 without the use of a memorandum or prospectus with no restriction on the number of investors.

The shares of Meridian Resources Inc. are an approved investment for RRSP accounts.

Registration by myself, to the best of my knowledge, is not required for a director of a company to seek or arrange financing. I believe that sections 35(1)2 and 35(21) of the Securities Act and Regulations permit such activities as well.

The Cease Trade Order that is still in effect resulted from the late filing of the audited financial statements for the year ended November 30, 2000. The auditor had completed the audit and at the meeting to discuss notes to the audit he revealed without prior notification that his fee would be increased. This requirement was unexpected and not justified since he had already doubled his fees from previous years. The increased fee was not justified since the company was virtually inactive. He refused to provide the audit until his fee was paid in advance. The Company terminated his services and undertook to locate another auditor whose fee was not excessive. During this interval the audit was not submitted within the required period and the Cease Trade Order was issued. An audit was filed in September 2001 and the Company annual meeting was held in November 2001. An application to have the Cease Trade Order revoked was submitted to the Ontario Securities Commission in October 2001. The OSC staff revealed for the first time that I and the Company were under investigation and recommended that the application be withdrawn until the matter was resolved. At the time of the issuance of the Cease Trade Order the shares of the Company were not listed for trading on the CDNX due to excessive delays by that organization to approve projects

that the Company was undertaking. Property deposits and engineers fees were paid. This money was forfeited when the shares could not be listed within the time frame for the transfer from the CDN to the CDNX. In my opinion the CDNX was totally at fault for this development.

[30] Another document in the submission document was a letter dated February 25, 2002 from Baran to Commission staff. This letter indicated that Baran had donated the shares owned by him to Meridian as a loan to facilitate a proposed \$150,000 private placement through the investment corporation and that the beneficiaries of Ms. R.'s and Ms. G.'s RRSP accounts had each signed private placement forms for a combined total of \$11,600 representing \$0.20 per share.

[31] However, a copy of the subscription agreement with Ms. G. included in the submission document indicated that the total amount of funds that she was to pay under the agreement amounted to \$12,000, being the equivalent of \$0.50 per share.

[32] In the February 25 letter Baran stated, "I am not aware of any regulations that prohibit directors of public corporations from soliciting or arranging private placement financings on behalf of the corporation or that registration as a security broker is required."

#### V. Analysis of the Evidence

[33] Although Baran spoke on his own behalf and was not sworn, nor subjected to cross-examination, we accepted his submission document and his oral submissions as evidence to assist us in understanding Baran's mindset and motivation concerning the events in question.

[34] Even accepting Baran's submission as fact, which we do not, it does not justify his actions in any way.

[35] Clearly, the private placement exemptions – including the \$150,000 exemption – were not available to Meridian at the time. The "placements" that occurred were each for less than \$150,000. Even if it was permissible to aggregate placements to various RRSP accounts in order to achieve the \$150,000 amount, which it was not, the two placements together fell short of \$150,000.

[36] In fact, it was Baran who sold his shares to the RRSP accounts for \$0.50 per share.

[37] Although Baran argued that he only loaned the shares to Meridian, he acknowledged that the shares were transferred from his name to the purchasers and that Meridian did not issue any treasury shares.

[38] The cancellation of shares registered in Baran's name and the reissuance of such shares by Meridian in the name of the trustee of the RRSPs was a mechanical process by which the transfer of the shares from Baran to the trustee of the RRSPs was evidenced. The trustee paid for the Meridian shares out of funds in the RRSP accounts.

Although the agreed facts suggest that the trustee was acting on Baran's instructions, we assume that the trustee was also acting on the instructions of the beneficiaries of the RRSP accounts.

[39] Baran caused the funds (the proceeds) paid out of the RRSP accounts to be paid to Meridian.

[40] There was no clear evidence as to how the proceeds were accounted for between Baran and Meridian. Since Baran suggested that the shares were loaned by Baran to Meridian, perhaps the proceeds were a loan by Baran to Meridian, or Meridian may have been Baran's agent to hold the proceeds for his account. (However, it is not necessary for our decision to answer that question.)

[41] Meridian kept \$0.20 per share of the proceeds and caused an amount equal to \$0.30 per share of the proceeds to be paid to the investment corporation.

[42] It was not clear whether the payment of \$0.30 per share by Meridian to the investment company was a loan by Meridian or Baran to the investment company or the payment of a fee to the investment corporation as compensation for the arrangements with it. The investment corporation was, according to the arrangement, supposed to loan to the beneficiaries of the RRSPs an amount equal to the \$0.30 per share paid by Meridian to the investment corporation. We had no evidence as to the terms of these loans or whether they were actually made.

[43] Mr. Williams suggested that Baran acted without authority when he acted on behalf of Meridian. There was no evidence to support his submission. Baran was the president and a director of Meridian. According to Baran, Meridian was a family operation with just one outside director. If Baran acted on behalf of Meridian without proper authority, that would suggest that Meridian was not addressing proper corporate governance considerations relevant to a public company. In fact, evidence suggested that Baran may have been operating Meridian without a clear understanding of the separate legal responsibilities of Baran and Meridian.

#### VI. Conclusions

[44] Staff established each of its allegations. The terms of the transactions were abusive of the capital markets.

[45] Baran needed to be registered to sell his shares or needed an exemption, such as the trading solely through a registered dealer exemption found in clause 10 of section 35(1). So did Meridian, even if it was acting as agent for Baran in selling shares. They were not registered and had no exemption available.

[46] Meridian co-operated with Baran to facilitate the transactions and acted contrary to the public interest.

[47] Baran acted without regard for and with little understanding of the Act and Meridian assisted in this.

[48] Baran's conduct as a director and officer of Meridian showed a careless disregard or a fundamental lack of understanding of the basic roles of an officer and a director of a reporting issuer and of the need to carefully delineate the activities of a corporation from those of the persons who control it. This indifference or lack of understanding are principal reasons why we believe it is necessary for preventive and protective purposes that Baran not be a director or officer of a reporting issuer for a period of time. In addition, his failure to carefully delineate between the activities and role of Meridian and his role in selling his shares to the investors are reasons for a cease trade order.

[49] Finally, we believe that without the order we are making today it is likely that Baran and Meridian would continue to disregard Ontario securities law.

## VII. Sanctions

[50] We conclude that it is in the public interest to order

- a) pursuant to clause 2 of subsection 127(1) of the Act that trading (i) by Meridian in any securities of Meridian, and (ii) by Baran in securities of any reporting issuer in which Baran, his wife, any of his children, and any other person with whom Baran has an agreement or understanding in respect of investment in the reporting issuer, individually or considered together, hold more than 5% of any class of securities, cease for 5 years;
- b) pursuant to clause 6 of subsection 127(1) of the Act that Meridian and Baran be reprimanded;
- c) pursuant to clause 7 of subsection 127(1) of the Act that Baran resign all positions that he holds as an officer or director of a reporting issuer;
- d) pursuant to clause 8 of section 127(1) of the Act that Baran be prohibited from becoming or acting as a director or officer of a reporting issuer for 7 years.

May 6, 2003.

"Paul M. Moore"

"Kerry D. Adams"

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## Chapter 4

# Cease Trading Orders

### 4.1.1 Temporary, Extending & Rescinding Cease Trading Orders

Company Name	Date of Order or Temporary Order	Date of Hearing	Date of Extending Order	Date of Lapse/Revoke
Bearcat Explorations Ltd.	13 May 03	23 May 03		
Dimensional Media Inc.	08 May 03	20 May 03		
July Resources Corp.	24 Apr 03	06 May 03		08 May 03

### 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
Radiant Energy Corporation	26 Mar 03	08 Apr 03	08 Apr 03		

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## Request for Comments

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**6.1.1 Notice and Request for Comment - Proposed National Instrument 52-107 Acceptable Accounting Principles, Auditing Standards and Reporting Currency and Companion Policy 52-107CP Acceptable Accounting Principles, Auditing Standards and Reporting Currency and Proposed Rescission of National Policy No. 27 Canadian Generally Accepted Accounting Principles and National Policy No. 50 Reservations in an Auditor's Report**

**NOTICE AND REQUEST FOR COMMENT**

**PROPOSED NATIONAL INSTRUMENT 52-107 ACCEPTABLE ACCOUNTING PRINCIPLES, AUDITING STANDARDS AND REPORTING CURRENCY**

**AND**

**COMPANION POLICY 52-107CP ACCEPTABLE ACCOUNTING PRINCIPLES, AUDITING STANDARDS AND REPORTING CURRENCY**

**AND**

**PROPOSED RESCISSION OF  
NATIONAL POLICY NO. 27 CANADIAN GENERALLY ACCEPTED ACCOUNTING PRINCIPLES  
AND**

**NATIONAL POLICY NO. 50 RESERVATIONS IN AN AUDITOR'S REPORT**

### Introduction

We, the Canadian Securities Administrators (CSA), seek public comment on a harmonized set of accounting principles and auditing standards that will be acceptable for purposes of preparing and auditing financial statements included in documents filed with securities regulators in Canada. These comprehensive and harmonized requirements will apply to all issuers that are reporting issuers in one or more Canadian jurisdictions and all registrants registered in one or more Canadian jurisdictions.

The requirements are contained in proposed National Instrument 52-107 *Acceptable Accounting Principles, Auditing Standards and Reporting Currency* (the Instrument). Proposed Companion Policy 52-107 *Acceptable Accounting Principles, Auditing Standards and Reporting Currency* (the Policy) provides guidance on how we will interpret and apply the Instrument.

### Substance, Purpose and Scope

The Instrument sets out the accounting principles that issuers (other than investment funds) and registrants may use to prepare their financial statements and the auditing standards that may be applied to audit those financial statements. These same principles and standards apply to financial statements included in a prospectus, filed in connection with continuous disclosure obligations, or otherwise required to be filed with or, in the case of registrants, delivered to a securities regulatory authority. The Instrument does not apply to financial statements included in an offering memorandum filed by a non-reporting issuer under Multilateral Instrument 45-103 *Capital Raising Exemptions*.

### Background

On June 21, 2002, we published for comment National Instrument 51-102 *Continuous Disclosure Obligations* (NI 51-102) and National Instrument 71-102 *Continuous Disclosure and Other Exemptions Relating to Foreign Issuers* (NI 71-102). The comment period expired on September 19, 2002. Both instruments set out acceptable accounting principles and auditing standards for defined categories of issuers.

On April 5, 2002, we published CSA Staff Notice 41-303 *Harmonization of Prospectus Requirements Across the CSA*. This Notice announced the CSA's intention to harmonize the long form prospectus regime across Canada. One of the objectives of harmonizing the prospectus rules was to incorporate any changes necessary to harmonize them with changes to continuous disclosure requirements under consideration at that time.

Subsequent to publishing NI 51-102 and NI 71-102 for comment, we decided that, instead of duplicating the acceptable accounting principles and auditing standards set out in NI 51-102 and NI 71-102 in the proposed national long form prospectus instrument, NI 41-102, which has not yet been published for comment, it would be beneficial to issuers and their advisors to set

out all of the requirements in one national instrument. NI 52-107 includes substantially the same acceptable accounting principles and auditing standards that were published in NI 51-102 and NI 71-102; however, the scope of application has been expanded to financial statements included in a prospectus and other financial statements filed with or, in the case of registrants, delivered to a securities regulatory authority. NI 51-102 and NI 71-102 will be amended to remove the sections regarding acceptable accounting principles and auditing standards. National Instrument 44-101 *Short Form Prospectus Distributions* (NI 44-101) will also be amended to refer to NI 52-107.

The proposed requirements in the Instrument concerning acceptable accounting principles and acceptable auditing standards reflect CSA Request for Comment 52-401 *Discussion Paper: Financial Reporting in Canada's Capital Markets*, published on March 16, 2001, and the CSA's responses to the comments received.

We received several comments on the accounting principles and auditing standards proposed in NI 51-102 and NI 71-102. After carefully considering those comments, we decided to make some changes to the provisions as set out in the proposal published on June 21, 2002. Appendix A to this Notice summarizes those comments and our responses.

### **Summary of the Instrument**

The Instrument generally requires that financial statements be prepared in accordance with Canadian GAAP and audit reports be prepared in accordance with Canadian GAAS. Exemptions to the general rules are available to certain categories of issuers and registrants, as discussed below.

#### *SEC issuers permitted to use US GAAP and US GAAS*

- "SEC issuers" are issuers that have a class of securities registered under section 12 of the *Securities Exchange Act of 1934* (the 1934 Act) or are required to file reports under section 15(d) of the 1934 Act and that are not investment companies under the *US Investment Company Act of 1940*. An SEC issuer can be incorporated or organized in Canada and have a majority of its shareholders, assets or operations in Canada. SEC issuers will be permitted to file financial statements prepared in accordance with US generally accepted accounting principles (GAAP) and file audit reports prepared in accordance with US generally accepted auditing standards (GAAS). Where an SEC issuer previously used Canadian GAAP and changes to US GAAP, it will be required to reconcile its financial statements to Canadian GAAP for two years.

#### *Eligible Foreign Issuers and Eligible Foreign Registrants permitted to use US, Foreign or International Standards*

- Eligible Foreign Issuers and Eligible Foreign Registrants – An eligible foreign issuer or an eligible foreign registrant is an issuer or registrant that is organized outside of Canada unless the majority of its voting shares are held by residents of Canada and the majority of its executive officers and directors are residents of Canada or the majority of its operations are located in Canada. Eligible foreign issuers and registrants will be permitted to file financial statements prepared in accordance with International Financial Reporting Standards without reconciliation to Canadian GAAP and audited in accordance with US GAAS or International Standards on Auditing. Eligible foreign issuers and registrants will also be permitted to file financial statements prepared in accordance with foreign accounting principles that cover substantially the same core subject matter as Canadian GAAP provided that the financial statements are reconciled to Canadian GAAP.
- SEC Foreign Issuers – An SEC foreign issuer is an eligible foreign issuer that is also an SEC issuer. SEC foreign issuers will be permitted to file financial statements prepared in accordance with US GAAP without reconciliation to Canadian GAAP and audited in accordance with either US GAAS or International Standards on Auditing.
- Designated Foreign Issuers – A designated foreign issuer is an eligible foreign issuer that is subject to foreign disclosure requirements but is not an SEC issuer and has only a *de minimus* shareholder presence in Canada. Designated foreign issuers will be permitted to file financial statements prepared in accordance with the accounting principles accepted in the designated foreign jurisdiction without reconciliation and audited in accordance with the auditing standards accepted in the designated foreign jurisdiction.
- Foreign Private Issuers – An issuer that is a "foreign private issuer" for SEC purposes and has less than 10 per cent of its equity securities held by Canadian residents, may file financial statements prepared in accordance with the accounting principles that meet disclosure requirements for SEC filings provided that the financial statements include any reconciliation to US GAAP required by the SEC.



### Anticipated Costs and Benefits

The Instrument increases the number of acceptable accounting principles and auditing standards for certain issuers and registrants. The acceptable accounting principles and auditing standards for continuous disclosure, prospectus and registration obligations will be virtually identical. Consequently, the Instrument reduces the cost of compliance for issuers and registrants.

In addition, by setting out in one instrument acceptable accounting principles and auditing standards for continuous disclosure, prospectus, and registration obligations:

- Issuers and registrants will be able to refer to one instrument to determine what accounting principles and auditing standards are acceptable for a particular filing.
- Future changes to acceptable accounting principles and auditing standards will be easier to accommodate because only one instrument will need to be amended. This will be both time and cost efficient.

### Summary and Purpose of the Policy

The purpose of the Policy is to explain how certain provisions of the Instrument will be interpreted or applied by the securities regulatory authorities. It contains discussions, explanations and examples relating to definitions and requirements contained in the Instrument. Appendices A, B, and C summarize in table format the key provisions of the Instrument.

### Related Amendments

#### 1. *Amendment, Rescission and Revocation of CSA Instruments*

We plan to make conforming amendments to NI 44-101. We propose to rescind National Policy No. 27 *Canadian Generally Accepted Accounting Principles* and National Policy No. 50 *Reservations in an Auditor's Report*. These subjects are covered in the Instrument.

We will consider rescinding National Policy No. 3 *Unacceptable Auditors* or moving its contents into the Policy after the Canadian Institute of Chartered Accountants publishes new auditor independence standards.

#### 2. *Local Instruments*

We propose to amend or repeal elements of local securities legislation and securities directions in conjunction with implementation of the Instrument. The Canadian securities regulatory authorities may publish these local changes, or proposed changes, separately in their local jurisdictions.

### Request for Comment

We request your comments on the Instrument and the Policy.

In addition to any comments you may wish to make, we also invite comments on the following specific question:

Subsection 3.3(2) of the Instrument is new. It applies only to an issuer or registrant that (i) is incorporated or organized in a jurisdiction of Canada, or (ii) is not otherwise an eligible foreign issuer or an eligible foreign registrant. If that issuer or registrant has prepared its financial statements in accordance with Canadian GAAP and intends to have those financial statements audited in accordance with Canadian GAAS, the issuer or registrant must engage an auditor authorized to sign an auditor's report by the laws and professional standards of a jurisdiction of Canada (a Canadian auditor). We believe that Canadian auditors are the most knowledgeable with respect to Canadian GAAP and Canadian GAAS. Do you agree with this approach?

Section 4.4 of the Policy addresses foreign issuers and foreign registrants who have their financial statements prepared and audited in accordance with accounting principles and auditing standards, respectively, that do not correspond to the home jurisdiction of their auditors. These foreign issuers and registrants are advised that, during the course of reviewing their financial statements, staff of the CSA may request a letter from the issuer's or registrant's auditor describing its expertise in the accounting principles and auditing standards applied.

## How to Provide Your Comments

Please provide your comments by August 14, 2003.

Please address your submission to all of the CSA member commissions, as follows:

Alberta Securities Commission  
British Columbia Securities Commission  
Manitoba Securities Commission  
Securities Administration Branch, New Brunswick  
Securities Commission of Newfoundland and Labrador  
Registrar of Securities, Department of Justice, Government of the Northwest Territories  
Nova Scotia Securities Commission  
Registrar of Securities, Legal Registries Division, Department of Justice, Government of Nunavut  
Ontario Securities Commission  
Office of the Attorney General, Prince Edward Island  
Commission des valeurs mobilières du Québec  
Saskatchewan Financial Services Commission - Securities Division  
Registrar of Securities, Government of Yukon

Please deliver your comments to the addresses below. Your comments will be distributed to the other CSA member jurisdictions.

John Stevenson  
Secretary to the Commission  
Ontario Securities Commission  
20 Queen Street West  
19th Floor, Box 55  
Toronto, Ontario  
Fax: (416) 593-2318  
e-mail: [jstevenson@osc.gov.on.ca](mailto:jstevenson@osc.gov.on.ca)

Denise Brosseau, Secretary  
Commission des valeurs mobilières du Québec  
Stock Exchange Tower  
800 Victoria Square  
P.O. Box 246, 22<sup>nd</sup> Floor  
Montréal, Québec  
H4Z 1G3  
Fax: (514) 864-6381  
email: [consultation-en-cours@cvmq.com](mailto:consultation-en-cours@cvmq.com)

If you are not sending your comments by e-mail, please send a diskette containing your comments (in DOS or Windows format, preferably Word).

We cannot keep submissions confidential because securities legislation in certain provinces requires that a summary of the written comments received during the comment period be published.

## Questions

Please refer your questions to any of:

### Ontario Securities Commission:

Julie Bertoia, Senior Accountant, Corporate Finance: (416) 593-8083  
Marriane Bridge, Manager, Compliance, Capital Markets: (416) 595-8907  
Michael Brown, Legal Counsel, Corporate Finance: (416) 593-8266  
Pat Chaukos, Senior Accountant/Legal Counsel, Capital Markets: (416) 593-2373  
Cameron McInnis, Senior Accountant, Chief Accountant's Office: (416) 593-3675  
Marcel Tillie, Senior Accountant, Corporate Finance: (416) 593-8078  
Irene Tsatsos, Senior Accountant, Corporate Finance: (416) 593-8223

**British Columbia Securities Commission:**

Carla-Marie Hait, Chief Accountant, Corporate Finance: (604) 899-6726  
Tracy Hedberg, Senior Accountant: (604) 899-6797  
Michael Moretto, Associate Chief Accountant, Corporate Finance: (604) 899-6767  
Rosann Youck, Senior Legal Counsel: (604) 899- 6656

Callers in B.C. and Alberta may also dial (800) 373-6393

**Alberta Securities Commission:**

Fred Snell, Chief Accountant: (403) 297-6553  
Mavis Legg, Manager, Securities Analysis: (403) 297-2663  
Lara Janke, Securities Analyst: (403) 297-3302

**Saskatchewan Financial Services Commission:**

Ian McIntosh, Deputy Director, Corporate Finance: (306) 787-5867

**Manitoba Securities Commission:**

Bob Bouchard, Director, Corporate Finance: (204) 945-2555

**Commission des valeurs mobilières du Québec:**

Rosetta Gagliardi, Conseillère en réglementation: (514) 940-2199 Ext. 4554  
Sylvie Anctil-Bavas, Analyste – expertise comptable: (514) 940-2199 Ext. 4556  
Eric Boutin, Analyste: (514) 940-2199 Ext. 4338

**Nova Scotia Securities Commission:**

Bill Slattery, Deputy Director, Corporate Finance and Administration: (902) 424-7355

**Additional Information**

This Notice and Request for Comment refers to securities legislation administered by the CSA member commissions listed above and certain other documents. Additional information concerning the legislation can be found at the following public websites:

Alberta Securities Commission: [www.albertasecurities.com](http://www.albertasecurities.com)  
British Columbia Securities Commission: [www.bcsc.bc.ca](http://www.bcsc.bc.ca)  
Manitoba Securities Commission: [www.msc.gov.mb.ca](http://www.msc.gov.mb.ca)  
New Brunswick Securities Administration Branch: [www.gov.nb.ca](http://www.gov.nb.ca)  
Securities Commission of Newfoundland and Labrador: [www.gov.nf.ca/qs/cca/sl](http://www.gov.nf.ca/qs/cca/sl)  
Nova Scotia Securities Commission: [www.gov.ns.ca/nssc/](http://www.gov.ns.ca/nssc/)  
Ontario Securities Commission: [www.osc.gov.on.ca](http://www.osc.gov.on.ca)  
Prince Edward Island Office of the Attorney General: [www.gov.pe.ca](http://www.gov.pe.ca)  
Commission des valeurs mobilières du Québec: [www.cvmq.com](http://www.cvmq.com)  
Saskatchewan Financial Services Commission – Securities Division: [www.sfsc.gov.sk.ca](http://www.sfsc.gov.sk.ca)

May 16, 2003.

APPENDIX A  
TO  
NOTICE

NATIONAL INSTRUMENT 52-107  
ACCEPTABLE ACCOUNTING PRINCIPLES, AUDITING STANDARDS AND REPORTING CURRENCY

Summary of Public Comments received on the Acceptable Accounting Principles and Auditing Standards  
proposed in NI 51-102 and NI 71-102

The following is a summary of the comments received on the accounting principles and auditing standards proposed in NI 51-102 and NI 71-102. In addition to the following comments, the CSA received a number of drafting comments relating to GAAP and GAAS issues that were considered and are reflected in proposed NI 52-107. The commenters are listed in Schedule 1 to this Appendix.

The section numbers in the following summary refer to the sections in proposed NI 51-102 and NI 71-102 as published on June 21, 2002. The section numbers in square parentheses are the corresponding section references in NI 52-107.

NI 51-102

Part 1– Definitions

One commenter felt that the designated foreign jurisdictions are adequate as currently listed.

One commenter asked how these 15 jurisdictions were selected and why other jurisdictions, which might be viewed as having equivalent or better frameworks in place, were excluded as designated foreign jurisdictions. For example, the commenter believes that Norway merits inclusion as much as some of the countries identified as a designated foreign jurisdiction. The commenter suggested there should be allowances in the final rule for including other countries as designated foreign jurisdictions as the Commissions become more knowledgeable about practices in other countries. Another commenter suggested that South Korea should be included in the list.

*Response: The CSA developed the list of 15 jurisdictions based on a number of factors, including: the CSA's experience gained from participation in the International Organization of Securities Commissions (IOSCO) and other international organizations, staff's familiarity with requirements of certain jurisdictions arising from work relating to specific issuers, and the self-assessments (where available) prepared by IOSCO members of compliance with the Objectives and Principles of Securities Regulation published by IOSCO. We undertook research in certain areas where we thought this was appropriate. As a practical matter, we considered our list of countries against the list of companies from which our foreign issuers tend to come.*

*The fact that we have not included certain jurisdictions does not necessarily reflect any CSA position as to whether those jurisdictions have adequate GAAP and continuous disclosure requirements in light of the purposes and principles of our Securities Acts. We simply do not have the necessary degree of familiarity we require to make this determination for countries such as Norway and South Korea. We are continuing to study these requirements during the comment process. At a future time, we may amend the Instrument to change the list of designated foreign jurisdictions.*

One commenter noted that the definition of US GAAP in proposed NI 51-102 refers to principles that the SEC has identified as having substantial authoritative support. However, it is not clear from this definition what those principles are. United States literature establishes a hierarchy of sources of acceptable accounting policies in the US. The commenter suggested it would be appropriate for the definition of US GAAP to refer to this literature.

*Response: The CSA believe that there is sufficient US and SEC literature that identifies the sources of US GAAP. Issuers who file financial statements prepared in accordance with US GAAP are SEC registrants and thus, are presumed to have sufficient knowledge of what constitutes US GAAP.*

One commenter suggested referring specifically to the statements issued by the American Institute of Certified Public Accountants (AICPA) in the definition of US GAAS.

*Response: The CSA have not added the statements issued by the AICPA to the definition of US GAAS because the relevant governing bodies and their statements may change from time to time, which could affect the definition in the rule.*

## Part 4 – Financial Statements

### 4.7 [4.1] Accounting Principles

Several commenters supported the proposal to allow SEC issuers to file financial statements prepared in accordance with US GAAP.

One commenter suggested that all issuers should be permitted to file financial statements in accordance with US GAAP.

*Response: The purpose of the exemption was to address the cost of the filing burden for issuers that file with the SEC. Given this purpose, the CSA have limited the exemption to these issuers.*

A number of commenters commented on the requirement to reconcile US GAAP financial statements to Canadian GAAP. One commenter felt that there should be no requirement to reconcile to Canadian GAAP, while another felt that one year of reconciliation would be sufficient. Other commenters suggested that issuers should regard the two-year period as a minimum standard, or that reconciliation should be mandated on an ongoing basis.

*Response: The purpose of the two-year requirement for reconciliation to Canadian GAAP is to provide information for a transitional period while the market adjusts to any differences in measurement and presentation under US GAAP. The CSA believe that the requirement for two years of reconciliation strikes a balance between the comments advocating eliminating or reducing the reconciliation requirement, and the comments that reconciliations should be required on an on-going basis.*

One commenter suggested the requirement to reconcile to Canadian GAAP should be applied for the next seven reporting periods (interim and annual) after the change to US GAAP is made.

*Response: An SEC issuer can choose any point during its financial year to begin using US GAAP. However, if an issuer does so in other than its first quarter, it will be required to restate and re-file interim financial statements for the interim periods in the current financial year for which financial statements were filed prior to the change. This requirement will ensure that all financial statements in a year are prepared on the same basis.*

Two commenters felt that the rule should not require both Canadian and US GAAP comparative financial information on the face of the annual financial statements but rather, should permit the Canadian GAAP comparatives to be disclosed in a note to the financial statements.

*Response: The CSA agree and have amended the requirement to permit the Canadian GAAP comparatives to be disclosed on the face of the financial statements or in a note to the financial statements.*

One commenter questioned the need for the requirement that an issuer apply the same comprehensive set of accounting principles to all periods presented in a single set of financial statements. The commenter stated that if an issuer cannot retroactively adopt any material US GAAP requirement, for example where the necessary financial data is not reasonably determinable, then it believes that neither the issuer nor the auditor could assert that the financial statements for that period have been prepared in accordance with US GAAP.

*Response: The CSA recognize that the issue of consistency may not be a problem when switching from Canadian to US GAAP, but the requirement also applies to foreign issuers who are permitted to use other acceptable accounting principles and therefore the requirement has been retained.*

One commenter recommended that the proposed requirement to quantify the effect of material differences between Canadian and US GAAP not be limited to those "that relate to measurement", but also include recognition and presentation differences. The commenter also suggested that further guidance might be useful in respect of the presentation and explanation of balance sheet and cash flow differences, as well as income effects.

*Response: The CSA agree that the requirement to explain material differences apply to measurement, recognition and presentation differences and has revised the Instrument accordingly. We will consider developing guidance in the future.*

One commenter suggested that the CICA should direct the consideration of whether International Financial Reporting Standards should be accepted.

*Response: The CSA have decided it is appropriate to allow the use of International Financial Reporting Standards in the circumstances identified in proposed NI 52-107.*

One commenter expressed support for removing the GAAP exemption for banks.

Response: None required.

### **Auditing Standards**

Three commenters suggested the CSA should eliminate the requirement in section 8.8(3)(c) [5.2(4), 6.2(7), 8.2(4)] for an auditor to state that the foreign GAAS applied are substantially equivalent to Canadian GAAS. No professional standards exist for determining whether the assertion can be made.

*Response: We have deleted the requirement for an auditor to state that foreign GAAS applied are substantially equivalent to Canadian GAAS. However, for financial statements audited in accordance with International Standards on Auditing, we have retained the requirement for the auditor to describe any material differences in the form and content of the auditor's report as compared to an auditor's report prepared in accordance with Canadian GAAS and to confirm that an auditor's report prepared in accordance with Canadian GAAS would not contain a reservation.*

One commenter noted current prospectus rules require that, where a foreign auditor reconciles foreign GAAP financial statements to Canadian GAAP, the foreign auditor must provide a letter to the regulators discussing the foreign auditor's expertise. The commenter noted that the BAR requirements do not include an auditor's expertise letter. The commenter asked for confirmation that this letter is not required for financial statements in BARs and suggested that at some point in time that this difference between prospectus and CD requirements be eliminated.

*Response: An auditor's expertise letter is not required to be filed with a BAR. The CSA will address the difference in this requirement between NI 51-102 and the prospectus rules during the course of drafting NI 41-102 and amendments to NI 44-101. There may be circumstances in which an issuer will be required to deliver an expertise letter in conjunction with filing a prospectus.*

One commenter said that the proposal to permit the auditor's report on financial statements of an SEC issuer to be prepared in accordance with US GAAS is acceptable. However, i) the Canadian Business Corporations Act, several provincial corporations acts and financial institutions' legislation or accounting requirements require Canadian GAAP and Canadian GAAS; and ii) the requirements of Foreign Reporting, section 5610 of the CICA Handbook – Assurance, should be reviewed to determine whether the existing Recommendations require change.

*Response: The CSA agree with this comment.*

One commenter said National Policy No. 3 *Unacceptable Auditors* provided more guidance and clarity with respect to the independence of auditors than does section 3.6 of the Policy. The full text of NP No. 3 or similar language should be included in the Rule.

*Response: The CSA have decided to retain NP No.3 at this time and will consider rescinding it or including its contents in the Policy after the CICA publishes new auditor independence standards.*

### **Part 8 [6] - Business Acquisition Reports (BAR's)**

One commenter requested clarification of whether the historical financial statements of an acquiree, that was formerly a private enterprise for which historical financial statements must be filed with a securities commission as a significant acquisition, must be updated to include disclosures for public enterprises identified throughout the Handbook.

*Response: This issue has been dealt with in proposed NI 52-107 through the definition of Canadian GAAP and by clarification in the Companion Policy to NI 52-107.*

One commenter suggested that the reservation relating to inventory in the auditor's report that is permitted where the acquired business is a small business should be extended to all types of acquired business.

*Response: The CSA agree with this suggestion and have extended the provision to all types of acquired businesses.*

One commenter suggested the CSA eliminate the requirement in section 8.6 (1)(b) [6.1(1)(f)] that the accounting principles used to prepare the financial statements of an acquired business, to be filed in a BAR, be prepared in accordance with accounting principles that "cover substantially the same core subject matter as Canadian GAAP". The commenter noted that there is no established definition for "core subject matter of Canadian GAAP" and there could be confusion if a foreign set of GAAP touches on most, but not all, of the perceived "core" subject matter. The commenter recommended that it would be preferable to refer not to the result, but to the process, and to accept accounting principles that are established in a foreign jurisdiction based on a due diligence and consultation process similar to that applied by the CICA, FASB or IASB.

**Request for Comments**

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*Response: The CSA disagree with the suggestion that acceptability of foreign accounting principles should be based on the process by which they are established. We recognize that judgement must be exercised to determine whether the test is met for "substantially the same core subject matter as Canadian GAAP".*

**Schedule 1**  
**List of Commenters**

Paul Cherry, Chair and  
Ron Salole, Director  
Accounting Standards Board  
277 Wellington Street West  
Toronto, ON M5V 3H2  
T: 416-977-3222  
F: 416-204-3412

BDO Dunwoody LLP  
National Office  
Royal Bank Plaza, P.O. Box 32  
Toronto ON M5J 2J8  
T: 416-865-0111  
F: 416-367-3912

Warren Law  
Senior Vice-President, Corporate  
Operations and General Counsel  
Canadian Bankers' Association  
Box 348, Commerce Court West  
199 Bay Street, 30<sup>th</sup> Floor  
Toronto, ON M5L 1G2  
T: 416-362-6093 Ext. 214  
F: 416-362-7708  
wlaw@cba.ca

James Saloman, Co-Chair, Assurance Standards Board Task Force  
Canadian Institute of Chartered Accountants  
277 Wellington Street West  
Toronto, ON M5V 3H2  
T: 416-977-3222  
F: 416-977-8585

Jane Watson, Chair, CIRI NI 51-102 Review Committee  
Ron Blunn, Chair, CIRI Issues Committee and  
Joanne Brown, President & CEO, CIRI  
Canadian Investor Relations Institute  
1470 Hurontario Street, Suite 201  
Mississauga, ON L5G 3H4  
T: 905-274-1639  
F: 905-274-7861

Davies Ward Phillips & Vineberg LLP  
44<sup>th</sup> Floor, 1 First Canadian Place  
Toronto ON M5X 1B1  
T: 416-863-0900  
F: 416-863-0871

Douglas L. Cameron/Charlmane Wong  
Ernst & Young LLP  
Chartered Accountants  
Ernst & Young Tower  
P.O. Box 251, 222 Bay St.  
Toronto-Dominion Centre  
Toronto ON M5K 1J7  
T: 416-864-1234  
F: 416-864-1174



**Request for Comments**

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Paul A. Smith  
Imperial Oil Limited  
111 St. Clair Ave. W.  
P.O. Box 4029 Stn. A  
Toronto ON M5W 1K3  
T: 416-968-4315  
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Hyunsoo Choi, Vice President, International Relations  
Korea Stock Exchange  
T: 82-2-3774-9143  
F: 82-2-786-0263

Gordon C. Fowler, Partner  
Alan G. Van Weelden, Senior Principal  
KPMG LLP  
avanweelden@kpmg.ca

PricewaterhouseCoopers  
T: 416-941-8363  
F: 416-941-8481

**APPENDIX B**

**RELATED AMENDMENTS TO ONTARIO SECURITIES REGULATION  
AND  
ADDITIONAL INFORMATION REQUIRED IN ONTARIO**

**Provisions of Regulation to be Revoked or Amended**

1. The Ontario Securities Commission (the Commission) proposes to revoke subsection 2(3) of the Regulation made under the *Securities Act* (Ontario) (the Act) R.R.O. 1990 Reg. 1015, as am. (the Regulation).
2. The Commission proposes to amend section 1 of the Regulation to refer to proposed National Instrument 52-107 *Acceptable Accounting Principles, Auditing Standards and Reporting Currency* (the Instrument) in those circumstances where the Instrument applies to financial statements.
3. The Commission proposes to amend subsection 1(4) of the Regulation to refer to the Instrument rather the rule entitled *In the Matter of Certain Reporting Issuers*, [1980] OSCB 166.

**Authority for the Rule**

The following provisions of the Act provide the Commission with authority to adopt the Instrument.

Paragraph 143(1)1 authorizes the Commission to prescribe requirements in respect of applications for registration and the renewal, amendment, expiration or surrender of registration and in respect of suspension, cancellation or reinstatement of registration.

Paragraph 143(1)7 authorizes the Commission to prescribe requirements in respect of the disclosure or furnishing of information to the Commission by registrants or providing for exemptions from or varying the requirements under the Act in respect of the disclosure or furnishing of information to the Commission by registrants.

Paragraph 143(1)25 authorizes the Commission to prescribe requirements in respect of financial accounting, reporting and auditing for the purposes of the Act, the regulations and the rules, including (i) defining accounting principles and auditing standards acceptable to the Commission, and (ii) financial reporting requirements for the preparation and dissemination of future-oriented financial information and *pro forma* financial statements.

Paragraph 143(1)39 authorizes the Commission to make rules requiring or respecting the media, format, preparation, form, content, execution, certification, dissemination and other use, filing and review of all documents required under or governed by the Act, the regulations or the rules and all documents determined by the regulations or the rules to be ancillary to the documents, including financial statements, proxies and information circulars.

**Unpublished Studies**

In developing the Instrument, the Commission did not rely upon any significant unpublished study, report or other written materials.

**Alternatives Considered**

On June 21, 2002, the Commission and the other CSA members published for comment NI 51-102 and NI 71-102, which set out acceptable accounting principles and auditing standards for financial statements filed in satisfaction of a reporting issuer's continuous disclosure obligations. The Commission considered incorporating similar requirements into proposed NI 41-102 and other rules that regulate the preparation and filing of financial statements with the Commission. However, the Commission determined that it would be preferable if all acceptable accounting principles and auditing standards applicable to an issuer or registrant were set out in one central rule.

No other alternatives were considered.

**6.1.2 Proposed National Instrument 52-107 Acceptable Accounting Principles, Auditing Standards and Reporting Currency and Companion Policy 52-107CP Acceptable Accounting Principles, Auditing Standards and Reporting Currency**

**PROPOSED NATIONAL INSTRUMENT 52-107  
ACCEPTABLE ACCOUNTING PRINCIPLES, AUDITING STANDARDS AND REPORTING CURRENCY**

**PART 1 DEFINITIONS AND INTERPRETATION**

- 1.1 Definitions
- 1.2 Determination of Canadian Shareholders
- 1.3 Timing for Calculation of Designated Foreign Issuer and Eligible Foreign Issuer
- 1.4 Interpretation of "Prospectus"

**PART 2 APPLICATION**

- 2.1 Application

**PART 3 GENERAL RULES**

- 3.1 Acceptable Accounting Principles
- 3.2 Acceptable Auditing Standards
- 3.3 Acceptable Auditors
- 3.4 Measurement and Reporting Currencies

**PART 4 EXEMPTIONS FOR SEC ISSUERS**

- 4.1 Acceptable Accounting Principles for SEC Issuers
- 4.2 Acceptable Auditing Standards for SEC Issuers

**PART 5 EXEMPTIONS FOR ELIGIBLE FOREIGN ISSUERS**

- 5.1 Acceptable Accounting Principles for Eligible Foreign Issuers
- 5.2 Acceptable Auditing Standards for Eligible Foreign Issuers

**PART 6 REQUIREMENTS FOR ACQUISITION STATEMENTS**

- 6.1 Acceptable Accounting Principles for Acquisition Statements
- 6.2 Acceptable Auditing Standards for Significant Acquisitions

**PART 7 PRO FORMA FINANCIAL STATEMENTS**

- 7.1 Acceptable Accounting Principles for *Pro Forma* Financial Statements

**PART 8 EXEMPTIONS FOR ELIGIBLE FOREIGN REGISTRANTS**

- 8.1 Acceptable Accounting Principles for Eligible Foreign Registrants
- 8.2 Acceptable Auditing Standards for Eligible Foreign Registrants

**PART 9 EXEMPTIONS**

- 9.1 Exemptions
- 9.2 Certain Exemptions Evidenced by Receipt

**PART 10 EFFECTIVE DATE**

- 10.1 Effective Date
- 10.2 Transition

**PROPOSED NATIONAL INSTRUMENT 52-107  
ACCEPTABLE ACCOUNTING PRINCIPLES,  
AUDITING STANDARDS AND REPORTING CURRENCY**

**PART 1  
DEFINITIONS AND INTERPRETATION**

**1.1 Definitions –** In this Instrument:

“accounting principles” mean a body of accounting principles that are generally accepted in a jurisdiction of Canada or a foreign jurisdiction and include, without limitation, Canadian GAAP, US GAAP and International Financial Reporting Standards;

“acquisition statements” means the financial statements of an acquired business or a business to be acquired that are required to be filed under National Instrument 51-102 or that are included in a prospectus under National Instrument 41-102 or National Instrument 44-101;

“auditing standards” mean a body of auditing standards that are generally accepted in a jurisdiction of Canada or a foreign jurisdiction and include, without limitation, Canadian GAAS, US GAAS and International Standards on Auditing;

“business acquisition report” means a completed Form 51-102F4 *Business Acquisition Report*;

“Canadian GAAP” means generally accepted accounting principles for public enterprises, as determined with reference to the Handbook;

“convertible security” means a security of an issuer that is convertible into, or carries the right of the holder to acquire, or of the issuer to cause the acquisition of, a security of the same issuer;

“designated foreign issuer” means an eligible foreign issuer:

- (a) that does not have a class of securities registered under section 12 of the 1934 Act and is not required to file reports under section 15(d) of the 1934 Act;
- (b) that is subject to foreign disclosure requirements; and
- (c) for which the total number of equity securities owned, directly or indirectly, by residents of Canada does not exceed ten per cent, on a fully-diluted basis, of the total number of equity securities of the issuer, calculated in accordance with sections 1.2 and 1.3;

“designated foreign jurisdiction” means Australia, France, Germany, Hong Kong, Italy, Japan, Mexico, The Netherlands, New Zealand, Singapore, South Africa, Spain, Sweden, Switzerland or the United Kingdom of Great Britain and Northern Ireland;

“eligible foreign issuer” means an issuer, other than an investment fund, that is not incorporated or organized under the laws of Canada or a jurisdiction of Canada, except an issuer that satisfies the following conditions:

- (a) outstanding voting securities carrying more than 50 per cent of the votes for the election of directors are owned, directly or indirectly, by residents of Canada; and
- (b) any one or more of the following is true:
  - (i) the majority of the executive officers or directors of the issuer are residents of Canada;
  - (ii) more than 50 per cent of the assets of the issuer are located in Canada; or
  - (iii) the business of the issuer is administered principally in Canada;

“eligible foreign registrant” means a registrant that is not incorporated or organized under the laws of Canada or a jurisdiction of Canada, except a registrant that satisfies the following conditions:

- (a) outstanding voting securities carrying more than 50 per cent of the votes for the election of directors are owned, directly or indirectly, by residents of Canada; and

- (b) any one or more of the following is true:
- (i) the majority of the executive officers or directors of the registrant are residents of Canada;
  - (ii) more than 50 per cent of the assets of the registrant are located in Canada; or
  - (iii) the business of the registrant is administered principally in Canada;

"equity security" means any security of an issuer that carries a residual right to participate in earnings of the issuer and, on the liquidation or winding-up of the issuer, in its assets;

"exchangeable security" means a security of an issuer that is exchangeable for, or carries the right of the holder to acquire, or of the issuer to cause the acquisition of, a security of another issuer;

"exchange-traded security" means a security that is listed on a recognized exchange or is quoted on a recognized quotation and trade reporting system or is listed on an exchange or quoted on a quotation and trade reporting system that is recognized for the purposes of National Instrument 21-101 *Marketplace Operation* and National Instrument 23-101 *Trading Rules*;

"executive officer" of an issuer or registrant means an individual who, at any time during the year, was:

- (a) a chair of the issuer or registrant, if that individual performed the functions of the office on a full-time basis;
- (b) a vice-chair of the issuer or registrant, if that individual performed the functions of the office on a full-time basis;
- (c) the president of the issuer or registrant;
- (d) a vice-president of the issuer or registrant in charge of a principal business unit, division or function including sales, finance or production;
- (e) an officer of the issuer or registrant or any of its subsidiaries who performed a policy-making function in respect of the issuer or registrant; or
- (f) any other person who performed a policy-making function in respect of the issuer or registrant;

"foreign disclosure requirements" means the requirements to which an eligible foreign issuer is subject concerning disclosure made to a foreign regulatory authority:

- (a) relating to the eligible foreign issuer and the trading in its securities; and
- (b) that is made publicly available in the foreign jurisdiction under:
  - (i) the securities laws of the foreign jurisdiction in which the principal trading market of the eligible foreign issuer is located; or
  - (ii) the rules of the marketplace that is the principal trading market of the eligible foreign issuer;

"foreign regulatory authority" means a securities commission, exchange or other securities market regulatory authority in a designated foreign jurisdiction;

"group scholarship plan" means a scholarship plan the securities of which entitle the beneficiaries, who are designated in connection with the acquisition of the securities that have the same year of maturity, to a scholarship award proportionate to the value of the securities in respect of which they are designated, on or after maturity of the securities;

"inter-dealer bond broker" means a person or company that is approved by the Investment Dealers Association under IDA By-Law No. 36 *Inter-Dealer Bond Brokerage Systems*, as amended, and is subject to IDA By-Law No. 36 and IDA Regulation 2100 *Inter-Dealer Bond Brokerage Systems*, as amended;

"investment fund" means a mutual fund, a non-redeemable investment fund or a group scholarship plan;

"issuer's GAAP" means the accounting principles used to prepare an issuer's financial statements, as permitted by this Instrument;

"marketplace" means:

- (a) an exchange;
- (b) a quotation and trade reporting system;
- (c) a person or company not included in paragraph (a) or (b) that:
  - (i) constitutes, maintains or provides a market or facility for bringing together buyers and sellers of securities;
  - (ii) brings together the orders for securities of multiple buyers and sellers; and
  - (iii) uses established, non-discretionary methods under which the orders interact with each other, and the buyers and sellers entering the orders agree to the terms of a trade; or
- (d) a dealer that executes a trade of an exchange-traded security outside of a marketplace, but does not include an inter-dealer bond broker;

"multiple convertible security" means a security of an issuer that is convertible into, or exchangeable for, or carries the right of the holder to acquire, or of the issuer to cause the acquisition of, a convertible security, an exchangeable security or another multiple convertible security;

"non-redeemable investment fund" means an issuer:

- (a) whose primary purpose is to invest money provided by its security holders;
- (b) that does not invest for the purpose of exercising effective control, seeking to exercise effective control or being actively involved in the management of the issuers in which it invests, other than mutual funds or other non-redeemable investment funds; and
- (c) that is not a mutual fund;

"National Instrument 41-102" means National Instrument 41-102 *General Prospectus Requirements*;

"National Instrument 44-101" means National Instrument 44-101 *Short Form Prospectus Distributions*;

"National Instrument 44-102" means National Instrument 44-102 *Shelf Distributions*;

"National Instrument 44-103" means National Instrument 44-103 *Post-Receipt Pricing*;

"National Instrument 51-102" means National Instrument 51-102 *Continuous Disclosure Obligations*;

"National Instrument 71-102" means National Instrument 71-102 *Continuous Disclosure and Other Exemptions Relating to Foreign Issuers*;

"principal trading market" means the published market on which the largest trading volume in the equity securities of the issuer occurred during the issuer's most recently completed financial year that ended before the date the determination is being made;

"published market" means, for a class of securities, a marketplace on which the securities have traded that discloses, regularly in a publication of general and regular paid circulation or in a form that is broadly distributed by electronic means, the prices at which those securities have traded;

"recognized exchange" means:

- (a) in Ontario, an exchange recognized by the securities regulatory authority to carry on business as a stock exchange; and
- (b) in every other jurisdiction of Canada, an exchange recognized by the securities regulatory authority as an exchange, self-regulatory organization or self-regulatory body;

"recognized quotation and trade reporting system" means:

- (a) in every jurisdiction of Canada other than British Columbia, a quotation and trade reporting system recognized by the securities regulatory authority under securities legislation to carry on business as a quotation and trade reporting system; and
- (b) in British Columbia, a quotation and trade reporting system recognized by the securities regulatory authority under securities legislation as a quotation and trade reporting system or as an exchange;

"SEC issuer" means an issuer that:

- (a) has a class of securities registered under section 12 of the 1934 Act or is required to file reports under section 15(d) of the 1934 Act; and
- (b) is not registered or required to be registered as an investment company under the *Investment Company Act of 1940* of the United States of America;

"SEC foreign issuer" means an eligible foreign issuer that is also an SEC issuer;

"underlying security" means a security issued or transferred, or to be issued or transferred, in accordance with the terms of a convertible security, an exchangeable security or a multiple convertible security;

"US GAAP" means generally accepted accounting principles in the United States of America that the SEC has identified as having substantial authoritative support, as supplemented by Regulation S-X and Regulation S-B under the 1934 Act; and

"US GAAS" means generally accepted auditing standards in the United States of America, as supplemented by the SEC's rules on auditor independence.

## **1.2 Determination of Canadian Shareholders for Calculation of Designated Foreign Issuer and Eligible Foreign Issuer –**

- (1) For the purposes of paragraph (c) of the definition of "designated foreign issuer" and paragraph 5.1(c), a reference to equity securities owned, directly or indirectly, by residents of Canada, includes:
  - (a) the underlying securities that are equity securities of the eligible foreign issuer; and
  - (b) the equity securities of the eligible foreign issuer represented by an American depositary receipt or an American depositary share issued by a depositary holding equity securities of the eligible foreign issuer.
- (2) For the purposes of paragraph (a) of the definition of "eligible foreign issuer", securities represented by American depositary receipts or American depositary shares issued by a depositary holding voting securities of the eligible foreign issuer must be included as outstanding in determining both the number of votes attached to securities owned, directly or indirectly, by residents of Canada and the number of votes attached to all of the issuer's outstanding voting securities.

## **1.3 Timing for Calculation of Designated Foreign Issuer and Eligible Foreign Issuer –** For the purposes of paragraph (c) of the definition of "designated foreign issuer" and paragraph (a) of the definition of "eligible foreign issuer", the calculation is made:

- (a) if the issuer has not completed one financial year, on the earlier of
  - (i) the date that is 90 days before the date of its prospectus, and
  - (ii) the date that it became a reporting issuer; and
- (b) for all other issuers, on the first day of the most recent financial year or year-to-date interim period for which operating results are presented in the financial statements filed or included in the issuer's prospectus.

## **1.4 Interpretation of "Prospectus" –** For the purposes of this Instrument, the term "prospectus" includes:

- (a) a preliminary prospectus, a prospectus, an amendment to a preliminary prospectus and an amendment to a prospectus; and

- (b) a prospectus filed under National Instrument 41-102, National Instrument 44-101, National Instrument 44-102, and National Instrument 44-103;

and the phrase "included in a prospectus" refers to information reproduced in a prospectus and any documents incorporated into a prospectus by reference.

## **PART 2 APPLICATION**

### **2.1 Application** – This Instrument applies to:

- (a) all annual, interim and *pro forma* financial statements filed or included in a document that is filed under National Instrument 51-102 or National Instrument 71-102;
- (b) all annual, interim and *pro forma* financial statements included in a prospectus that is filed under National Instrument 41-102, National Instrument 44-101, National Instrument 44-102, or National Instrument 44-103;
- (c) all annual and interim financial statements delivered by registrants to a securities regulatory authority; and
- (d) any other annual, interim or *pro forma* financial statement filed by a reporting issuer, other than an investment fund, with a securities regulatory authority.

## **PART 3 GENERAL RULES**

### **3.1 Acceptable Accounting Principles** –

- (1) Financial statements, other than acquisition statements, must be prepared in accordance with Canadian GAAP.
- (2) Financial statements must be prepared in accordance with the same accounting principles for all periods presented.
- (3) The notes to the financial statements must identify the accounting principles used to prepare the financial statements.

### **3.2 Acceptable Auditing Standards** –

- (1) Financial statements, other than acquisition statements, that are required by securities legislation to be audited must be audited in accordance with Canadian GAAS.
- (2) Audited financial statements, other than acquisition statements, must be accompanied by an auditor's report prepared in accordance with Canadian GAAS and the following requirements:
  - 1. The auditor's report must not contain a reservation.
  - 2. The auditor's report must identify all financial periods presented for which the auditor has issued an auditor's report. If the issuer or registrant has changed its auditor and one or more of the comparative periods presented in the financial statements were audited by a different auditor, the auditor's report must refer to any former auditor's report(s) on the comparative periods.
  - 3. The auditor's report must identify the auditing standards used to conduct the audit and the accounting principles used to prepare the financial statements.

### **3.3 Acceptable Auditors** –

- (1) An auditor's report must be prepared and signed by a person or company that is authorized to sign an auditor's report by the laws and professional standards of a jurisdiction of Canada or a foreign jurisdiction.
- (2) Despite subsection (1), if an issuer or registrant
  - (i) is incorporated or organized in a jurisdiction of Canada; or



- (ii) is not an eligible foreign issuer nor an eligible foreign registrant;

and has prepared its financial statements in accordance with Canadian GAAP and intends to have those financial statements audited in accordance with Canadian GAAS, the auditor's report must be prepared and signed by a person or company that is authorized to sign an auditor's report by the laws and professional standards of a jurisdiction of Canada.

### 3.4 Measurement and Reporting Currencies –

- (1) The reporting currency must be disclosed on the face page of the financial statements or in the notes to the financial statements unless the financial statements are prepared in accordance with Canadian GAAP and the reporting currency is the Canadian dollar.
- (2) The notes to the financial statements must disclose the measurement currency if it is different from the reporting currency.

## PART 4 EXEMPTIONS FOR SEC ISSUERS

### 4.1 Acceptable Accounting Principles for SEC Issuers –

- (1) Despite subsection 3.1(1), and subject to subsection (2), financial statements filed by an SEC issuer, other than acquisition statements, may be prepared in accordance with US GAAP.
- (2) If an SEC issuer that previously filed or included in a prospectus financial statements prepared in accordance with Canadian GAAP relies on subsection (1), the notes to the first two sets of the issuer's annual financial statements after the change from Canadian GAAP to US GAAP and the notes to the issuer's interim financial statements for interim periods during those two years must:
  - (a) explain the material differences between Canadian GAAP and US GAAP that relate to recognition, measurement and presentation;
  - (b) quantify the effect of material differences between Canadian GAAP and US GAAP that relate to recognition, measurement and presentation, including a tabular reconciliation between net income reported in the financial statements and net income computed in accordance with Canadian GAAP; and
  - (c) provide disclosure consistent with Canadian GAAP requirements to the extent not already reflected in the financial statements.
- (3) Despite subsection 3.1(2), where an SEC issuer previously used Canadian GAAP and has used US GAAP to prepare the financial information for the most recent period presented in its financial statements, the issuer must present financial information for the comparative periods as follows:
  - (a) as previously reported in accordance with Canadian GAAP;
  - (b) as restated and presented in accordance with US GAAP; and
  - (c) supported by an accompanying note that
    - (i) explains the material differences between Canadian GAAP and US GAAP that relate to recognition, measurement and presentation; and
    - (ii) quantifies the effect of material differences between Canadian GAAP and US GAAP that relate to recognition, measurement and presentation, including a tabular reconciliation between net income as previously reported in the financial statements in accordance with Canadian GAAP and net income as restated and presented in accordance with US GAAP.
- (4) The comparative information specified in paragraph (a) of subsection (3) may be presented on the face of the balance sheet and statements of income and cash flows or in the note to the financial statements required by paragraph (c) of subsection (3).

- (5) If an SEC issuer that previously filed or included in a prospectus financial statements prepared in accordance with Canadian GAAP relies on subsection (1) and has filed financial statements prepared in accordance with Canadian GAAP for one or more interim periods of the current year, those interim financial statements must also be restated in accordance with US GAAP and comply with subsections (2), (3) and (4).

#### **4.2 Acceptable Auditing Standards for SEC Issuers –**

- (1) Despite subsection 3.2(1), and subject to subsection (2), financial statements filed by an SEC issuer, other than acquisition statements, that are required by securities legislation to be audited may be audited in accordance with US GAAS.
- (2) Despite subsection 3.2(2), if an SEC issuer relies on subsection (1), the financial statements must be accompanied by an auditor's report prepared in accordance with US GAAS and the following requirements:
  1. The auditor's report must contain an unqualified opinion.
  2. The auditor's report must identify all financial periods presented for which the auditor has issued an auditor's report. If the issuer has changed its auditor and one or more of the comparative periods presented in the financial statements were audited by a different auditor, the auditor's report must refer to any former auditor's report(s) on the comparative periods.
  3. The auditor's report must identify the auditing standards used to conduct the audit and the accounting principles used to prepare the financial statements.

### **PART 5 EXEMPTIONS FOR ELIGIBLE FOREIGN ISSUERS**

#### **5.1 Acceptable Accounting Principles for Eligible Foreign Issuers –** Despite subsection 3.1(1), financial statements filed by an eligible foreign issuer, other than acquisition statements, may be prepared in accordance with:

- (a) US GAAP, if the issuer is an SEC foreign issuer;
- (b) International Financial Reporting Standards;
- (c) accounting principles that meet the disclosure requirements for foreign private issuers, as that term is defined for the purposes of the 1934 Act, if the issuer is an SEC foreign issuer and on the last day of the most recently completed financial year the total number of equity securities owned directly or indirectly by residents of Canada does not exceed ten per cent, on a fully-diluted basis, of the total number of equity securities of the issuer, provided that the financial statements include any reconciliation to US GAAP required by the SEC;
- (d) accounting principles that meet the foreign disclosure requirements of the designated foreign jurisdiction to which the issuer is subject, if it is a designated foreign issuer; or
- (e) accounting principles that cover substantially the same core subject matter as Canadian GAAP, including recognition and measurement principles and disclosure requirements, provided the notes to the financial statements:
  - (i) explain the material differences between Canadian GAAP and the accounting principles used that relate to recognition, measurement and presentation;
  - (ii) quantify the effect of material differences between Canadian GAAP and the accounting principles used that relate to recognition, measurement and presentation, including a tabular reconciliation between net income reported in the issuer's financial statements and net income computed in accordance with Canadian GAAP; and
  - (iii) provide disclosure consistent with Canadian GAAP requirements to the extent not already reflected in the financial statements.

#### **5.2 Acceptable Auditing Standards for Eligible Foreign Issuers –**

- (1) Despite subsection 3.2(1), financial statements filed by an eligible foreign issuer, other than acquisition statements, that are required by securities legislation to be audited may be audited in accordance with:

- (a) US GAAS;
  - (b) International Standards on Auditing; or
  - (c) auditing standards that meet the foreign disclosure requirements of the designated foreign jurisdiction to which the issuer is subject, if it is a designated foreign issuer.
- (2) Despite subsection 3.2(2), and subject to subsections (3) and (4), if an eligible foreign issuer relies on subsection (1), the financial statements must be accompanied by an auditor's report prepared in accordance with the same auditing standards used to audit the financial statements and the auditor's report must identify the auditing standards used to conduct the audit and the accounting principles used to prepare the financial statements.
- (3) If an eligible foreign issuer relies on paragraph (1)(a), the auditor's report must contain an unqualified opinion.
- (4) If an eligible foreign issuer relies on paragraph (1)(b), the auditor's report must be accompanied by a statement by the auditor that describes any material differences in the form and content of the auditor's report as compared to an auditor's report prepared in accordance with Canadian GAAS, and indicates that an auditor's report prepared in accordance with Canadian GAAS would not contain a reservation.

**PART 6**  
**REQUIREMENTS FOR ACQUISITION STATEMENTS**

**6.1 Acceptable Accounting Principles for Acquisition Statements –**

- (1) Acquisition statements included in a business acquisition report or included in a prospectus must be prepared in accordance with one of the following accounting principles:
- (a) Canadian GAAP;
  - (b) US GAAP;
  - (c) International Financial Reporting Standards;
  - (d) accounting principles that meet the disclosure requirements for foreign private issuers, as that term is defined for the purposes of the 1934 Act, if the issuer or the acquired business is an SEC foreign issuer and on the last day of the most recently completed financial year the total number of equity securities owned directly or indirectly by residents of Canada does not exceed ten per cent, on a fully-diluted basis, of the total number of equity securities of the SEC foreign issuer provided that the financial statements include any reconciliation to US GAAP required by the SEC;
  - (e) accounting principles that meet the foreign disclosure requirements of the designated foreign jurisdiction to which the issuer or the acquired business is subject, if the issuer or the acquired business is a designated foreign issuer; or
  - (f) accounting principles that cover substantially the same core subject matter as Canadian GAAP, including recognition and measurement principles and disclosure requirements.
- (2) Acquisition statements must be prepared in accordance with the same accounting principles for all periods presented.
- (3) The notes to the acquisition statements must identify the accounting principles used to prepare the acquisition statements.
- (4) If acquisition statements are prepared using accounting principles that are different from the issuer's GAAP, the acquisition statements for the most recently completed financial year and interim period that are required to be filed must be reconciled to the issuer's GAAP and the notes to the acquisition statements must:
- (a) explain the material differences between the issuer's GAAP and the accounting principles used to prepare the acquisition statements that relate to recognition, measurement, and presentation;
  - (b) quantify the effect of material differences between the issuer's GAAP and the accounting principles used to prepare the acquisition statements that relate to recognition, measurement and presentation,

- including a tabular reconciliation between net income reported in the acquisition statements and net income computed in accordance with the issuer's GAAP; and
- (c) provide disclosure consistent with the issuer's GAAP to the extent not already reflected in the acquisition statements.
- (5) Despite subsections (1) and (4), if the issuer is required to reconcile its financial statements to Canadian GAAP, the acquisition statements for the most recently completed financial year and interim period that are required to be filed must be
- (a) prepared in accordance with Canadian GAAP; or
  - (b) reconciled to Canadian GAAP and the notes to the acquisition statements must
    - (i) explain the material differences between Canadian GAAP and the accounting principles used to prepare the acquisition statements that relate to recognition, measurement, and presentation;
    - (ii) quantify the effect of material differences between Canadian GAAP and the accounting principles used to prepare the acquisition statements that relate to recognition, measurement and presentation, including a tabular reconciliation between net income reported in the acquisition statements and net income computed in accordance with Canadian GAAP; and
    - (iii) provide disclosure consistent with Canadian GAAP to the extent not already reflected in the acquisition statements.

## 6.2 Acceptable Auditing Standards for Acquisition Statements –

- (1) Acquisition statements that are required by securities legislation to be audited must be audited in accordance with:
  - (a) Canadian GAAS; or
  - (b) US GAAS.
- (2) Despite subsection (1), acquisition statements filed by or included in a prospectus of an eligible foreign issuer may be audited in accordance with:
  - (a) International Standards on Auditing; or
  - (b) auditing standards that meet the foreign disclosure requirements of the designated foreign jurisdiction to which the issuer is subject, if the issuer is a designated foreign issuer.
- (3) Acquisition statements must be accompanied by an auditor's report prepared in accordance with the same auditing standards used to audit the acquisition statements and the auditor's report must identify the auditing standards used to conduct the audit and the accounting principles used to prepare the financial statements.
- (4) If acquisition statements are audited in accordance with paragraph (1)(b), the auditor's report must contain an unqualified opinion.
- (5) If an eligible foreign issuer relies on paragraph (2)(a), the auditor's report must be accompanied by a statement by the auditor that describes any material differences in the form and content of the auditor's report as compared to an auditor's report prepared in accordance with Canadian GAAS, and indicates that an auditor's report prepared in accordance with Canadian GAAS would not contain a reservation.
- (6) An auditor's report that accompanies acquisition statements may contain a qualification relating to inventory if the issuer includes in the business acquisition report, prospectus or other document containing the acquisition statements:
  - (a) a balance sheet for the business that is for a date that is subsequent to the date to which the inventory qualification relates; and

- (b) the subsequent balance sheet referred to in (a) is accompanied by an auditor's report that does not contain a qualification relating to closing inventory.

**PART 7**  
**PRO FORMA FINANCIAL STATEMENTS**

**7.1 Acceptable Accounting Principles for Pro Forma Financial Statements –**

- (1) This section applies to *pro forma* financial statements that must be filed, or included in a document that is filed, under National Instrument 51-102, or that are included in a prospectus under National Instrument 41-102 or National Instrument 44-101.
- (2) *Pro forma* financial statements must be prepared in accordance with the issuer's GAAP.
- (3) Despite subsection (2), if an issuer's financial statements have been reconciled to Canadian GAAP under subsection 5.1(e), the issuer's *pro forma* financial statements must be prepared in accordance with, or reconciled to, Canadian GAAP.
- (4) Despite subsection (2), if an issuer's financial statements have been prepared under subsection 5.1(c) and those financial statements are reconciled to US GAAP, then the *pro forma* financial statements may be prepared in accordance with, or reconciled to, US GAAP.

**PART 8**  
**EXEMPTIONS FOR ELIGIBLE FOREIGN REGISTRANTS**

**8.1 Acceptable Accounting Principles for Eligible Foreign Registrants –** Despite subsection 3.1(1), financial statements delivered by an eligible foreign registrant may be prepared in accordance with:

- (a) US GAAP;
- (b) International Financial Reporting Standards;
- (c) accounting principles that meet the disclosure requirements of a foreign regulatory authority to which the registrant is subject, if it is an eligible foreign registrant incorporated or organized under the laws of that designated foreign jurisdiction; or
- (d) accounting principles that cover substantially the same core subject matter as Canadian GAAP, including recognition and measurement principles and disclosure requirements, provided the notes to the financial statements:
  - (i) explain the material differences between Canadian GAAP and the accounting principles used that relate to recognition, measurement and presentation;
  - (ii) quantify the effect of material differences between Canadian GAAP and the accounting principles used that relate to recognition, measurement, and presentation; and
  - (iii) provide disclosure consistent with Canadian GAAP requirements to the extent not already reflected in the financial statements.

**8.2 Acceptable Auditing Standards for Eligible Foreign Registrants –**

- (1) Despite subsection 3.2(1), financial statements delivered by an eligible foreign registrant that are required by securities legislation to be audited may be audited in accordance with:
  - (a) US GAAS;
  - (b) International Standards on Auditing; or
  - (c) auditing standards that meet the disclosure requirements of a foreign regulatory authority to which the registrant is subject, if it is an eligible foreign registrant incorporated or organized under the laws of that designated foreign jurisdiction;

- (2) Despite subsection 3.2(2), and subject to subsections (3) and (4), if an eligible foreign registrant relies on subsection (1), the financial statements must be accompanied by an auditor's report prepared in accordance with the same auditing standards used to audit the financial statements and the auditor's report must identify the auditing standards used to conduct the audit and the accounting principles used to prepare the financial statements.
- (3) If an eligible foreign registrant relies on paragraph (1)(a), the auditor's report must contain an unqualified opinion.
- (4) If an eligible foreign registrant relies on paragraph (1)(b), the auditor's report must be accompanied by a statement by the auditor that describes any material differences in the form and content of the auditor's report as compared to an auditor's report prepared in accordance with Canadian GAAS, and indicates that an auditor's report prepared in accordance with Canadian GAAS would not contain a reservation.

## **PART 9 EXEMPTIONS**

### **9.1 Exemptions –**

- (1) The regulator or securities regulatory authority may grant an exemption from this Instrument, in whole or in part, subject to such conditions or restrictions as may be imposed in the exemption.
- (2) Despite subsection (1), in Ontario, only the regulator may grant such an exemption.

### **9.2 Certain Exemptions Evidenced by Receipt –**

- (1) Without limiting the manner in which an exemption may be evidenced, an exemption from this Instrument, in whole or in part, as it pertains to financial statements or auditor's reports included in a prospectus, may be evidenced by the issuance of a receipt for the prospectus or an amendment to the prospectus.
- (2) An exemption under subsection (1) may be evidenced by issuance of a receipt only if:
  - (a) the person or company that sought the exemption:
    - (i) sent to the regulator or securities regulatory authority, on or before the date the preliminary prospectus or the amendment to the preliminary prospectus or prospectus was filed, a letter or memorandum describing the relief sought and the reasons why the relief should be granted; or
    - (ii) sent to the regulator or securities regulatory authority the letter or memorandum referred to in clause (2)(a)(i) after the date of the preliminary prospectus or the amendment to the preliminary prospectus or prospectus has been filed and receives a written acknowledgement from the securities regulatory authority or regulator that the exemption may be evidenced in the manner set out in subsection (1); and
  - (b) the regulatory or securities regulatory authority has not before, or concurrently with, the issuance of the receipt for that prospectus, sent notice to the person or company that sought the exemption that the exemption sought may not be evidenced in the manner set out in subsection (1).
- (3) For the purpose of this section, a reference to a prospectus does not include a preliminary prospectus.

## **PART 10 EFFECTIVE DATE**

**10.1 Effective Date –** This Instrument shall come into force on ●.

**10.2 Transition –** Despite section 10.1, this Instrument does not apply

- (a) to prospectuses until National Instrument 41-102 comes into force;
- (b) to National Instrument 44-101 until ●;

- (c) to National Instrument 44-102 until •; and
- (d) to National Instrument 44-103 until •.

**PROPOSED COMPANION POLICY  
TO NATIONAL INSTRUMENT 52-107  
ACCEPTABLE ACCOUNTING PRINCIPLES, AUDITING STANDARDS AND REPORTING CURRENCY**

**PART ONE      GENERAL**

- 1.1 Introduction and Purpose** – This companion policy provides information about how the provincial and territorial securities regulatory authorities interpret National Instrument 52-107 *Acceptable Accounting Principles, Auditing Standards and Reporting Currency* (the Instrument). The Instrument sets out the accounting principles and auditing standards that must be used by
- (a) issuers required to file financial statements under National Instrument 51-102 and National Instrument 71-102,
  - (b) issuers required to include financial statements in a prospectus, or
  - (c) registrants required to deliver financial statements to a provincial or territorial securities regulatory authority.
- Any other financial statement filed by a reporting issuer with a provincial or territorial securities regulatory authority must also be prepared in accordance with this Instrument except for financial statements prepared by issuers that are investment funds.
- 1.2 Multijurisdictional Disclosure System** – National Instrument 71-101 *The Multijurisdictional Disclosure System* (NI 71-101) permits certain US incorporated issuers to satisfy Canadian disclosure filing obligations, including financial statements, by using disclosure documents prepared in accordance with U.S. federal securities laws. The Instrument does not replace or alter NI 71-101. There are instances in which NI 71-101 and the Instrument offer similar relief to a reporting issuer. There are other instances in which the relief differs. If both NI 71-101 and the Instrument are available to a reporting issuer, the issuer should consider both instruments. It may choose to rely on the less onerous instrument in a given situation.
- 1.3 Calculation of Voting Securities Owned by Residents of Canada** – The definition of “eligible foreign issuer” is based upon the definition of foreign private issuer in Rule 405 of the 1933 Act and Rule 3b-4 of the 1934 Act. For the purposes of the definition of “eligible foreign issuer”, in determining the outstanding voting securities that are directly or indirectly owned by residents of Canada, an issuer should:
- (a) use reasonable efforts to determine securities held by a broker, dealer, bank, trust company or nominee or any of them for the accounts of customers resident in Canada;
  - (b) count securities beneficially owned by residents of Canada as reported on reports of beneficial ownership, including insider reports and early warning reports; and
  - (c) assume that a customer is a resident of the jurisdiction or foreign jurisdiction in which the nominee has its principal place of business if, after reasonable inquiry, information regarding the jurisdiction or foreign jurisdiction of residence of the customer is unavailable.
- This method of calculation differs from that of NI 71-101 which only requires a calculation based on the address of record. Some SEC foreign issuers may therefore qualify for exemptive relief under NI 71-101 but not under this Instrument.
- 1.4 Exemptions Evidenced by the Issuance of a Receipt** – Section 9.2 of the Instrument states that an exemption from any of the requirements of the Instrument pertaining to financial statements or auditor’s reports included in a prospectus may be evidenced by the issuance of a receipt for that prospectus. Issuers should not assume that the relief evidenced by the receipt will also apply to financial statements or auditors’ reports filed in satisfaction of continuous disclosure obligations or included in any other filing.
- 1.5 Filed or Delivered** – Financial statements that are filed in a jurisdiction will be made available for public inspection in that jurisdiction, subject to the provisions of securities legislation in the local jurisdiction regarding confidentiality of filed material. Material that is delivered to a regulator, but not filed, is not required under securities legislation to be made available for public inspection. However, the regulator may choose to make such material available for inspection by the public.



## **PART TWO ACCEPTABLE ACCOUNTING PRINCIPLES**

- 2.1 Acceptable Accounting Principles for Eligible Foreign Issuers** – Appendix A contains a chart outlining the accounting principles permitted for annual and interim financial statements of eligible foreign issuers.
- 2.2 Canadian GAAP Applicable to Public Enterprises** - The Instrument defines Canadian GAAP as generally accepted accounting principles for public enterprises, as determined with reference to the Handbook. The following are some of the significant differences in the provisions of Canadian GAAP applicable to public enterprises compared to those applicable to non-publicly accountable enterprises:
- (a) financial statements for public enterprises cannot be prepared using the differential reporting options as set out in the Handbook;
  - (b) transition provisions applicable to enterprises other than public enterprises are not available; and
  - (c) financial statements must include any additional disclosure requirements applicable to public enterprises.
- 2.3 GAAP Reconciliations** – The Instrument specifies that where a reconciliation to Canadian GAAP, the issuer's GAAP or the registrant's GAAP is required, the reconciliation must quantify the effect of material differences between that GAAP and the accounting principles used that relate to recognition, measurement and presentation in the subject financial statements.

While the differences impacting net income must be presented in a tabular format, differences relating to other aspects of the financial statements may be presented in either a tabular reconciliation or some other form of reconciliation.

## **2.4 Financial Statements After an SEC Issuer Changes From Canadian GAAP to US GAAP –**

- (1) An SEC issuer may change from Canadian GAAP to US GAAP any time during a year. If, after filing financial statements prepared in accordance Canadian GAAP for one or more interim periods during a year, the issuer decides to adopt US GAAP, the issuer may be required to restate and re-file the interim financial statements for the current year previously filed. An SEC issuer that changes from Canadian GAAP to US GAAP during a year should consult National Instrument 51-102 to determine which financial statements should be restated and re-filed in satisfaction of its continuous disclosure obligations. Similarly, issuers planning to file a prospectus should refer to the prospectus instrument under which the prospectus will be prepared and filed to determine the financial statements that it will be required to restate and re-file.
- (2) Appendix B includes examples of the format for presenting comparatives for both annual and interim financial statements after an SEC issuer changes from Canadian GAAP to US GAAP.

## **PART THREE ACCEPTABLE AUDITING STANDARDS**

- 3.1 Summary of Acceptable Auditing Standards** – Appendix C contains a chart outlining the auditing standards permitted for eligible foreign issuers.

## **PART FOUR AUDITORS AND THEIR REPORTS**

- 4.1 Auditor's Expertise** – The securities legislation in most jurisdictions prohibits a regulator or securities regulatory authority from issuing a receipt for a prospectus if it appears to the regulator or securities regulatory authority that a person or company who has prepared any part of the prospectus or is named as having prepared or certified a report used in connection with a prospectus is not acceptable.
- 4.2 Canadian Auditors** – Subsection 3.3(2) of the Instrument requires issuers and registrants incorporated or organized under the laws of Canada or a jurisdiction of Canada and any other issuer or registrant that is not an eligible foreign issuer nor an eligible foreign registrant, to engage a Canadian auditor to audit the issuer's or registrant's financial statements if those statements are prepared in accordance with Canadian GAAP and will be audited in accordance with Canadian GAAS.
- 4.3 Reservations in an Auditor's Report** –
- (1) The Instrument generally prohibits an auditor's report from containing a reservation, qualification, or other similar communication that would constitute a reservation under Canadian GAAS.

- (2) Part 9 of the Instrument permits the regulator or securities regulatory authority to grant exemptive relief from the Instrument, including the requirement that an auditor's report not contain a reservation, qualification or other similar communication that would constitute a reservation under Canadian GAAS. However, staff of the Canadian Securities Administrators (the CSA) believe that such exemptive relief will not be granted where the reservation, qualification or other similar communication is:
- (a) due to a departure from accounting principles permitted by the Instrument; or
  - (b) due to a limitation in the scope of the auditor's examination that:
    - (i) results in the auditor being unable to form an opinion on the financial statements as a whole;
    - (ii) is imposed or could reasonably be eliminated by management; or
    - (iii) could reasonably be expected to be recurring.

**4.4 Auditors' Knowledge of an Issuer's Accounting Principles and Auditing Standards** – A foreign issuer or foreign registrant may have its financial statements prepared and audited in accordance with accounting principles and auditing standards, respectively, that do not correspond to the home jurisdiction of its auditor. In these situations, CSA staff may request, during a review of the issuer's prospectus, continuous disclosure records or other filings, or a registrant's filings, a letter from the foreign auditor describing its expertise in the accounting principles used to prepare the issuer's or registrant's financial statements and the auditing standards applied. A similar request may be made in situations where the issuer or registrant has reconciled its financial statements to a set of accounting principles that are different from those of the auditor's home jurisdiction.

**APPENDIX A**  
**Accounting Principles Permitted for Annual and Interim Financial Statements**  
**of Eligible Foreign Issuers<sup>1</sup>**

Accounting Principles:	Eligible Foreign Issuers <sup>2</sup>		
	SEC Foreign Issuers <sup>2,3</sup>	Designated Foreign Issuers <sup>2,3</sup>	Other Eligible Foreign Issuers <sup>3</sup>
Canadian GAAP	✓ s. 3.1(1)	✓ s. 3.1(1)	✓ s. 3.1(1)
US GAAP	✓ No reconciliation required s. 5.1(a)	✓ Reconciliation to Canadian GAAP may be required <sup>4</sup> s. 5.1(d)	✓ Reconciliation to Canadian GAAP required s. 5.1(e)
International Financial Reporting Standards	✓ No reconciliation required s. 5.1(b)	✓ No reconciliation required s. 5.1(b)	✓ No reconciliation required s. 5.1(b)
Foreign Accounting Principles used in an SEC Filing	✓ Only if ≤ 10% Canadian shareholders  Reconciliation to US GAAP required for Annual Financial Statements s. 5.1(c)		
Accounting Principles Accepted in the Designated Foreign Jurisdiction		✓ No reconciliation required s. 5.1(d)	
Accounting Principles that cover Substantially the Same Core subject matter as Canadian GAAP	✓ Reconciliation to Canadian GAAP required s. 5.1(e)	✓ Reconciliation to Canadian GAAP required s. 5.1(e)	✓ Reconciliation to Canadian GAAP required s. 5.1(e)

**Notes**

- 1 This decision chart provides general guidance and should be read in conjunction with National Instruments 52-107, 51-102 and 71-102 and Companion Policy 71-102CP. The decision chart does not relate to financial statements other than those of reporting issuers.
- 2 These terms are defined in the Instrument.
- 3 The corresponding section references in the Instrument appear in the bottom right-hand corner of each cell.
- 4 A Canadian GAAP reconciliation would not be required if the designated foreign jurisdiction accepts financial statements prepared in accordance with US GAAP. See the second last row of this chart.

## Appendix B – Presentation of Comparatives after an SEC Issuer Changes from Canadian GAAP to US GAAP

The following are examples of the format for presenting comparative financial information for both annual and interim financial statements after an SEC issuer changes from using Canadian GAAP to US GAAP.

### 1. Annual Financial Statements

#### (a) Option 1 – All Comparatives Presented on the Face of the Financial Statements

##### (i) Balance Sheet, Statements of Income and Cash Flow

<u>Most Recent Year</u> (US GAAP)	Prior Year Comparative <u>Restated</u> (US GAAP)	Prior Year Comparative as <u>Previously Reported</u> (Canadian GAAP)
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Financial statement line items

##### (ii) Notes to the Annual Financial Statements

- explanation of material differences between Canadian GAAP and US GAAP relating to recognition, measurement and presentation
- quantification of the differences relating to recognition, measurement and presentation

#### (b) Option 2 – Comparative Figures as Previously Reported in Canadian GAAP Presented in a Note to the Annual Financial Statements

##### (i) Balance Sheet, Statements of Income and Cash Flow

<u>Most Recent Year</u> (US GAAP)	Prior Year Comparative <u>Restated</u> (US GAAP)
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Financial statement line items

##### (ii) Notes to the Annual Financial Statements

- explanation of material differences between Canadian GAAP and US GAAP relating to recognition, measurement and presentation
- quantification of the differences relating to recognition, measurement and presentation

### 2. Interim Financial Statements

#### (a) Option 1 - All Comparative Figures Presented on the Face of the Interim Financial Statements and Note Disclosure of Reconciliation Information

##### (i) Balance Sheet

<u>Current Interim Period</u> (US GAAP)	Prior Year Comparative <u>Restated</u> (US GAAP)	Prior Year Comparative as <u>Previously Reported</u> (Canadian GAAP)
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Financial statement line items

**(ii) Statements of Income and Cash Flow**

Most Recent Interim Period (3 months) (US GAAP)	Comparative Interim Period (3 months) <u>Restated</u> (US GAAP)	Comparative Interim Period (3 months) as Previously <u>Reported</u> (Canadian GAAP)	Most Recent Year-to-Date Interim Period (US GAAP)	Comparative Year-to-Date Interim Period <u>Restated</u> (US GAAP)	Comparative Year-to-Date Interim Period as Previously <u>Reported</u> (Canadian GAAP)
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Financial statement line items

**(iii) Notes to the Interim Financial Statements**

- explanation of material differences between Canadian GAAP and US GAAP for the comparative interim periods (most recent three months and year-to-date) relating to recognition, measurement and presentation
- quantification of the differences relating to recognition, measurement and presentation

**(b) Option 2 - Comparative Figures as Previously Reported in Canadian GAAP Presented in a Schedule or a Note to the Interim Financial Statements and Note Disclosure of Reconciliation Information****(i) Balance Sheet**

<u>Most Recent Year</u> (US GAAP)	Prior Year Comparative <u>Restated</u> (US GAAP)
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Financial statement line items

**(ii) Statements of Income and Cash Flows**

<u>Current Interim Period (3 months)</u> (US GAAP)	Comparative Interim Period (3 months) <u>Restated</u> (US GAAP)	Most Recent Year-to-Date <u>Interim Period</u> (US GAAP)	Comparative Year-to-Date Interim <u>Period Restated</u> (US GAAP)
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Financial statement line items

**(iii) Schedule or Note to the Interim Financial Statements****(A) Balance Sheet Comparatives**

Prior Year Comparative as  
Previously Reported  
(Canadian GAAP)

Financial statement line items

**(B) Statements of Income and Cash Flow Comparatives**

Comparative Interim Period (3 months) as <u>Previously Reported</u> (Canadian GAAP)	Comparative Year-to-Date Interim Period as <u>Previously Reported</u> (Canadian GAAP)
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Financial statement line items

**(C) Supporting Reconciliation Information**

- explanation of material differences between Canadian GAAP and US GAAP for the comparative interim periods (most recent three months and year-to-date)
- quantification of the differences relating to recognition, measurement and presentation

**(c) Option 3 - Comparative Figures as Previously Reported in Canadian GAAP Presented in a Schedule or a Note to the Interim Financial Statements and Integrated with Reconciliation Information****(i) Balance Sheet**

<u>Most Recent Year</u> (US GAAP)	Prior Year Comparative <u>Restated</u> (US GAAP)
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Financial statement line items

**(ii) Statements of Income and Cash Flow**

<u>Current Interim Period (3 months)</u> (US GAAP)	Comparative Interim Period <u>(3 months) Restated</u> (US GAAP)	Current Year-to-Date Interim Period (US GAAP)	Comparative Year-to-Date Interim Period <u>Restated</u> (US GAAP)
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Financial statement line items

**(iii) Schedule or Note to the Interim Financial Statements - Disclosing the Comparatives as Previously Reported in Canadian GAAP, Reconciling Adjustments, and Comparatives in US GAAP as Restated****(A) Balance Sheet Comparatives and Quantification of Differences**

Prior Year Comparatives as <u>Previously Reported</u> (Canadian GAAP)	<u>Reconciling Adjustments</u>	Prior Year Comparative <u>Restated</u> (US GAAP)
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Financial statement line items

**(B) Statements of Income and Cash Flow Comparatives and Quantification of Differences**

Comparative Interim Period (3 months) as <u>Previously Reported</u> (Canadian GAAP)	<u>Reconciling Adjustments</u>	Comparative Interim Period (3 months) <u>Restated</u> (US GAAP)	Comparative Year- to-Date Interim Period as <u>Previously Reported</u> (Canadian GAAP)	<u>Reconciling Adjustments</u>	Comparative Year-to-Date Interim Period <u>Restated</u> (US GAAP)
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Financial statement line items

**(C) Supporting Reconciliation Information**

- explanation of material differences between Canadian GAAP and US GAAP relating to recognition, measurement and presentation which are quantified in the "Reconciling Adjustments" columns above.

**APPENDIX C**  
**Auditing Standards Permitted for Eligible Foreign Issuers**

Auditing Standards:	Eligible Foreign Issuers <sup>1</sup>		
	SEC Foreign Issuers <sup>1,2</sup>	Designated Foreign Issuers <sup>1,2</sup>	Other Eligible Foreign Issuers <sup>2</sup>
Canadian GAAS	✓ s. 3.2(1)	✓ s. 3.2(1)	✓ s. 3.2(1)
US GAAS	✓ s. 5.2(1)(a)	✓ s. 5.2(1)(a)	✓ s. 5.2(1)(a)
International Standards on Auditing	✓ <sup>3</sup> s. 5.2(1)(b)	✓ <sup>3</sup> s. 5.2(1)(b)	✓ <sup>3</sup> s. 5.2(1)(b)
Auditing Standards Accepted in the Designated Foreign Jurisdiction <sup>4</sup>		✓	

**Notes**

- 1 These terms are defined in the Instrument.
- 2 The corresponding section references in the Instrument appear in the bottom-right-hand corner of each cell.
- 3 The audit report must be accompanied by a statement disclosing any material differences in the form and content of the audit report compared to a Canadian GAAS audit report. Refer to section 5.2(4) in the Instrument.
- 4 The auditing standards must meet the foreign disclosure requirements of the designated foreign jurisdiction to which the issuer is subject. Refer to section 5.2(1)(c) in the Instrument.

**6.1.3 Notice of Amendments to Rule 13-502 Fees, Including Forms 13-502F1, 13-502F2, 13-502F3 and 13-502F4 and Companion Policy 13-502CP**

**NOTICE OF AMENDMENTS TO RULE 13-502 FEES, INCLUDING  
FORMS 13-502F1, 13-502F2, 13-502F3 AND 13-502F4 AND  
COMPANION POLICY 13-502CP**

**Introduction**

On February 17, 2003, the Minister of Finance approved Rule 13-502 Fees (the "Rule"), including Forms 13-502F1, 13-502F2, 13-502F3 and 13-502F4, as a rule under the Securities Act ("Act") and approved Companion Policy 13-502CP (the "Companion Policy") as a policy under the Act.

Concurrently with making the Rule, the Commission revoked Schedule 1 (the "Fee Schedule") to Regulation 1015 of the Revised Regulations of Ontario, 1990 (the "Regulation"), revoked Forms 42, 43 and 44, and made non-material amendments to certain rules and policies in order to delete references to the Fee Schedule.

The Rule and Companion Policy came into force on March 31, 2003. The Rule and the Companion Policy were previously published in Chapter 5 of the Bulletin on January 31, 2003 at (2003) 26 OSCB 891. FAQs concerning the implementation of the Rule were published in Chapter 1 of the Bulletin on March 14, 2003 at (2003) 26 OSCB 2166. The amendments to the Regulation and the consequential amendments also took effect on March 31, 2003.

**Substance and Purpose of Amendments**

Since the Rule was published, Staff has received numerous requests for clarification on various parts of the Rule. The purpose of the amendments is to clarify portions of the Rule as well as add to and modify certain portions of the Rule and Companion Policy. Furthermore, the amendments reflect the implementation of proposed Rule 13-503 (*Commodity Futures Act*) ("Rule 13-503").

**Summary of Changes to the Rule**

This section describes changes made to the Rule, Forms and Companion Policy published on January 31, 2003, except that changes of a minor nature, changes made only for purposes of clarification or drafting changes, are not discussed.

**The Rule**

**Part I Definitions**

- "capital markets activities" has been amended to include activities for which registration under the CFA or an exemption from the registration under the CFA is required. Registrant firms that are registered under both the Act and the CFA will only pay one participation fee, under Rule 13-502. As a result, their revenues from capital market activities should also include their CFA activities.
- "corporate debt" has been amended to include debt issued in Canada by a person that has a remaining term to maturity of one year or more. This amendment is meant to capture debt issued by trusts.
- "equity security" has been amended to include a security of an issuer that is exchangeable for an equity security, within the meaning of subsection 89(1) of the Act, of another issuer.
- "investment fund" has been amended to remove scholarship plans in order to be consistent with the definition in Bill 198. It has been determined that a scholarship plan is a non-redeemable investment fund (therefore already covered off in the definition).

**Part II Corporate Finance Participation Fees**

- Subsection 2.3(1) was amended to clarify that a reporting issuer shall pay its required participation fee by the earlier of (1) the date on which its annual financial statements are required to be filed, and (2) the date on which its annual financial statements are actually filed.
- Paragraph 2.5 is amended to provide clarification on the method of calculating the capitalization of a Class 1 reporting issuer. Equity securities outstanding have been clarified to read "equity securities listed or quoted on a marketplace" and, for each class of corporate debt or preferred shares, clarification has been added to specify their inclusion "if the securities of that class or series are listed, quoted or traded on a marketplace, trade over the counter or, after their



initial issuance, are otherwise generally available for purchase or sale by way of transactions carried out through, or with, dealers.

- Rule 13-502 currently requires Class 2 reporting issuers to calculate their capitalization on the basis of their audited balance sheets. Subsection 2.6(2) is added to allow a reporting issuer to base the calculation of its market capitalization on unaudited financial statements if it is not required to file, and does not ordinarily prepare, audited financial statements.
- Subsection 2.6(3) is added to allow a reporting issuer that is a trust that issues only asset-backed securities through pass-through certificates to base the calculation of its market capitalization on the monthly filed distribution report for the last month of its financial year, if the reporting issuer is not required to prepare, and does not ordinarily prepare, annual financial statements.
- Section 2.7 is amended by the deletion of the words "debt or equity securities listed or traded", in the first line of each of paragraphs (a) and (b) of section 2.7 and the substitution of "securities listed, quoted or traded".
- Subsection 2.8(4) is amended to provide a person or company that becomes a reporting issuer other than through the filing of a prospectus a two business day period in which to pay a participation fee.
- Subsection 2.9 is added to provide that a reporting issuer that ceases to be a reporting issuer prior to paying its participation fee for the year will be required to pay a prorated participation fee based on the date of its application and the number of entire months it was a reporting issuer for the year divided by 12.
- Subsection 2.10(2) is amended to place an onus on a reporting issuer to use reasonable efforts to obtain the correct information with which to calculate its participation fee.

### Part III Capital Markets Participation Fees

- Paragraphs (a) of section 3.4, (a) of section 3.5 and (1)(a) of section 3.6 are amended to clarify that the calculation of annual total revenue for registrant firms should not include any amounts not attributable to capital markets activities.
- Paragraph 3.6(3)(a) is amended to include registrant firms as defined in Rule 13-503.
- Subsection 3.6(4) is added to allow a registrant firm registered only as one or more of a limited market dealer, an international dealer or an international adviser to base the calculation of its gross revenues on unaudited financial statements if it is not required to prepare, and does not ordinarily prepare, audited financial statements.

### Appendix C

- Note (v) to item A(1) in Appendix C is added to instruct issuers to pay a proportionate share of the fee in the case of a prospectus for multiple issuers (other than in the case of investment funds).
- Note (vi) to item A(1) in Appendix C is added to clarify that the fee for a prospectus showing minimum and maximum offering sizes shall be based on the maximum offering size.
- Item B(2) of Appendix C is added to require a \$500 fee for the filing of a Form 45-501F1 for a distribution of securities of an issuer that is not subject to a participation fee.
- Item C of Appendix C is amended to include an additional \$2,000 fee if the applicant is not subject to a participation fee under Rule 13-502.
- Appendix C is amended to include new line item D providing for a \$2,000 fee payable for the submission of a notice in connection with section 72(1)(h)(ii) of the Act.
- Item E (renumbered as Item F) of Appendix C is amended to clarify the applicable fees for applications for discretionary relief. In addition, a maximum fee to be charged for any one application is added. The maximum fee for an application to which item F applies, regardless of the number of sections under which application is made, shall be \$7,500 if the applicant is subject to, or is reasonably expected to become subject to, a participation fee under the Rule or Rule 13-503 or \$9,500 if the applicant is not subject to, and is not reasonably expected to become subject to, a participation fee under the Rule or Rule 13-503. The maximum also applies to applications made concurrently under both the Act and the CFA.

Item F also clarifies that applications for regulatory approval include the recognition of an exchange, a self-regulatory organization, a clearing house, a quotation and trade reporting system as well as the approval of a compensation fund or contingency trust and the approval of the establishment of a council, committee or ancillary body.

- Item I (3) (renumbered as Item J (3)) of Appendix C is amended to add a third note providing that a registration fee will not be charged if an individual makes application to register with a new registrant firm within three months of terminating employment with their previous registrant firm provided that the individual's category of registration remains unchanged.
- Item M (1) (renumbered as Item N (1)) of Appendix C is amended to list the documents for which a late fee will be applied. Currently, all notices, documents, reports or forms required by Ontario securities law to be filed or submitted within a prescribed period are subject to a late fee. The list is reduced to include only those documents specified in Item M (1).
- Item M (2) (renumbered as Item N (2)) of Appendix C is amended to provide for the \$50 late fee to be applied per calendar day (as opposed to business day) per insider per issuer (subject to a maximum of \$1,000 within any one year beginning on April 1st and ending on March 31<sup>st</sup>).

#### Form 13-502F1

- Paragraph 1 of the Notes and Instructions to Form 13-502F1 is amended to clarify that an investment fund that is a reporting issuer and that has an investment fund manager does not pay a corporate finance participation fee. The only investment funds that pay a corporate finance participation fee are those that are reporting issuers and that do not have an investment fund manager.
- Paragraph 3 of the Notes and Instructions to Form 13-502F1 is amended to identify the daily noon exchange rate as the applicable exchange rate with which to convert closing market prices to Canadian dollars.

#### Form 13-502F3

- Footnote 1 to the Notes and Instructions to Form 13-502F3 is amended to include registrant firms within the meaning of Rule 13-503.
- Paragraph 1 of the Notes and Instructions to Part III of Form 13-502F3 is amended to provide that a registrant firm registered only as one or more of a limited market dealer, international dealer or international adviser may use its unaudited financial statements as the basis for determining its gross revenues if it is not required to, and does not ordinarily prepare, audited financial statements. In addition, gross revenues are reduced by amounts not attributable to capital markets activities.
- Paragraph 4 of the Notes and Instructions to Part III of Form 13-502F3 is amended to include the costs attributable to the use of registrant firms within the meaning of Rule 13-503 under the CFA as a permitted deduction to the calculation of gross revenue.

#### Companion Policy 13-502CP

- Section 2.3 of the Companion Policy is amended to provide that an entity registered under both the Act and the CFA will be a registrant firm under the Rule and pay a participation fee under the Rule. The revenue of such an entity from CFA activities will be included in the calculation of revenues made by the entity for purposes of calculating its fee under the Rule if the entity is current in paying its participation fees under the Rule. Registrants will, however, have to pay activity fees under both the Act and the CFA.
- The interpretation of the definition of "capital markets activities" in Section 4.4 of the Companion Policy is extended to include activities for which registration or an exemption from registration under the CFA is required.
- Section 2.4 of the Companion Policy is added to clarify that a participation fee is paid at the firm level, and not by individual partners, directors, officers, representatives or salespersons of a firm.
- Subsection 3.3(1) of Companion Policy 13-502CP is amended to clarify that the calculation of the capitalization of a Class 1 reporting issuer should exclude the market value of corporate debt or preferred shares not normally traded after their initial issuance.
- Subsection 3.3(2) of Companion Policy 13-502CP is added to provide that market value calculations must be based on the number of securities outstanding, which includes securities that are not freely tradeable.

- Subsection 3.3(3) of Companion Policy 13-502CP is added to provide alternative price measures with which to calculate capitalization.

**Unpublished Materials**

In proposing this amendment, the Commission has not relied on any significant unpublished study, report or other written material.

**Comments**

Interested parties are invited to make written submissions with respect to the proposed amendment. Submissions received by August 14, 2003 will be considered.

Submissions should be sent in duplicate to:

c/o John Stevenson, Secretary  
Ontario Securities Commission  
20 Queen Street West  
Suite 1903, Box 55  
Toronto, Ontario  
M5H 3S8  
e-mail: [jstevenson@osc.gov.on.ca](mailto:jstevenson@osc.gov.on.ca)

A diskette or an e-mail attachment containing submissions (in DOS or Windows format, preferably Word) should also be submitted. As the Act requires that a summary of written comments received during the comment period be published, confidentiality of submissions cannot be maintained.

Questions may be referred to:

The OSC Contact Centre  
Helpline: (416) 593-8314  
Toll-Free Line: 1-877-785-1555  
e-mail: [inquiries@osc.gov.on.ca](mailto:inquiries@osc.gov.on.ca)

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6.1.4 Amendment to OSC Rule 13-502 Fees and Companion Policy 13-502CP Fees

AMENDMENT TO  
RULE 13-502 FEES

PART 1 AMENDMENTS TO RULE 13-502 FEES

1.1 Amendments to Rule 13-502 Fees

- (1) Rule 13-502 Fees is amended by this Part of this instrument.
- (2) Section 1.1(1) is amended by
  - (a) the deletion of the definition of "capital markets activities" and its replacement by the following:

"capital markets activities" means

    - (a) activities for which registration under the Act or an exemption from registration is required,
    - (b) acting as an investment fund manager, and
    - (c) activities for which registration under the *Commodity Futures Act* or an exemption from the registration under the *Commodity Futures Act* is required;"
  - (b) the deletion of the definition of "corporate debt" and the substitution of the following:

"corporate debt" means debt issued in Canada by a person or company that has a remaining term to maturity of one year or more;
  - (c) the deletion of the definition of "entity";
  - (d) the deletion of the definition of "equity security" and the substitution of the following:

"equity security" means a security

    - (a) within the meaning of the term "equity security" in subsection 89(1) of the Act, or
    - (b) of an issuer that is exchangeable for an equity security, within the meaning of subsection 89(1) of the Act, of another issuer."; and
  - (e) the deletion of the definition of "investment fund" and the substitution of the following:

"investment fund" means a mutual fund or a non-redeemable investment fund;
- (3) Subsection 2.3(1) is deleted and the following substituted:

"(1) A reporting issuer shall pay the participation fee by the earlier of the date on which its annual financial statements are required to be filed and the date on which its annual financial statements are filed."
- (4) Section 2.5 is deleted and the following substituted:

**"2.5 Calculation of Capitalization for Class 1 Reporting Issuers** – The capitalization of a Class 1 reporting issuer at the end of a financial year of the reporting issuer is the aggregate of

  - (a) the market value of each class or series of a reporting issuer's equity securities listed or quoted on a marketplace on that date, calculated by multiplying
    - (i) the total number of securities of the class or series outstanding on that date; and
    - (ii) the simple average of the closing price of the class or series of securities as of the last trading day of each of the months of the financial year of the reporting issuer on

- (A) the marketplace in Canada on which the highest volume of the class or series of securities were traded in that financial year, or
    - (B) if none of the class or series of securities were traded on a marketplace in Canada, the marketplace in the United States of America on which the highest volume of the class or series of securities were traded in that financial year, and
  - (b) as determined by the reporting issuer, the market value, at the end of the financial year, of each class or series of corporate debt or preferred shares of the reporting issuer, and of a subsidiary entity of the reporting issuer that is exempt from the requirement to pay a participation fee under subsection 2.2(2), if securities of that class or series are listed, quoted or traded on a marketplace, trade over the counter or, after their initial issuance, are otherwise generally available for purchase or sale by way of transactions carried out through, or with, dealers.”.
- (5) Section 2.6 is amended by:
- (a) the renumbering of the existing section 2.6 as subsection 2.6(1);
  - (b) the addition of the following as subsection 2.6(2):
    - “(2) Despite subsection (1), a reporting issuer may base the calculation of its market capitalization on unaudited financial statements if it is not required to prepare, and does not ordinarily prepare, audited financial statements.”; and
  - (c) the addition of the following as subsection 2.6(3):
    - “(3) Despite subsections (1) and (2), a reporting issuer that is a trust that issues only asset-backed securities through pass-through certificates may base the calculation of its market capitalization on the monthly filed distribution report for the last month of its financial year, if the reporting issuer is not required to prepare, and does not ordinarily prepare, annual financial statements.”.
- (6) Section 2.7 is amended by the deletion of the words “debt or equity securities listed or traded”, in the first line of each of paragraphs (a) and (b) of section 2.7 and the substitution of “securities listed, quoted or traded”.
- (7) Subsection 2.8(4) is amended by the deletion of the introductory words and the substitution of the following:  
“Despite sections 2.2 and 2.3, and subject to subsection (5), a person or company that becomes a reporting issuer other than through the filing of a prospectus shall pay a participation fee within two business days of the date on which the person or company becomes a reporting issuer, calculated by multiplying”.
- (8) The following is added as section 2.9, and sections 2.9 and 2.10 are renumbered:  
**“2.9 Participation Fee for an Issuer Ceasing to be a Reporting Issuer** - Despite sections 2.2 and 2.3, an issuer that ceases to become a reporting issuer before it has paid its participation fee for the current financial year, and before that participation fee has been required to be paid, shall pay a participation fee at the time that it ceases to be a reporting issuer, calculated by multiplying
- (a) the participation fee that would be otherwise payable for that financial year; and
  - (b) the number of entire months in the financial year before it submitted its application to cease to become a reporting issuer, divided by 12.”.
- (9) Old subsection 2.10(2) is deleted and the following substituted as subsection 2.11(2):  
“(2) Subsection (1) does not apply if the reporting issuer knows that the information made available by the marketplace is incorrect and
- (a) knows the correct information; or
  - (b) has not used reasonable efforts to learn the correct information.”.

- (10) Paragraphs (a) of section 3.4, (a) of section 3.5 and (1)(a) of section 3.6 are amended by the addition of the words "less any amounts not attributable to capital markets activities" immediately before the words "for a financial year" in each paragraph.
- (11) Paragraph 3.6(3)(a) is amended by the addition of the words "or a registrant firm as defined in Rule 13-503 (*Commodity Futures Act*) (Ontario)" immediately after the words "another registrant firm in Ontario".
- (12) Section 3.6 is amended by the addition of the following as subsection 3.6(4):

"Despite subsection (1), a registrant firm registered only as one or more of a limited market dealer, an international dealer or an international adviser may base the calculation of its gross revenues on unaudited financial statements if it is not required to prepare, and does not ordinarily prepare, audited financial statements."
- (13) Subsection 7.2(5) is amended by the addition of the words "that is a reporting issuer" after the words "investment fund" in the first line of the subsection.

## 1.2 Amendments to Appendices to Rule 13-502 Fees

- (1) The Appendices to Rule 13-502 are amended by this Part of this instrument.
- (2) Appendix A is amended by
  - (a) the deletion of the words "\$0 to under \$25 million" and the substitution of the words "under \$25 million".
  - (b) the deletion of the words "Over \$25 billion" and the substitution of the words "\$25 billion and over";
- (3) Appendix B is amended by
  - (a) the deletion of the words "\$0 to under \$500,000" and the substitution of the words "under \$500,000".
  - (b) the deletion of the words "Over \$1 billion" and the substitution of the words "\$1 billion and over";
- (4) Appendix C is amended by
  - (a) the deletion of the words "or issuers" and "or issuer" in Note (iv) to item A(1);
  - (b) the addition of the following as note (v) to item A(1):

*"Each named issuer should pay its proportionate share of the fee in the case of a prospectus for multiple issuers (other than in the case of investment funds)."*
  - (c) the addition of the following as note (vi) to item A(1):

*"The fee for a prospectus showing minimum and maximum offering sizes shall be based on the maximum offering size."*
  - (d) the addition of the word "Canadian" before the words "gross proceeds", wherever appearing, in item A(3) and the deletion of the Note in item A(3);
  - (e) the addition of the following, as item B(2):
    - (i) under the heading "Document or Activity" – "Filing of a Form 45-501F1 for a distribution of securities for an issuer that is not subject to a participation fee", and
    - (ii) under the heading "Fee" – "\$500";
  - (f) the deletion of the words under the heading "Fee" of Item C, and the substitution of the words "\$2,000 (plus \$2,000 if the applicant is not subject to, and is not reasonably expected to become subject to, a participation fee under this Rule);

- (g) the addition of the following as new item D, and the renumbering of the items after item D:

Document or Activity	Fee
D. Provision of Notice under section 72(1)(h)(ii) of the Act	\$2,000

- (h) the deletion of old item E and the substitution of the following as item F:

Document or Activity	Fee
<b>F. Applications for Discretionary Relief.</b>	
1. Application under clause 72(1)(m), sections 74, 104 and 127, subsection 140(2) or section 147 of the Act (not including an application under section 3.1 of Rule 31-503 or section 4.1 of Rule 35-502), Multilateral Instrument 45-102, Rule 45-501, Rule 45-502, Rule 45-503, National Instrument 51-101, Rule 56-501, Rule 61-501, National Instrument 62-101, National Instrument 62-103 or Rule 62-501.	\$5,500 for each section under which an application is made (plus \$2,000 if the applicant is not subject to, and is not reasonably expected to become subject to, a participation fee under this Rule or Rule 13-503 ( <i>Commodity Futures Act</i> ) (Ontario)) subject to the overall limitation set out below
2. Application under <ul style="list-style-type: none"> <li>(a) subsection 38(3), subsection 72(8) or section 83 of the Act or subsection 1(6) of the <i>Business Corporations Act</i> (Ontario);</li> <li>(b) application under section 144 of the Act for an order revoking a cease-trade order to permit trades solely for the purpose of establishing a tax loss in accordance with Commission Policy 57-602;</li> <li>(c) relief from section 213 of the <i>Loan and Trust Corporations Act</i> (Ontario);</li> <li>(d) application for waiver of the requirements of Rule 51-501; and</li> <li>(e) application where the discretionary relief or regulatory approval is evidence by the issuance of a receipt for the applicants' final prospectus (such as certain applications under Rule 41-501 or National Instrument 81-101).</li> </ul>	Nil
3. Any application for discretionary relief from, or regulatory approval under, any section of the Act, the Regulations or any Rule of the Commission not listed in items F(1) or (2) above.  <i>Note: It is noted that the following applications for recognition or approval under the Act are subject to the fees contained in this item F(3):</i> <ul style="list-style-type: none"> <li>(i) recognition of an exchange under section 21 of the Act, a self-regulatory organization under section 21.1 of the Act, a clearing house under section 21.2 of the Act or a quotation and trade reporting system under section 21.2.1 of the Act; and</li> <li>(ii) approval of a compensation fund or contingency trust fund under section 110 of the Regulations to the Act; and</li> <li>(iii) approval of the establishment of a council, committee or ancillary body under section 21.3 of the Act.</li> </ul>	\$1,500 for each section under which an application is made (plus \$2,000 if the applicant is not subject to, and is not reasonably expected to become subject to, a participation fee under this Rule or Rule 13-503 ( <i>Commodity Futures Act</i> ) (Ontario)) subject to the overall limitation set out below

	<p>The maximum fee for an application to which this item F applies, regardless of the number of sections under which application is made, shall be</p> <p>\$7,500 if the applicant is subject to, or is reasonably expected to become subject to, a participation fee under this Rule or Rule 13-503 (<i>Commodity Futures Act</i>) (Ontario),</p> <p style="text-align: center;">or</p> <p>\$9,500 if the applicant is not subject to, and is not reasonably expected to become subject to, a participation fee under this Rule or Rule 13-503 (<i>Commodity Futures Act</i>) (Ontario). These limits apply to the application even if the application is made under both the Act and the <i>Commodities Futures Act</i> (Ontario); i.e. an application under both statutes will not be subject to a fee of more than \$7,500 or \$9,500, as applicable.</p>
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- (i) the deletion of old item G(1) and the substitution of the following as item H(1):

Document or Activity	Fee
1. Filing of a take-over bid or issuer bid circular under subsection 100(3) or (7) of the Act	\$5,500 (plus \$2,000 if the applicant is not subject to, and is not reasonably expected to become subject to, a participation fee under this Rule)

- (j) the deletion of the words "subsection 98(2) or subsection 98(4)" in old item G(2) and the substitution of the words "subsection 100(4)" in item H(2), as renumbered;
- (k) the addition of numbering for the Notes to item J(3), as renumbered, and the addition of the following Note (iii) to such item:

*"A registration fee will not be charged if an individual makes an application to register with a new registrant firm within three months of terminating employment with his or her previous registrant firm provided that the individual's category of registration remains unchanged."*; and

- (l) the deletion of item M and the substitution of the following as item N:

Document or Activity	Fee
<b>N. Late Filing</b>	
1. Fee for late filing of any of the following documents:	
(a) Annual financial statements and interim financial statements;	\$100 per business day (subject to a maximum of \$5,000 per reporting issuer or registrant firm for all documents within any financial year of the reporting issuer or registrant firm)
(b) Annual information form filed under Rule 51-501;	
(c) Report of Form 45-501F1 filed by a reporting issuer;	
(d) Notice under Section 104 of the Regulation;	
(e) Report under Section 141 or 142 of the Regulation;	
(f) Filings for the purpose of amending Form 3 and Form 4 or Form 33-109F4 under Multilateral Instrument 33-109; and	
(g) Any document required to be filed by a registrant firm or individual, in connection with the registration of the registrant firm or individual under the Act, under	
(i) terms and conditions imposed on	



(ii) a registrant firm or individual; or an order of the Commission.	
2. Fee for late filing of insider report of Form 55-102F2	\$50 per calendar day per insider per issuer (subject to a maximum of \$1,000 within any one year beginning on April 1 <sup>st</sup> and ending on March 31 <sup>st</sup> )

## PART 2 AMENDMENTS TO FORMS TO RULE 13-502

### 2.1 Amendments to Form 13-502F1

- (1) Form 13-502F1 is amended by changing the formula for calculating a reduced participation fee for new reporting issuers, wherever appearing, to read

$$\frac{\text{Total Fee Payable} \times \text{Number of entire months remaining in the issuer's financial year}}{12}$$

12

- (2) Paragraph 1 of the Notes and Instructions to Form 13-502F1 is deleted and the following substituted:

"This participation fee is payable by all reporting issuers, except in the case of investment funds. An investment fund that is a reporting issuer and that has an investment fund manager does not pay a corporate finance participation fee. The only investment funds that pay a corporate finance participation fee are those that are reporting issuers and that do not have an investment fund manager."

- (3) Paragraph 2 of the Notes and Instructions to Form 13-502F1 is amended by the deletion of the word "posting" and the substitution of the word "posted".
- (4) Paragraph 3 of the Notes and Instructions to Form 13-502F1 is amended by the addition of the words "exchange rate" immediately after the words "daily noon" and the removal of the square brackets enclosing "daily noon".

### 2.2 Amendments to Form 13-502F2 - Form 13-502F2 is amended to read as set out in Appendix A to these amendments.

### 2.3 Amendments to Form 13-502F3

- (1) Note 1 to the Notes and Instructions of Form 13-502F3 (including the footnotes thereto) is deleted and the following substituted:

"1. Registrant firms are required to complete the Part that applies to their particular category of registration, as follows:

Part I – Investment Dealers Association of Canada members  
 Part II – Mutual Fund Dealers Association of Canada members  
 Part III – Advisers<sup>1</sup>, other Dealers<sup>2</sup> and unregistered Investment Fund Managers.

1 Includes all adviser categories as per section 99 of the Regulations in the *Securities Act* (Ontario), as well as non-resident advisors, extra-provincial advisors and registrant firms within the meaning of Rule 13-503 (*Commodity Futures Act*) (Ontario).

2 Includes all dealer categories as per section 98 of the Regulations in the *Securities Act* (Ontario) and registrant firms within the meaning of Rule 13-503 (*Commodity Futures Act*) (Ontario) except IDA and MFDA members which are treated separately in Parts I and II."

- (2) Form 13-502F3 is amended to read as set out in Appendix B to these amendments.
- (3) Paragraph 1 of the Notes and Instructions to Part III of Form 13-502F3 is amended by the addition of the following at the end of that paragraph:

"Gross revenues are reduced by amounts not attributable to capital markets activities. A registrant firm registered only as one or more of a limited market dealer, international dealer or international adviser may use its unaudited financial statements as the basis for determining its gross revenues if it is not required to, and does not ordinarily prepare, audited financial statements."

- (4) Paragraph 4 of the Notes and Instructions to Part III of Form 13-502F3 is amended by the addition of the words "or registrant firms within the meaning of Rule 13-503 (*Commodity Futures Act*) Ontario)" immediately after the words "another Ontario registrant firm".

Appendix A

FEES RULE  
FORM 13-502F2

ADJUSTMENT OF FEE PAYMENT  
UNDER SUBSECTION 2.4(2) OF RULE 13-502

Reporting Issuer Name: \_\_\_\_\_

Participation Fee for the  
Financial Year Ending: \_\_\_\_\_

State the amount paid under subsection 2.3(3) of Rule 13-502: \_\_\_\_\_(A)

Show calculation of actual capitalization based on audited financial statements:

Financial Statement Values (use stated values from the audited financial statements of the reporting issuer as at its most recent audited year end):

Retained earnings or deficit \_\_\_\_\_

Contributed surplus \_\_\_\_\_

Share capital or owners' equity, options, warrants and preferred shares (whether such shares are classified as debt or equity for financial reporting purposes) \_\_\_\_\_

Long term debt (including the current portion) \_\_\_\_\_

Capital leases (including the current portion) \_\_\_\_\_

Minority or non-controlling interest \_\_\_\_\_

Items classified on the balance sheet between current liabilities and shareholders' equity (and not otherwise listed above) \_\_\_\_\_

Any other item forming part of shareholders' equity and not set out specifically above \_\_\_\_\_

Total Capitalization \_\_\_\_\_

Total Fee payable: \_\_\_\_\_(B)

Difference between A and B: \_\_\_\_\_

Indicate refund due (balance owing): \_\_\_\_\_

**Appendix B  
Revenue for Participation Fee**

Firm Name: \_\_\_\_\_

Participation Fee for the Calendar or Financial Year Ending: \_\_\_\_\_

**Part I – Investment Dealers Association of Canada Members**

	Current Year \$	Prior Year \$
1. Line 18 of Statement E of the Joint Regulatory Financial Questionnaire and Report	_____	_____
2. Less Amounts not attributable to capital markets activities	_____	_____
<b>3. REVENUE SUBJECT TO PARTICIPATION FEE (line 1 less line 2)</b>	_____	_____

**Part II – Mutual Fund Dealers**

**REVENUE SUBJECT TO PARTICIPATION FEE**

1. Line 12 of Statement D of the MFDA Financial Questionnaire and Report	_____	_____
2. Less Amounts not attributable to capital markets activities	_____	_____
<b>3. REVENUE SUBJECT TO PARTICIPATION FEE (line 1 less line 2)</b>	_____	_____

**Part III – Advisers, Other Dealers, and Unregistered Investment Fund Managers**

1. Gross Revenue as per the audited financial statements (note 1)	_____	_____
<b>Less the following items:</b>		
2. Amounts not attributable to capital markets activities	_____	_____
3. Redemption Fees (note 2)	_____	_____
4. Administration Fees (note 3)	_____	_____
5. Advisory or Sub-Advisory fees paid to other Ontario registrant firms and registrant firms within the meaning of Rule 13-503 ( <i>Commodity Futures Act</i> ) (Ontario) (note 4)	_____	_____
6. Trailer fees paid to other Ontario registrant firms (note 5)	_____	_____
7. Total Deductions – sum of lines 2 to 6	_____	_____
<b>8. REVENUE SUBJECT TO PARTICIPATION FEE (line 1 less line 7)</b>	_____	_____

**Part IV – Calculation of Revenue Attributable to Ontario**

Firm Name: \_\_\_\_\_

Participation Fee for the Financial Year Ending: \_\_\_\_\_

Line 3 from Part I	_____	\$
Line 3 from Part II	_____	
Line 8 from Part III	_____	
Total	_____	
Percentage attributable to Ontario (based on most recent tax return)	_____	%
<b>Specified Revenue attributed to Ontario</b>	_____	
<b>Total Fee payable (refer to Appendix B of the Rule)</b>	_____	

**AMENDMENT TO  
COMPANION POLICY 13-502CP  
FEES**

**PART 3 AMENDMENTS TO COMPANION POLICY 13-502CP FEES**

**3.1 Amendments to Companion Policy 13-502CP Fees**

- (1) Companion Policy 13-502CP is amended by this instrument.
- (2) The following is added to the Companion Policy as section 2.3:

**"Registrants under the Act and the *Commodity Futures Act***

- (1) The Rule imposes an obligation to pay a participation fee on registrant firms, as defined in the Rule. A registrant firm is a person or company registered as a dealer or adviser under the Act. An entity so registered may also be registered as a dealer or adviser under the *Commodity Futures Act*; however an entity registered under both statutes will be a registrant firm under the Rule and will therefore pay a participation fee under the Rule. The revenue of such an entity from *Commodity Futures Act* activities will be included in the calculation of revenues made by the entity for purposes of calculating its fee under the Rule, as the definition of "capital markets activities" includes activities for which registration or an exemption from registration under the *Commodity Futures Act* is required. Section 2.8 of Rule 13-503 (*Commodity Futures Act*) (Ontario) exempts such an entity from paying any participation fee under that rule if the entity is current in paying its participation fees under the (*Securities Act*) Rule.
- (2) It is noted that registrant firms will pay activity fees under Rule 13-503 (*Commodity Futures Act*) (Ontario) even if they are not required to pay participation fees under that Rule."
- (3) The following is added to the Companion Policy as section 2.4:

**"2.4 Registrant Firms** - A participation fee is paid by a "registrant firm", which is defined in the Rule as "a person or company that is registered as one or both of a dealer or an adviser under the Act". This definition ensures that a participation fee is paid at the firm level, and not by individual partners, directors, officers, representatives or salespersons of a firm."

- (4) Old sections 2.3, 2.4 and 2.5 are renumbered as sections 2.5, 2.6 and 2.7, respectively.
- (5) Subsection 3.3(1) is deleted and the following substituted:

"(1) Section 2.5 of the Rule requires the calculation of the capitalization of a Class 1 reporting issuer to include the market value, at the end of the relevant financial year, of each class or series of corporate debt or preferred shares of the reporting issuer or, if applicable, a subsidiary entity of the reporting issuer. It is noted that the requirement that corporate debt or preferred shares be valued in accordance with market value excludes from the calculation corporate debt or preferred shares that are not normally traded after their initial issuance. For instance, corporate debt or an issue to its bankers generally would have no market value and would not be included in these calculations."

- (6) Section 3.3 is amended by the addition of the following as subsections (3) and (4):

"(3) It is noted that market value calculation of a class of securities included in a calculation under section 2.5 will include all of the securities of the class, even if some of those securities are still subject to a hold period or are otherwise not freely tradeable.

(4) If the closing price of a security on a particular date is not ascertainable because there is no trade on that date or the marketplace does not generally provide closing prices, a reasonable alternative, such as the most recent closing price before that date, the average of the high and low trading prices for that date, or the average of the bid and ask prices on that date is acceptable."

- (7) Section 4.4 is amending by

(a) renumbering the existing section as subsection (1); and

- (b) adding the following as subsection (2)

“The definition of “capital market activities” also includes activities for which registration or an exemption from registration under the *Commodity Futures Act* is required. The Commission is of the view that these activities would include, without limitation, trading in commodity futures contracts, providing commodity futures contracts-related advice and portfolio management services involving commodity futures contracts.”.

- (8) Section 5.1 is deleted, and subsequent sections renumbered.

**3.2 Amendments to Appendices to Companion Policy 13-502CP**

- (1) The Appendices to Companion Policy 13-502CP are amended by this Part of this instrument.
- (2) Appendix A is amended by the deletion of the line item “files a Form 42 Report of Issuer Bid”.
- (3) Appendix E is amended by the deletion of the reference to “Form 13-502F2” in the first line item under “Item” and the substitution of “Form 13-502F3”.

**6.1.5 Notice of Proposed OSC Rule 13-503 (Commodity Futures Act) Fees, Forms 13-503F1 and 13-503F2 and Companion Policy 13-503CP Fees**

**NOTICE OF PROPOSED  
ONTARIO SECURITIES COMMISSION RULE 13-503  
(COMMODITY FUTURES ACT)  
FORMS 13-503F1 AND 13-503F2  
COMPANION POLICY 13-503CP  
FEES**

**Substance and Purpose of Proposed Rule**

On March 31, 2003, OSC Rule 13-502 (OSA Fees Rule), which governs fees paid under the *Securities Act* (Ontario)(OSA), came into effect. The purpose of proposed Rule 13-503 (the Proposed Rule) and proposed Companion Policy 13-503CP (the Proposed Companion Policy) is to establish a fee regime under the *Commodity Futures Act* (CFA) that is consistent with the approach of the OSA Fees Rule. The OSA Fees Rule is designed to accomplish three primary purposes: to reduce the overall fees charged to market participants from what existed previously in Ontario; to create a clear and streamlined fee structure; and to adopt fees that accurately reflect the Commission's costs of providing services.

Similar to the OSA Fees Rule, the Proposed Rule requires the payment of "participation fees" and "activity fees". Participation fees are generally intended to represent the benefit derived by registrant firms from participating in Ontario's capital markets. Activity fees, on the other hand, are intended to represent the direct cost of OSC staff resources to take a specific action or provide a specific service requested by a market player.

**Summary of Proposed Rule, Forms and Companion Policy**

***Proposed Rule***

The Proposed Rule sets out the requirements to pay participation fees and activity fees.

**Part 1**

Section 1.1 sets out definitions of terms and phrases used in the Proposed Rule and Companion Policy. For example, the term "CFA activities" is defined to mean activities for which registration under the CFA or an exemption from registration is required. The term "registrant firm" is defined to mean a person or company registered as one or both of a dealer or an adviser under the CFA.

**Part 2**

This part requires the payment of a participation fee by a registrant firm. The participation fee is calculated on the basis of a registrant firm's gross revenues, earned from CFA activities, attributable to Ontario. The participation fees range from a minimum of \$1,000 (for revenues under \$500,000) to a maximum of \$850,000 (for revenues of \$1 billion and over). This part also prescribes the time of payment, the form(s) to complete for that purpose, the method of calculation of specified Ontario revenues, and the additional fee for late payment.

Section 2.8 provides an exemption from Part 2, the payment of participation fees, where a registrant firm is also registered under the OSA and is current in paying its participation fees under the OSA Fees Rule. It is the intention of the OSC that registrant firms that are registered under both the OSA and the CFA will pay one participation fee only, based on their revenues from capital markets activities, including CFA activities. However, registrant firms that are dually registered will still have to pay activity fees under both the Proposed Rule and the OSA Fees Rule.

**Part 3**

This part requires the payment of activity fees and prescribes the fee for each activity listed in Appendix B of the Proposed Rule. Activity fees are payable in connection with applications for discretionary relief or regulatory approval, registration related activity, and requests to the Commission for certified statements, copies of documents or searches of Commission records. Late filing fees are also prescribed for the late filing of certain documents.

**Parts 4 to 6**

Part 4 deals with currency calculations if a required fee is paid in a currency other than Canadian dollars. Part 5 authorizes the Director to grant an exemption from any provision of the Proposed Rule. Part 6 stipulates the date the Proposed Rule is to become effective.

### ***Proposed Forms***

Registrant firms are required to complete Form 13-503F1 in connection with the payment of the participation fee. Parts I and II ask for the current year's revenue that is subject to the participation fee and the previous year's revenue. Part III calculates the total participation fee payable and Part IV is management's certification.

Where an adjustment to the participation fee paid by the registrant firm is required, pursuant to section 2.3(4) of the Proposed Rule, a registrant firm must file Form 13-502F2, completed in accordance with its terms.

### ***Proposed Companion Policy***

The Proposed Companion Policy is intended to state the views of the OSC as to the manner in which the Proposed Rule is to be interpreted and applied.

Part 2 details the purpose and general approach of the Proposed Rule including the rationale behind participation fees and activity fees. Section 2.4 clarifies that participation fees are to be paid at the registrant firm level and not by individual partners, directors, officers, representatives, salespersons and floor traders. Section 2.6 states that there are generally no refunds of fees paid, except in certain circumstances.

Part 3 explains that the participation fees payable pursuant to the Proposed Rule are payable in advance. For example, the participation fee for the calendar year 2004 is payable by December 31, 2003. The participation fee is calculated on the basis of the registrant firm's financial year ending in 2003.

The Proposed Companion Policy also includes appendices that illustrate the application of the fees to a Commodity Trading Manager and a Future Commission Merchant.

### **Authority for the Proposed Rule and Companion Policy**

Paragraph 25 of section 65(1) of the Act authorizes the OSC to make rules "prescribing the fees payable to the Commission, including those for filing, for applications for registration or exemptions, for trades in contracts, in respect of audits made by the Commission and in connection with the administration of Ontario commodity futures law".

### **Unpublished Materials**

In proposing the Rule, the OSC has not relied on any significant unpublished study, report, decision, or other written materials.

### **Anticipated Costs and Benefits**

The New Fee Model is expected to generate net positive benefits in two primary areas, fairness and efficiency, both for the industry and the OSC. The changing nature of the securities industry, from a business based on primary offerings to one where 95% of the activity takes place in the secondary markets, has not been reflected in the current fee structure. With the shift to monitoring continuous disclosure and trading, fees based primarily on filings no longer mirror the cost of regulation. The New Fee Model ties the OSC's cost of regulation to the revenues from fees. The shift to fees based primarily on participation in the capital markets represents a considerable improvement in fairness.

Through reducing the number of payments based on activity fees, the administration costs associated with paying the fees should drop significantly for all stakeholders involved. With the fee calculation based on standard disclosure items, the set-up and ongoing costs of calculation should be minor. With improvements in both fairness and efficiency, only marginally offset by very modest set-up costs, the New Fee Model is expected to deliver substantial net benefits to the capital markets intermediaries and to the OSC.

### **Regulations to be revoked**

The Commission proposes to revoke Schedule 1 to the Regulation made under the CFA. It is intended that the revocation will become effective on the same date that the Proposed Rule comes into force.

### **Comments**

Interested parties are invited to make written submissions with respect to the Proposed Rule, Forms and Companion Policy. Submissions received by August 14, 2003 will be considered.



## Request for Comments

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Submissions should be sent in duplicate to:

c/o John Stevenson, Secretary  
Ontario Securities Commission  
20 Queen Street West  
Suite 1903, Box 55  
Toronto, Ontario  
M5H 3S8  
e-mail: [jstevenson@osc.gov.on.ca](mailto:jstevenson@osc.gov.on.ca)

A diskette or an e-mail attachment containing submissions (in DOS or Windows format, preferably Word) should also be submitted. As the Act requires that a summary of written comments received during the comment period be published, confidentiality of submissions cannot be maintained.

Questions may be referred to:

Randee Pavalow  
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6.1.6 Proposed OSC Rule 13-503 (Commodity Futures Act) Fees and OSC Companion Policy 13-503CP (Commodity Futures Act) Fees

ONTARIO SECURITIES COMMISSION  
RULE 13-503 (*COMMODITY FUTURES ACT*)  
FEES

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**ONTARIO SECURITIES COMMISSION  
RULE 13-503 (COMMODITY FUTURES ACT)  
FEES**

**PART 1 DEFINITIONS**

**1.1 Definitions** - In this Rule,

"CFA" means the Commodity Futures Act;

"CFA activities" means activities for which registration under the CFA or an exemption from registration is required;

"IDA" means the Investment Dealers Association of Canada;

"Ontario percentage" means, for the financial year of a registrant firm

- (a) that has a permanent establishment in Ontario, the percentage of the income of the registrant firm allocated to Ontario for the financial year in the corporate tax filings made for the person or company under the Income Tax Act (Canada), or
- (b) that does not have a permanent establishment in Ontario, the percentage of the total revenues of the registrant firm attributable to CFA activities in Ontario;

"registrant firm" means a person or company registered as one or both of a dealer or an adviser under the CFA; and

"specified Ontario revenues" means, for a registrant firm, the revenues determined in accordance with section 2.5 or 2.6.

**PART 2 PARTICIPATION FEES**

**2.1 Participation Fee** - Subject to section 2.8, a registrant firm shall pay, for each calendar year, the participation fee shown in Appendix A that applies to the registrant firm according to the specified Ontario revenues of the registrant firm for its previous financial year earned from CFA activities.

**2.2 Time of Payment** - A registrant firm shall pay the participation fee referred to in section 2.1 by December 31 of each year.

**2.3 Form Requirements**

- (1) A registrant firm shall file a Form 13-503F1, completed in accordance with its terms, by December 1 of each year.
- (2) The Form 13-503F1 referred to in subsection (1) shall be based on the audited financial statements of the registrant firm for its financial year last completed or to be completed before January 1 of the calendar year for which the participation fee calculated in the Form 13-503F1 will be paid.
- (3) If the financial year referred to in subsection (2) is not completed, or the financial statements of the registrant firm for that financial year are not available, by December 1, the registrant firm shall
  - (a) file the Form 13-503F1 due on that date on the basis of a good faith estimate of its specified Ontario revenues for that financial year; and
  - (b) pay its participation fee by December 31 based on the estimate of the Ontario specified revenues contained in the Form 13-503F1.
- (4) A registrant firm that filed its Form 13-503F1 under subsection (3) shall, when it files its annual financial statements for the applicable financial year,
  - (a) file a revised Form 13-503F1 reflecting the annual financial statements;
  - (b) calculate the participation fee on the basis of those financial statements; and
  - (c) either

- (i) pay any amount of the participation fee not paid under subsection (3), or
- (ii) be entitled to receive from the Commission a refund of any amount paid under subsection (3) in excess of the participation fee payable.

**2.4 Filing of Form 13-502F2** - A registrant firm shall file a Form 13-503F2, completed in accordance with its terms, in connection with the adjustment made in accordance with subsection 2.3(4).

**2.5 Calculation of Specified Ontario Revenues for a Member of the IDA** - The specified Ontario revenues for a financial year of a registrant firm that is a member of the IDA are calculated by multiplying

- (a) the amount indicated by the registrant firm as the Total Revenue on the statement of income contained in the Joint Financial Questionnaire and Report of the IDA for the financial year, less amounts not attributable to CFA activities; and
- (b) the Ontario percentage of the member of the IDA for the financial year.

**2.6 Calculation of Specified Ontario Revenues for Others**

- (1) The specified Ontario revenues for a financial year of a registrant firm that is not a member of the IDA are calculated by multiplying
  - (a) the gross revenues earned from CFA activities of the registrant firm contained in its audited financial statements for the financial year, less amounts not attributable to CFA activities, and further less the reductions of that amount taken under subsection (2); and
  - (b) the Ontario percentage of the registrant firm for the financial year.
- (2) A registrant firm may reduce the amount referred to in subsection (1) by deducting the amount of the advisory or sub-advisory fees paid by the registrant firm to another registrant firm in Ontario in the applicable financial year.

**2.7 Late Fee**

- (1) Subject to subsection (2), a registrant firm that is late in paying a participation fee under this Part shall pay an additional fee of one percent of the participation fee payable apart from this section for each business day on which the participation fee remains due and unpaid.
- (2) A registrant firm is not required to pay a fee under subsection (1) in excess of 25 percent of the participation fee otherwise payable under this Part.

**2.8 Exemption** - This Part does not apply to a registrant firm registered under the Securities Act (Ontario) that is current in paying its participation fees under Rule 13-502 under the Securities Act (Ontario).

### **PART 3 ACTIVITY FEES**

**3.1 Activity Fees** - A person or company that files a document or takes an action listed in Appendix B shall, concurrently with the filing of the document or taking of the action, pay the activity fee shown in Appendix B beside the description of the document or action.

### **PART 4 CURRENCY CALCULATIONS**

**4.1 Currency Calculations** - Any calculation of money required to be made under this Rule that results in a currency other than Canadian dollars shall be translated into a Canadian dollar amount at the daily noon exchange rate posted on the Bank of Canada website for the date for which the calculation is made.

### **PART 5 EXEMPTIONS**

**5.1 Exemptions** - The Director may grant an exemption from the provisions of this Rule, in whole or in part, subject to such conditions or restrictions as may be imposed in the exemption.

**PART 6 EFFECTIVE DATE**

**6.1 Effective Date** - This Rule comes into force on •, 2003.

## APPENDIX A – PARTICIPATION FEES

Specified Ontario Revenues	Participation Fee
Under \$500,000	\$1,000
\$500,000 to under \$1 million	\$5,000
\$1 million to under \$5 million	\$10,000
\$5 million to under \$10 million	\$25,000
\$10 million to under \$25 million	\$50,000
\$25 million to under \$50 million	\$75,000
\$50 million to under \$100 million	\$150,000
\$100 million to under \$200 million	\$250,000
\$200 million to under \$500 million	\$500,000
\$500 million to under \$1 billion	\$650,000
\$1 billion and over	\$850,000

## APPENDIX B - ACTIVITY FEES

Document or Activity	Fee
<b>A. Applications for Discretionary Relief</b>	
1. Application under section 38 or 80	\$5,500 for each section under which an application is made (plus \$2,000 if the applicant is not subject to, and is not reasonably expected to become subject to, a participation fee under this Rule or Rule 13-502 under the <i>Securities Act</i> (Ontario)) subject to the overall limitation set out below
2. Application under  (a) Sections 36(1), 40, 46(2) of the CFA; and  (b) Subsection 27(1) of the Regulation to the CFA.	Nil
3. Any application for discretionary relief from, or regulatory approval under, any other section of the CFA, Regulation and any Rule of the Commission made under the CFA but not listed in items A.1 or A.2 above.  <i>Note: It is noted that the following applications for recognition, registration or approval under the CFA are subject to the fees contained in this item A(2):</i>  (i) <i>recognition of an exchange under section 34 of the CFA, a self-regulatory organization under section 16 of the CFA or a clearing house under section 17 of the CFA;</i>  (ii) <i>registration of an exchange under section 15 of the CFA; and</i>  (iii) <i>approval of the establishment of a council, committee or ancillary body under section 18 of the CFA.</i>	\$1,500 for each section under which an application is made (plus \$2,000 if the applicant is not subject to, and is not reasonably expected to become subject to, a participation fee under this Rule or Rule 13-502 under the <i>Securities Act</i> (Ontario)) subject to the overall limitation set out below
	The maximum fee for an application, or, regardless of the number of sections under which application is made, shall be \$7,500 if the applicant is subject to, or is reasonably expected to become subject to, a participation fee under this Rule or Rule 13-502 under the <i>Securities Act</i> (Ontario), or \$9,500 if the applicant is not subject to, and is not reasonably expected to become subject to, a participation fee under this Rule or Rule 13-502 under the <i>Securities Act</i> (Ontario). These limits apply to the application even if the application is made under both the CFA and the <i>Securities Act</i> (Ontario); i.e. an application under both statutes will not be subject to a fee of more than \$7,500 or \$9,500, as applicable.
<b>B. Registration-Related Activity</b>	
1. New registration of a firm in any category of registration  <i>Note: If a firm is registering as both a dealer and an adviser, it will be required to pay two activity fees.</i>	\$800

## Request for Comments

Document or Activity	Fee
2. Change in registration category  <i>Note: This would include a dealer becoming an adviser or vice versa, or changing a category of registration within the general category of adviser. A dealer adding a category of registration, such as a dealer becoming both a dealer and an adviser, would be covered in the preceding section.</i>	\$800
3. Registration of a new director, officer or partner (trading and/or advising), salesperson, floor trader or representative  <i>Notes:</i> (i) Registration of a new non-trading or non-advising director, officer or partner does not trigger an activity fee.  (ii) An individual registering as both a dealer and an adviser will be required to pay two activity fees.  (iii) A registration fee will not be charged if an individual makes application to register with a new registrant firm within three months of terminating employment with his or her previous registrant firm provided that the individual's category of registration remains unchanged.	\$400 per person
4. Change in status from a non-trading and/or non-advising capacity to a trading and/or advising capacity	\$400 per person
5. Registration of a new registrant firm, or the continuation of registration of an existing registrant firm, resulting from or following an amalgamation of registrant firms	\$6,000
6. Application for amending terms and conditions of registration	\$1,500
<b>C. Application for Approval of the Director under Section 9 of the Regulation</b>	\$1,500
<b>D. Request for Certified Statement from the Commission or the Director under Section 62 of the CFA</b>	\$500
<b>E. Commission Requests</b>	
1. Request for a photocopy of Commission records	\$0.50 per page
2. Request for a search of Commission records	\$10
<b>F. Late Filing</b>	
1. Fee for late filing of any of the following documents:	
(a) Annual financial statements and interim financial statements; (b) Report under section 15 of Regulation to the CFA; (c) Report under section 17 of Regulation to the CFA; (d) Filings for the purpose of amending Form 5 and Form 7 or Form 33-506F4 under Rule 33-506; and (e) Any document required to be filed by a registrant firm or individual, in connection with the registration of the registrant firm or individual under the CFA, under (i) terms and conditions imposed on a registrant firm or individual; or (ii) an order of the Commission.	\$100 per business day (subject to a maximum of \$5,000 per registrant firm for all documents within one financial year of the registrant firm)



**ONTARIO SECURITIES COMMISSION  
FORM 13-503F1  
(COMMODITY FUTURES ACT)**

**PARTICIPATION FEE CALCULATION  
FOR REGISTRANT FIRMS**

**Notes and Instructions**

1. Registrant firms are required to complete the Part that applies to their particular category of registration, as follows:
  - (a) Part I - Investment Dealers Association of Canada members
  - (b) Part II – Advisers and other Dealers
2. The components of revenue reported in this Form should be based on the same principles as the comparative statement of income that is prepared in accordance with generally accepted accounting principles (“GAAP”), or such equivalent principles applicable to the audited financial statements of non-resident advisers, except that revenues should be reported on an unconsolidated basis. It is recognized that the components of the revenue classification may vary between firms. However, it is important that each firm be consistent between periods.
3. Each Part of this Form should be read in conjunction with the related notes and instructions of that Part where applicable.
4. Members of the Investment Dealers Association of Canada may refer to Statement E of the Joint Regulatory Financial Questionnaire and Report for guidance.
5. Comparative figures are required for the registrant firm’s year end date.
6. Participation fee revenue will be based on the portion of total revenue that can be attributed to Ontario. The percentage attributable to Ontario for the reported year end should be the provincial allocation rate used in the corporate tax return for the same fiscal period. For firms that do not have a permanent establishment in Ontario, the percentage attributable to Ontario will be based on the proportion of total revenues generated from CFA activities in Ontario.
7. All figures should be expressed in Canadian dollars and rounded to the nearest thousand.
8. Information reported on this questionnaire must be certified by two members of senior management in Part IV to attest to its completeness and accuracy.

Revenue for Participation Fee

Firm Name: \_\_\_\_\_

For the Calendar Year Ending: \_\_\_\_\_

**PART I – Investment Dealers Association of Canada Members**

	Current Year \$	Prior Year \$
<b>REVENUE SUBJECT TO PARTICIPATION FEE</b>		
1. Line 18 of Statement E of the Joint Regulatory Financial Questionnaire and Report	_____	_____
2. Less amounts not attributable to CFA activities	_____	_____
3. <b>REVENUE SUBJECT TO PARTICIPATION FEE</b> (line 1 less line 2)	_____	_____

**Part II – Advisers and Other Dealers**

1. Gross Revenue as per the audited financial statements (note 1)	_____	_____
<b>Less the following items:</b>		
2. Amounts not attributable to CFA activities	_____	_____
3. Advisory or Sub-Advisory fees paid to other Ontario registrant firms (note 2)	_____	_____
4. <b>REVENUE SUBJECT TO PARTICIPATION FEE</b> (line 1 less lines 2 and 3)	_____	_____

[See Notes and Instructions ]

**Notes and Instructions**

1. Gross Revenue is defined as the sum of all revenues reported on a gross basis as per the audited financial statements prepared in accordance with GAAP, or such equivalent principles applicable to the audited financial statements of non-resident advisers, except that revenues should be reported on an unconsolidated basis. Items reported on a net basis must be adjusted for purposes of the fee calculation. Gross revenues are reduced by amounts not attributable to CFA activities.
2. Where the advisory or sub-advisory services of another Ontario registrant firm are used by the registrant firm to advise on a portion of its assets under management, such advisory or sub-advisory costs are permitted as a deduction on this line.

**Part III – Calculation of Revenue Attributable to Ontario**

**Firm Name:** \_\_\_\_\_

**Participation Fee for the  
Calendar Year Ending:** \_\_\_\_\_

**Gross Revenue subject to Participation Fee:** \_\_\_\_\_ \$

Line 3 from Part I \_\_\_\_\_  
Line 4 from Part II \_\_\_\_\_

Percentage attributable to Ontario  
(based on most recent tax return) \_\_\_\_\_ %

**Specified Revenue attributable to Ontario** \_\_\_\_\_

**Total Fee payable (refer to Appendix A of the Rule)** \_\_\_\_\_

**Part IV - Management Certification**

**Registrant Firm Name:** \_\_\_\_\_

We have examined the attached statements and certify that, to the best of our knowledge, they present fairly the revenues of the firm for the period ended \_\_\_\_\_ and are prepared in agreement with the books of the firm.

We certify that the reported revenues of the firm are complete and accurate and in accordance with generally accepted accounting principles.

Name and Title	Signature	Date
1. _____ _____	_____	_____
2. _____ _____	_____	_____

**FEES RULE  
FORM 13-503F2  
(COMMODITY FUTURES ACT)**

**ADJUSTMENT OF FILING OR FEE PAYMENT  
UNDER SUBSECTION 2.3(4) OF RULE 13-503**

**Registrant Firm Name:** \_\_\_\_\_

**Participation Fee for the  
Calendar Year:** \_\_\_\_\_

1. State the amount of the participation fee estimated under the filing of Form 13-503F1 previously made:  
\_\_\_\_\_
2. Show the amount of the participation fee based on the audited financial statements for the last completed financial year: \_\_\_\_\_
3. **[Include revised and completed Form 13-503F1.]**
4. Difference between 1 and 2: \_\_\_\_\_
5. Indicate refund due (balance owing): \_\_\_\_\_

**ONTARIO SECURITIES COMMISSION  
COMPANION POLICY 13-503CP  
(COMMODITY FUTURES ACT)**

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ONTARIO SECURITIES COMMISSION  
COMPANION POLICY 13-503CP  
(COMMODITY FUTURES ACT)

**PART 1 PURPOSE OF COMPANION POLICY AND INTERPRETATION**

- 1.1 **Purpose of Companion Policy** - The purpose of this Companion Policy is to state the views of the Commission on various matters relating to Rule 13-503 Fees under the CFA (the "Rule"), including
- (a) an explanation of the overall approach of the Rule;
  - (b) explanation and discussion of various parts of the Rule; and
  - (c) examples of some matters described in the Rule.
- 1.2 **Interpretation** - Terms defined in the Rule and used in this Companion Policy have the respective meaning ascribed to them in the Rule.

**PART 2 PURPOSE AND GENERAL APPROACH OF THE RULE**

**2.1 Purpose and General Approach of the Rule**

- (1) The general approach of the Rule is to establish a fee regime that is consistent with the approach of Rule 13-502 (the "OSA Fees Rule"), which governs fees paid under the *Securities Act* (Ontario). That rule is designed to accomplish three primary purposes – to reduce the overall fees charged to market participants from what existed previously in Ontario, to create a clear and streamlined fee structure and to adopt fees that accurately reflect the Commission's costs of providing services.
- (2) The fee regime implemented by the Rule is based on the concept of "participation fees" and "activity fees".

2.2 **Participation Fees** - Participation fees generally are designed to represent the benefit derived by registrant firms from participating in Ontario's capital markets. Registrant firms are required to pay participation fees annually. The participation fee is based on a measure of the registrant firm's revenues from CFA activities in Ontario, which is intended to serve as a proxy for the registrant firm's activities under the CFA. The amounts of the participation fees have been based on the cost of a broad range of regulatory services that cannot be practically or easily attributed to individual activities or entities. Participation fees replace most of the filing fees and other activity fees formerly charged to registrant firms under the previous fees regime.

**2.3 Registrants under the CFA and the *Securities Act* (Ontario)**

- (1) The Rule imposes an obligation to pay a participation fee only on registrant firms, as defined in the Rule. A registrant firm is a person or company registered as a dealer or adviser under the CFA. The only registrant firms to pay a participation fee under the Rule will be those firms registered in Ontario only under the CFA. An entity that is registered both under the CFA and the *Securities Act* (Ontario) is exempted by section 2.8 of the Rule from the requirement to pay a participation fee under the Rule if it is current in paying its participation fees under the OSA Fees Rule. Such an entity will pay its participation fee under the OSA Fees Rule, and will include its revenues derived from CFA activities as part of its revenues for purposes of determining its participation fee under that Rule.
- (2) It is noted, of course, that dual registrants will pay activity fees under the Rule in accordance with Appendix B of the Rule even though they may pay their participation fees under the OSA Fees Rule.

2.4 **Registrant Firms** - A participation fee is paid by a "registrant firm", which is defined in the Rule as "a person or company that is registered as one or both of a dealer or an adviser under the CFA". This definition ensures that a participation fee is paid at the firm level, and not by individual partners, directors, officers, representatives, salespersons and floor traders of a firm.

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



## 2.6 No Refunds

- (1) Generally speaking, a person or company that pays a fee under the Rule is not entitled to a refund of that fee. For example, there is no refund available for an activity fee paid in connection with an action that is subsequently abandoned by the payor of the fee. Also, there is no refund available for a participation fee paid by a registrant firm whose registration is terminated later in the calendar year for which the fee was paid.
- (2) An exception to the principle discussed in subsection (1) is provided for in subsection 2.3(4) of the Rule. This provision allows for the adjustment of a participation fee paid by a registrant firm based on a good faith estimate of its revenues if its financial statements are not available, or its relevant financial year is not completed, at the time that the Form 13-503F1 is required to be filed under subsection 2.3(1) of the Rule.
- (3) The Commission will also consider requests for adjustments to fees paid in the case of incorrect calculations made by fee payors.

2.7 **Indirect Avoidance of Rule** - The Commission may examine arrangements or structures implemented by registrant firms and their affiliates that raise the suspicion of being structured solely for the purpose of reducing the fees payable under the Rule. In particular, the Commission will be interested in circumstances in which revenues from registrable activities carried on by a corporate group are not treated as revenues of a registrant firm, thereby possibly artificially reducing the specified Ontario revenue calculations used in determining fees payable under the Rule.

## PART 3 PARTICIPATION FEES

### 3.1 Fees Payable in Advance

- (1) Section 2.1 of the Rule prescribes the annual payment of a participation fee by each registrant firm, for each calendar year, to be based on the specified Ontario revenues of the registrant firm for its previous financial year earned from CFA activities. Section 2.2 of the Rule requires the payment of a participation fee for a calendar year on December 31 of each year.
- (2) The Commission notes that the effect of sections 2.1 and 2.2 of the Rule is that a participation fee is payable in advance by a registrant firm for a calendar year, even though the fee is based on the specified Ontario revenues of the registrant firm for the last financial year of the registrant firm that ends before the beginning of the calendar year for which the participation fee is paid. In respect of a participation fee for the 2004 calendar year, the calculation of the fee would be based on the financial year of the registrant firm ending in 2003.
- (3) Section 2.2 and subsection 2.3(1) of the Rule require each registrant firm to file its Form 13-503F1 respecting its participation fee by December 1, and to pay its participation fee by December 31, of the year before the calendar year for which the participation fee applies. The fixing of one date for each of the filing and fee payment by a registrant firm is consistent with the National Registration Database ("NRD") system of the Canadian securities regulatory authorities; the NRD system uses a common renewal date for all registrants of December 31 in each year.
- (4) By way of illustration, a registrant firm with a financial year end of June 30, will file a Form 13-503F1 by December 1, 2003 and pay its participation fee by December 31, 2003. That filing and payment will satisfy the registrant firm's obligations contained in the Rule for the 2004 calendar year, but the calculation of the participation fee will be based on the specified Ontario revenues of the registrant firm for the financial year ended June 30, 2003.
- (5) A registrant firm with a financial year end of December 31 will, by December 1, 2003, file its Form 13-503F1, and pay its participation fee by December 31, 2003, in order to pay its participation fee for the 2004 calendar year. Even though that filing and payment will satisfy the registrant firm's obligations contained in the Rule for the 2004 calendar year, the calculation of the participation fee will be based on the specified Ontario revenues of the registrant firm for the financial year ended December 31, 2003. In such circumstances, the registrant firm would use the mechanism of subsection 2.3(3) and (4) and section 2.4 to pay a participation fee based on an estimation of its specified Ontario revenues and later to adjust its payment.

3.2 **Late Fees** - Section 2.7 of the Rule prescribes the payment of additional fees in case of overdue payment of fees. The Commission notes that it will, in appropriate circumstances, consider tardiness in the payment of fees as a matter going to the fitness for registration of a registrant firm in considering the registration status of that registrant firm.

3.3 **"CFA Activities"** - Calculation of the participation fee involves consideration of the CFA activities undertaken by a person or company. The term "CFA activities" is defined in Section 1.1 of the Rule to include "activities for which

registration under the CFA or an exemption from registration is required". The Commission is of the view that these activities would include, without limitation, trading in commodity futures contracts, providing commodity futures contracts-related advice and portfolio management services involving commodity futures contracts.

**PART 4 CALCULATION EXAMPLES**

4.1 **Calculation Examples** - Appendices A and B contain some examples of how fees would be calculated under the Rule.

**Appendix A**  
**Commodity Trading Manager**

Assume that:

- Financial year-end is December 31<sup>st</sup>
- Firm had specified Ontario revenues of \$450,000 for the financial year ended December 31, 2003
- audited financial statements have to be filed

Item	Participation Fee	Activity Fee
files Form 13-503F1 on December 1, 2003, estimating its specified Ontario revenues for the year ending December 31, 2003 as \$550,000	\$5,000 <sup>1</sup>	
files annual financial statements, showing actual specified Ontario revenues of \$450,000		nil
files revised Form 13-503F1 and Form 13-503F2, reflecting actual specified Ontario revenues of \$450,000 and actual participation fee for 2004 of \$1,0000	Refund of \$4,000 <sup>2</sup>	
1 renewal of registration		nil
3 appointments of new advising officers/directors		\$400 x 3 = \$1,200 <sup>3</sup>
2 appointments of new non-advising officer/director		nil
2 new branches		nil
1 branch closure		nil
1 termination of director		nil
1 termination of officer		nil
2 requests for change in the status of officers from non-advising to advising		\$400 x 2 = \$800 <sup>4</sup>

<sup>1</sup> See Section 2.3 and Appendix A of the Rule.

<sup>2</sup> See Subsection 2.3(4) and Section 2.4 of the Rule.

<sup>3</sup> See item B.3 of Appendix B of the Rule.

<sup>4</sup> See item B.4 of Appendix B of the Rule.

**Appendix B**  
**Futures Commission Merchant ("FCM")**

Assume that:

- FCM's financial year-end is December 31<sup>st</sup>
- FCM had specified Ontario revenues of \$600,000 for the financial year ended on December 31, 2003
- FCM currently has 5 sales representatives
- audited financial statements have to be filed with the IDA

Item	Participation Fee	Activity Fee
files Form 13-503F1 on December 1, 2003, estimating its specified Ontario revenues for the year ending December 31, 2003 as \$475,000	\$1,000 <sup>5</sup>	
files annual financial statements, showing actual specified Ontario revenues of \$600,000		nil
Files revised Form 13-503F1 and Form 13-503F2, reflecting actual specified Ontario revenues of \$600,000 and actual participation fee for 2004 of \$5,000	\$4,000 <sup>6</sup>	
1 application for discretionary relief of one requirement under the Act		\$1,500 x 1 = \$1,500 <sup>7</sup>
files annual financial statements		nil
1 renewal of registration		nil
2 appointments of new trading officers/directors		\$400 x 2 = \$800 <sup>8</sup>
1 appointment of new salesperson		\$400 x 1 = \$400 <sup>9</sup>
2 transfers of salespersons		nil
3 transfers of registration of trading officer/director		nil
1 change in business name		nil
3 terminations of sales representatives or officer/director		nil
3 appointments of non-trading officers/directors		nil
1 request for change in the status of officers from non-trading to trading		\$400 x 1 = \$400 <sup>10</sup>

<sup>5</sup> See Section 2.3 and Appendix A of the Rule.

<sup>6</sup> See Subsection 2.3(4) and Section 2.4 of the Rule.

<sup>7</sup> See item A.2 of Appendix B of the Rule.

<sup>8</sup> See item B.3 of Appendix B of the Rule.

<sup>9</sup> See item B.3 of Appendix B of the Rule.

<sup>10</sup> See item B.4 of Appendix B of the Rule.

## Chapter 7

# Insider Reporting

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This chapter is available in the print version of the OSC Bulletin, as well as as in Carswell's internet service SecuritiesSource (see [www.carswell.com](http://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](http://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

<u>Transaction Date</u>	<u>Purchaser</u>	<u>Security</u>	<u>Total Purchase Price (\$)</u>	<u>Number of Securities</u>
06-Mar-2003	3 Purchasers	6058892 Canada Inc. - Common Shares	549,999.60	1,224,999.00
30-Apr-2003	Scott R. Cruickshank	6058892 Canada Inc. - Common Shares	35,000.00	70,000.00
06-May-2003	875177 Ontario Inc. and Jefferson Mappin	Acuity Pooled High Income Fund - Trust Units	350,000.00	23,564.00
05-May-2003	829805 Ontario Limited	Acuity Pooled High Income Fund - Trust Units	250,000.00	16,905.00
30-Apr-2003	Standard Securites Capital Corporation	AfriOre Limited - Option	0.00	200,000.00
30-Apr-2003	Alternum Capital Management; Alternum Capital Ltdl	Alternum Capital - Global Health Sciences Hedge Fund - Limited Partnership Units	843.50	2.00
30-Apr-2003	8 Purchasers	Alternum Capital - North American Value Hedge Fund - Limited Partnership Units	241,016.88	490.00
05-Feb-2003	Kathleen Campbell; Brenda Harvey	Alternum Capital Hedge Facility LP - Units	14,040.55	1,545.00
11-Apr-2003	43 Purchasers	Alternum Capital Hedge Facility LP - Units	1,774,170.68	369,724.00
16-Dec-2002	44 Purchasers	Alternum Capital Hedge Facility LP - Units	880,597.79	86,855.00
31-Jul-2002	45 Purchasers	Alternum Capital Hedge Facility LP - Units	775,973.81	70,692.00
06-Jun-2002	42 Purchasers	Alternum Capital Hedge Facility LP - Units	418,810.08	45,600.00
09-Jan-2003	47 Purchasers	Alternum Capital Hedge Facility LP - Units	505,192.51	50,000.00

**Notice of Exempt Financings**

05-Feb-2003	Kathleen Campbell;Brenda Harvey	Alternum Capital Hedge Facility LP - Units	6,300.46	543.00
27-Feb-2003	46 Purchasers	Alternum Capital Hedge Facility LP - Units	545,587.28	4,945.00
03-Apr-2003	43 Purchasers	Alternum Capital Hedge Facility LP - Units	1,063,055.88	105,110.00
30-May-2003	46 Purchasers	Alternum Capital Hedge Facility LP - Units	283,092.41	27,704.00
27-May-2003	53 Purchasers	Alternum Capital Hedge Facility LP - Units	2,177,832.70	155,702.00
16-Apr-2003	5 Purchasers	Amerigo Resources Ltd. - Units	89,600.00	560,000.00
02-May-2003	10 Purchasers	Binco Financial Ltd. - Preferred Shares	275,000.00	2,750,000.00
01-May-2003	5 Purchasers	Black Bull Resources Inc. - Units	52,800.00	22,000.00
02-May-2003	3 Purchasers	Blockade Systems Corp. - Convertible Debentures	954,875.00	954,875.00
01-May-2003	Larry Block	Burcon NutraScience Corporation - Units	30,000.00	20,000.00
01-May-2003	Jerold Williamson;Perry English	CanAlaska Ventures Ltd. - Common Shares	5,000.00	5,000.00
05-May-2003	Canamerica Capital Corp. and Steven McCormack	Candor Ventures Corp. - Common Shares	400,000.00	1,000,000.00
08-May-2003	3 Purchasers	CBRE Escrow, Inc. - Notes	1,739,500.00	10.00
30-Apr-2003	3 Purchasers	Chancellor Enterprises Holdings Inc. - Common Shares	25,000.00	250,000.00
25-Mar-2003	7 Purchasers	Clean Air Partners, Inc. - Preferred Shares	504,456.83	984,306.00
02-May-2003	African Gold Group;Inc.	Columbia River Resources Inc. - Common Shares	948,000.00	31,600,000.00
30-Apr-2003	Bryn Styles & Randy Styles;Patrick Edward	Contemporary Investment Corp. - Common Shares	60,000.00	60,000.00
01-Apr-2003 30-Apr-2003	15 Purchasers	Cranston, Gaskin, O'Reilly & Vernon - Units	418,019.07	38,583.00
01-Apr-2003 30-Apr-2003	4 Purchasers	Cranston, Gaskin, O'Reilly & Vernon - Units	250,080.00	25,299.00
01-Apr-2003 30-Apr-2003	Judith M. Forbes	Cranston, Gaskin, O'Reilly & Vernon - Units	10,020.00	942.00
01-Apr-2003 30-Apr-2003	5 Purchasers	Cranston, Gaskin, O'Reilly & Vernon - Units	107,080.03	9,675.00
29-Apr-2003	3 Purchasers	Cruise and Vacation shoppes (Canada) Inc. - Common Shares	25,000.00	7,390.00

Notice of Exempt Financings

28-Apr-2003	4 Purchasers	Dexit Inc. - Common Shares	550,000.00	275,000.00
02-May-2003	63 Purchasers	Discovery Biotech Inc. - Common Shares	299,250.00	997,500.00
02-May-2003	69 Purchasers	Discovery Biotech Inc. - Common Shares	285,300.00	91,100.00
02-May-2003	72 Purchasers	Discovery Biotech Inc. - Common Shares	281,301.00	93,767.00
02-May-2003	10 Purchasers	Discovery Biotech Inc. - Common Shares	151,200.00	50,400.00
02-May-2003	12 Purchasers	Discovery Biotech Inc. - Common Shares	45,000.00	15,000.00
08-May-2003	13 Purchasers	Duncan Park Holdings Corporation - Common Shares	8,000.00	20,000.00
28-Apr-2003	58 Purchasers	EdgeStone Affiliate 2003 Equity Fund II, L.P. - Limited Partnership Units	4,720,000.00	58.00
28-Apr-2003	58 Purchasers	EdgeStone Affiliate 2003 Mezzanine Fund, L.P. - Limited Partnership Interest	5,310,000.00	58.00
28-Apr-2003	58 Purchasers	EdgeStone Affiliate 2003 Venture Fund, L.P. - Limited Partnership Interest	1,770,000.00	58.00
07-May-2003	Ontario Teachers' Pension Plan Board	Endurance Capital Investors, L.P. - Limited Partnership Interest	210,135.00	150,000.00
05-May-2003	14 Purchasers	Euston Capital Corp. - Common Shares	52,398.00	17,466.00
01-May-2003	Bernard Sherman	Excalibur Limited Partnership - Limited Partnership Units	2,838,415.00	12.00
29-Apr-2003	Northern Construction Services	Exploration Tom Inc. - Common Shares	120,000.00	400,000.00
02-May-2003	Charles Kazaz; Stuart MacGregor	Forest & Marine Investments Ltd. - Units	165,750.00	39,000.00
22-Mar-2002	T.R.L. Investments Limited	Formation Capital Corporation - Units	150,000.00	600,000.00
10-Apr-2002	T.R.L. Investments Limited	Formation Capital Corporation - Units	50,000.00	200,000.00
20-Jun-2002	6 Purchasers	Formation Capital Corporation - Units	1,200,000.00	4,800,000.00
09-Apr-2003	N/A	Galileo Focused Business Income Trust Fund - Units	181,203.00	18,349.00
30-Apr-2003	3 Purchasers	Gilder Enterprises, Inc. - Common Shares	1,027.00	3,000.00



**Notice of Exempt Financings**

02-May-2003	Cinram International Inc.	HSBC Short Term Investment Fund - Shares	1,000,000.00	99,918.00
29-Apr-2003	7 Purchasers	IMA Exploration Inc. - Units	364,500.00	4,050,000.00
05-May-2003 07-May-2003	4 Purchasers	IMAGIN Diagnostics, Inc. - Common Shares	18,000.00	8,000.00
30-Apr-2003	Canada Pension Plan Investment Board	Kensington Co-Investment Fund-A, L.P. - Limited Partnership Units	50,000,000.00	5,000.00
30-Apr-2003	Canada Pension Plan Investment Board	Kensington Co-Investment Fund-B, L.P. - Limited Partnership Units	15,000,000.00	1,500.00
30-Apr-2003	Canada Pension Plan Investment Board	Kensington Fund of Funds. L.P. - Limited Partnership Units	50,000,000.00	5,000.00
30-Apr-2003	Donald McQuaig and W&J Black	Kingwest Avenue Portfolio - Units	210,000.00	11,730.00
30-Apr-2003	Medical Futures Inc.	Medsurge Medical Products Corp - Special Warrants	50,000.00	200,000.00
06-May-2003	The Maritime Life Assurance Company	Merrill Lynch Financial Assets Inc. - Certificate	10,000,000.00	247,610,420.00
30-Apr-2003	5 Purchasers	Morgan Stanley - Notes	5,800,400.00	4,000.00
03-Dec-2002 13-Dec-2002	9 Purchasers	New Star Capital Guaranteed Hedge Fund Limited - Shares	1,798,030.00	11,009.00
21-Feb-2003	Bay Street Funding Trust; Nissan Motor Acceptance	NIF-T - Notes	211,557,758.52	2.00
02-May-2003	30 Purchasers	OMERS Realty Corporation - Debentures	330,996,690.00	331,000,000.00
25-Apr-2003	Henry Merx and Highmark Landscaping	Oxford Software Developers Inc. - Common Shares	22,000.00	22,000.00
30-Apr-2003	Tor Williams	Pacific Tiger Energy Inc. - Convertible Debentures	52,500.00	525,000.00
02-May-2003	4 Purchasers	Plazacorp Partners I Limited Partnership - Limited Partnership Units	750,000.00	7,500.00
01-May-2003	Northwater Market-Neutral Trust	Quantitative Trading Strategies I, Ltd. - Common Shares	0.00	900,000.00
31-Mar-2002	Absolute Return Concepts Fund	RBC Global Investment Management Inc. - Units	240,000.00	2,267.00
02-May-2003	28 Purchasers	Red Media Corp. - Special Warrants	253,000.00	1,265,000.00
30-Apr-2003	5 Purchasers	Rock Creek Resources Ltd. - Shares	353,280.00	220,800.00

**Notice of Exempt Financings**

30-Apr-2003	Allen Martens;Edwin D. Martens	Safefreight Technology Ltd. - Common Shares	50,000.00	31,250.00
01-May-2003	Anthony Grasyson and Grey Morgan	Second World Trader Inc. - Contracts for Differences	15,155.00	126.00
01-May-2003	2 Purchasers	Second World Trader Inc. - Units	20,280.00	197.00
30-Apr-2003	Credit Union Central of Ontario Limited	SMART Trust - Notes	81,873.00	1.00
01-May-2003	Peter J. M. Bloemen	Stacey Investment Limited Partnership - Limited Partnership Units	50,103.00	2,141.00
30-Apr-2003	4 Purchasers	TD Harbour Balanced Fund - Trust Units	5,296,833.60	53,895,335.00
05-Apr-2003	VentureLink Brighter Future	The Toronto-Dominion Bank - Notes	6,500,000.00	2.00
03-Jan-2003	Caricola Ltd.	Timbercreek Investments Inc. - Convertible Debentures	150,000.00	1,500.00
15-Jan-2000	Gordon Tambllyn	Timbercreek Investments Inc. - Convertible Debentures	150,000.00	1,500.00
28-Jan-2000	The ADM Private Pool Fund II	Timbercreek Investments Inc. - Convertible Debentures	150,000.00	1,500.00
01-May-2000	4 Purchasers	Timbercreek Investments Inc. - Convertible Debentures	375,000.00	3,750.00
01-Jun-2000	Caricola Ltd.;valerie Cole	Timbercreek Investments Inc. - Convertible Debentures	75,000.00	750.00
03-Aug-2000	Caricola Ltd.	Timbercreek Investments Inc. - Convertible Debentures	50,000.00	500.00
01-Sep-2000	831857 Ontario Inc.	Timbercreek Investments Inc. - Convertible Debentures	250,000.00	250.00
25-Sep-2000	13 Purchasers	Timbercreek Investments Inc. - Convertible Debentures	710,000.00	7,100.00
01-Nov-2000	FAS-Ontario Inc.;Finamoront	Timbercreek Investments Inc. - Convertible Debentures	350,000.00	3,500.00
10-Nov-2000	Caricola Ltd.;83857 Ontario Inc.	Timbercreek Investments Inc. - Convertible Debentures	975,000.00	9,750.00
01-Jun-2001	Finamoront	Timbercreek Investments Inc. - Convertible Debentures	52,000.00	520.00
01-May-2001	4 Purchasers	Timbercreek Investments Inc. - Convertible Debentures	125,000.00	1,250.00
01-Jul-2001	Finamoront;G. Geoffrey MacDonald	Timbercreek Investments Inc. - Convertible Debentures	157,200.00	1,572.00
18-Jul-2001	3 Purchasers	Timbercreek Investments Inc. - Convertible Debentures	325,000.00	3,250.00

**Notice of Exempt Financings**

23-Jul-2001	FAS-Ontario Inc.	Timbercreek Investments Inc. - Convertible Debentures	150,000.00	1,500.00
15-Nov-2001	3 Purchasers	Timbercreek Investments Inc. - Convertible Debentures	140,000.00	1,400.00
17-Dec-2001	Finamoront	Timbercreek Investments Inc. - Convertible Debentures	200,000.00	2,000.00
18-Dec-2001	FAS-Ontario Inc; Bomdal	Timbercreek Investments Inc. - Convertible Debentures	300,000.00	3,000.00
31-Dec-2001	Michela Astuto	Timbercreek Investments Inc. - Convertible Debentures	400,000.00	4,000.00
11-Jan-2002	Leslie Holding	Timbercreek Investments Inc. - Convertible Debentures	300,000.00	3,000.00
09-Apr-2002	Caricola Ltd.	Timbercreek Investments Inc. - Convertible Debentures	275,000.00	2,750.00
10-Apr-2002	8 Purchasers	Timbercreek Investments Inc. - Convertible Debentures	380,000.00	3,800.00
15-Apr-2002	Serafina Parmegiani	Timbercreek Investments Inc. - Convertible Debentures	100,000.00	1,000.00
19-Apr-2003	FAS-Ontario	Timbercreek Investments Inc. - Convertible Debentures	250,000.00	2,500.00
22-Apr-2003	Finamoront	Timbercreek Investments Inc. - Convertible Debentures	200,000.00	2,000.00
24-Apr-2003	8 Purchasers	Timbercreek Investments Inc. - Convertible Debentures	245,000.00	2,450.00
07-May-2002	3 Purchasers	Timbercreek Investments Inc. - Convertible Debentures	100,000.00	1,000.00
04-Jun-2002	Fleurette Scott	Timbercreek Investments Inc. - Convertible Debentures	150,000.00	1,500.00
06-Jun-2002	Bruce Harrop; Keith G. Graham	Timbercreek Investments Inc. - Convertible Debentures	65,103.50	623.00
12-Jun-2002	1091121 Ontario Ltd.	Timbercreek Investments Inc. - Convertible Debentures	150,000.00	150.00
18-Jun-2002	Marcello Ricoveri; Cristina Ricoveri	Timbercreek Investments Inc. - Convertible Debentures	300,000.00	15,000.00
20-Jun-2002	Claire Legget	Timbercreek Investments Inc. - Convertible Debentures	20,000.00	200.00
01-Jul-2002	Michela Astuto	Timbercreek Investments Inc. - Convertible Debentures	17,500.00	175.00
01-Aug-2002	7 Purchasers	Timbercreek Investments Inc. - Convertible Debentures	150,000.00	1,500.00
16-Aug-2002	Kack Goldberg; Katrin Holmberg	Timbercreek Investments Inc. - Convertible Debentures	44,935.00	430.00

**Notice of Exempt Financings**

01-Sep-2002	FAS-Ontario Inc.	Timbercreek Investments Inc. - Convertible Debentures	300,000.00	3,000.00
26-Sep-2002	Victor Kurdyak	Timbercreek Investments Inc. - Convertible Debentures	100,000.00	1,000.00
11-Oct-2002	Dewatville Holding;Joan Noxon	Timbercreek Investments Inc. - Convertible Debentures	45,000.00	450.00
16-Oct-2003	Robert Stugess	Timbercreek Investments Inc. - Convertible Debentures	35,007.50	335.00
18-Oct-2002	Fleurette Scott	Timbercreek Investments Inc. - Convertible Debentures	50,000.00	500.00
25-Oct-2002	Kathryn Holden	Timbercreek Investments Inc. - Convertible Debentures	25,000.00	250.00
25-Oct-2002	Leon Yeshin;Jane L. Logie	Timbercreek Investments Inc. - Convertible Debentures	54,967.00	526.00
20-Nov-2002	3 Purchasers	Timbercreek Investments Inc. - Convertible Debentures	150,000.00	1,500.00
31-Dec-2002	Mechela Astuto	Timbercreek Investments Inc. - Convertible Debentures	19,000.00	190.00
22-Nov-2002	Jack Goldberg;Tracy Martin	Timbercreek Investments Inc. - Preferred Shares	44,934.50	430.00
05-Dec-2002	James Syed Arshad	Timbercreek Investments Inc. - Preferred Shares	25,080.00	240.00
12-Dec-2002	Susan Griggs;Linda Jones	Timbercreek Investments Inc. - Preferred Shares	74,926.50	717.00
31-Dec-2002	3 Purchasers	Timbercreek Investments Inc. - Preferred Shares	219,868.00	2,104.00
23-Jul-2002	3 Purchasers	Timbercreek Investments Inc. - Shares	85,167.50	815.00
15-Sep-2002	Catherine McGee	Timbercreek Investments Inc. - Shares	49,951.00	478.00
14-Nov-2002	Valerie Cole	Timbercreek Investments Inc. - Shares	26,125.00	250.00
07-May-2003	Columbia Management Advisors	UnumProvident Corporation - Common Shares	79,387.50	7,300.00
30-Apr-2003	Marlene Irwin	Vertex Fund - Trust Units	25,000.00	1,012.00
02-May-2003	John McCluskey	Victoria Resource Corporation - Units	2,500.00	25,000.00
10-Apr-2003	LH Enterprises Company Inc.	X-TAL MINERALS CORP. - Units	17,500.00	50,000.00
02-May-2003	Working Ventures Canadian Fund Inc.;Working Ventures Opportunity Fund Inc.	Xillix Ltd. - Units	999,999.83	4,651,162.00

**Notice of Exempt Financings**

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28-Apr-2003	795233 Ontario Ltd.	Xplore Technologies Corp. - Debentures	73,000.00	1.00
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**NOTICE OF INTENTION TO DISTRIBUTE SECURITIES AND ACCOMPANYING DECLARATION UNDER SECTION 2.8 OF MULTILATERAL INSTRUMENT 45-102 RESALE OF SECURITIES - FORM 45-102F3**

<u>Seller</u>	<u>Security</u>	<u>Number of Securities</u>
Patrick A. Gouveia	Atlas Cold Storage Income Trust - Trust Units	604,972.00
The Catherine and Maxwell Meighen Foundation	Canadian General Investments, Limited - Common Shares	114,700.00
Discovery Capital Corporation	CardioComm Solutions Inc. - Common Shares	2,000,000.00
Discovery Capital Corporation	CardioComm Solutions Inc. - Common Shares	2,000,000.00
James A. Estill	EMJ Data Systems Ltd. - Common Shares	80,000.00
Glen R. Estill	EMJ Data Systems Ltd. - Common Shares	9,334.00
Gwendolyn M. Cohen	Gendis Inc. - Common Shares	198,688.00
Gwendolyn M. Cohen	Gendis Inc. - Common Shares	198,688.00
G Douglas Goodfellow	Goodfellow Inc. - Common Shares	57,349.00
Mustang Minerals Corp.	JML Resources Ltd. - Common Share Purchase Warrant	697,483.00
Mustang Minerals Corp.	JML Resources Ltd. - Common Shares	951,999.00
Winderin Properties Limited	Lease-Rite Corporation Inc. - Common Shares	614,657.00
Andrew J. Malion	Spectra Inc. - Common Shares	750,000.00
The Catherine and Maxwell Meighen Foundation	Third Canadian General Investment Trust Limited - Common Shares	96,000.00
Ketcham Investments, Inc.	West Fraser Timber Co. Ltd. - Common Shares	150,000.00
Tysa Investments, Inc.	West Fraser Timber Co. Ltd. - Common Shares	100,000.00

## Chapter 11

# IPOs, New Issues and Secondary Financings

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**Issuer Name:**

Acclaim Energy Trust  
Principal Regulator - Alberta

**Type and Date:**

Preliminary Short Form Prospectus dated May 7, 2003  
Mutual Reliance Review System Receipt dated May 7, 2003

**Offering Price and Description:**

\$75,075,000.00 - 19,250,000 Trust Units Price: \$3.90 per Unit

**Underwriter(s) or Distributor(s):**

CIBC World Markets Inc.  
BMO Nesbitt Burns Inc.  
Scotia Capital Inc.  
TD Securities Inc.  
National Bank Financial Inc.  
FirstEnergy Capital Corp.

**Promoter(s):**

-  
**Project #535946**

**Issuer Name:**

American Reserve Energy Corporation  
Principal Regulator - Alberta

**Type and Date:**

Preliminary Prospectus dated May 8, 2003  
Mutual Reliance Review System Receipt dated May 9, 2003

**Offering Price and Description:**

\$5,900,000.00 - 4,300,000 FLOW THROUGH SHARES AT \$1.00 PER SHARE AND 1,600,000 UNITS AT \$1.00 PER UNIT

**Underwriter(s) or Distributor(s):**

Haywood Securities Inc.

**Promoter(s):**

Carl F. Zuber  
**Project #536878**

**Issuer Name:**

Brandes RSP Global Balanced Fund  
Brandes Global Balanced Fund  
Brandes RSP U.S. Equity Fund  
Brandes RSP International Equity Fund  
Brandes RSP Global Equity Fund  
Brandes Canadian Money Market Fund  
Brandes Canadian Balanced Fund  
Brandes Canadian Equity Fund  
Brandes U.S. Small Cap Equity Fund  
Brandes U.S. Equity Fund  
Brandes Emerging Markets Equity Fund  
Brandes Global Small Cap Equity Fund  
Brandes Global Equity Fund  
Brandes International Equity Fund  
Principal Regulator - Ontario

**Type and Date:**

Preliminary Simplified Prospectus dated May 8, 2003  
Mutual Reliance Review System Receipt dated May 9, 2003

**Offering Price and Description:**

Class A, F, L and I Units

**Underwriter(s) or Distributor(s):**

-

**Promoter(s):**

Brandes Investment Partners & Co.  
**Project #536310**

**Issuer Name:**

Falconbridge Limited  
Principal Regulator - Ontario

**Type and Date:**

Amendment #1 dated May 6, 2003 to Short Form Shelf Prospectus dated October 1, 2001  
Mutual Reliance Review System Receipt dated May 13, 2003

**Offering Price and Description:**

US\$750,000,000 - Debt Securities

**Underwriter(s) or Distributor(s):**

US\$750,000,000.00 - Debt Securities

**Promoter(s):**

-

**Project #389007**

**Issuer Name:**

George Weston Limited  
Principal Regulator - Ontario

**Type and Date:**

Preliminary Short Form Shelf Prospectus dated May 9, 2003

Mutual Reliance Review System Receipt dated May 9, 2003

**Offering Price and Description:**

\$750 Million - Medium Term Notes (unsecured)

**Underwriter(s) or Distributor(s):**

RBC Dominion Securities Inc.  
CIBC World Markets Inc.  
BMO Nesbitt Burns Inc.  
Merrill Lynch Canada Inc.  
National Bank Financial Inc.  
Scotia Capital Inc.  
TD Securities Inc.

**Promoter(s):**

-  
**Project #536477**

**Promoter(s):**

Dynamic Mutual Funds Ltd.  
**Project #500779**

**Issuer Name:**

JUMBO DEVELOPMENT CORPORATION  
Principal Regulator - Ontario

**Type and Date:**

Preliminary Prospectus dated May 12, 2003

Mutual Reliance Review System Receipt dated May 13, 2003

**Offering Price and Description:**

\$7,000,000 - 28,000,000 Units @ \$0.25 per Unit

**Underwriter(s) or Distributor(s):**

Union Securities Ltd.

**Promoter(s):**

-  
**Project #537301**

**Issuer Name:**

Mega Bloks Inc.  
Principal Regulator - Quebec

**Type and Date:**

Preliminary Short Form Prospectus dated May 13, 2003

Mutual Reliance Review System Receipt dated May 13, 2003

**Offering Price and Description:**

\$ \* - \* Common Shares @ \$ \* per Share

**Underwriter(s) or Distributor(s):**

Merrill Lynch Canada Inc.

**Promoter(s):**

-  
**Project #537529**

**Issuer Name:**

Newmont Mining Corporation  
Principal Regulator - Ontario

**Type and Date:**

Amended Preliminary MJDS Prospectus dated April 30, 2003

Mutual Reliance Review System Receipt dated May 7, 2003

**Offering Price and Description:**

U.S. \$ 1,000,000,000 -

\* Common Stock

\* Preferred Stock

\* Warrants to purchase Common Stock

\* Senior Debt Securities guaranteed by our subsidiary, Newmont USA Limited

\* Subordinated Debt Securities guaranteed by our subsidiary, Newmont USA Limited

\* Warrants to purchase Debt Securities

**Underwriter(s) or Distributor(s):**

-  
**Promoter(s):**

-  
**Project #461809**

**Issuer Name:**

Paramount Energy Trust  
Principal Regulator - Alberta

**Type and Date:**

Preliminary Prospectus dated May 6, 2003

Mutual Reliance Review System Receipt dated May 7, 2003

**Offering Price and Description:**

\$ \* - \* Trust Units @ \$ \* per Trust Unit

**Underwriter(s) or Distributor(s):**

CIBC World Markets Inc.  
BMO Nesbitt Burns Inc.  
Scotia Capital Inc.  
FirstEnergy Capital Corp.  
Peters & Co. Limited

**Promoter(s):**

PARAMOUNT RESOURCES LTD.  
**Project #534800**

**Issuer Name:**

Paramount Energy Trust  
Principal Regulator - Alberta

**Type and Date:**

Amended and Restated Preliminary Prospectus dated May 7, 2003

Mutual Reliance Review System Receipt dated May 8, 2003

**Offering Price and Description:**

\$55,027,500.00 - 4,350,000 Trust Units Price: \$12.65 per Trust Unit

**Underwriter(s) or Distributor(s):**

CIBC World Markets Inc.

BMO Nesbitt Burns Inc.

Scotia Capital Inc.

FirstEnergy Capital Corp.

Peters & Co. Limited

**Promoter(s):**

PARAMOUNT RESOURCES LTD.

Project #534800

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**Issuer Name:**

Solar Trust

Principal Regulator - Ontario

**Type and Date:**

Preliminary Short Form Prospectus dated May 6, 2003

Mutual Reliance Review System Receipt dated May 7, 2003

**Offering Price and Description:**

\$430,150,000 (Approximate) Commercial Mortgage Pass-Through Certificates, Series 2003-CC1

**Underwriter(s) or Distributor(s):**

TD Securities Inc.

Credit Suisse First Boston Canada Inc.

**Promoter(s):**

Project #535458

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**Issuer Name:**

Viking Energy Royalty Trust

Principal Regulator - Alberta

**Type and Date:**

Preliminary Short Form Prospectus dated May 12, 2003

Mutual Reliance Review System Receipt dated May 12, 2003

**Offering Price and Description:**

\$44,100,000 - 7,000,000 Trust Units @ \$ 6.30 per Trust Unit

**Underwriter(s) or Distributor(s):**

Scotia Capital Inc.

CIBC World Markets Inc.

BMO Nesbitt Burns Inc.

National Bank Financial Inc.

TD Securities Inc.

**Promoter(s):**

Project #537227

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**Issuer Name:**

BMO Mortgage Fund

Principal Regulator - Ontario

**Type and Date:**

Amendment #1 dated May 5, 2003 to the Simplified Prospectus and Annual Information Form dated February 22, 2003

Mutual Reliance Review System Receipt dated May 12, 2003

**Offering Price and Description:**

**Underwriter(s) or Distributor(s):**

BMO Investments Inc.

BMO Investments Inc.

BMO Investments Inc.

**Promoter(s):**

BMO Investments Inc.

Project #505622

---

**Issuer Name:**

Burgundy Partners' Fund

Principal Regulator - Ontario

**Type and Date:**

Amendment #1 dated May 5, 2003 to the Simplified Prospectus and Annual Information Form dated July 8, 2002

Mutual Reliance Review System Receipt dated May 12, 2003

**Offering Price and Description:**

Mutual Funds Net Asset Value

**Underwriter(s) or Distributor(s):**

Burgundy Asset Management Ltd.

**Promoter(s):**

Burgundy Asset Management Ltd.

Project #454586

---

**Issuer Name:**

Imperial Money Market Pool

Imperial Short-Term Bond Pool

Imperial Canadian Bond Pool

Imperial International Bond Pool

Imperial Canadian Dividend Income Pool

Imperial Canadian Equity Pool

Imperial Registered U.S. Equity Index Pool

Imperial U.S. Equity Pool

Imperial Registered International Equity Index Pool

Imperial International Equity Pool

Imperial Emerging Economies Pool

Principal Regulator - Ontario

**Type and Date:**

Final Simplified Prospectuses dated May 6, 2003

Mutual Reliance Review System Receipt dated May 7, 2003

**Offering Price and Description:**

**Underwriter(s) or Distributor(s):**

**Promoter(s):**

Canadian Imperial Bank of Commerce

Project #519850

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**Issuer Name:**

Loblaw Companies Limited  
Principal Regulator - Ontario

**Type and Date:**

Final Short Form Shelf Prospectus dated May 12, 2003  
Mutual Reliance Review System Receipt dated May 13, 2003

**Offering Price and Description:**

\$1.0 Billion Medium Term Notes (unsecured)

**Underwriter(s) or Distributor(s):**

CIBC World Markets Inc.  
RBC Dominion Securities Inc.  
BMO Nesbitt Burns Inc.  
Merrill Lynch Canada Inc.  
National Bank Financial Inc.  
Scotia Capital Inc.  
TD Securities Inc.

**Promoter(s):**

-  
Project #534448

**Issuer Name:**

Mackenzie Universal U.S. Emerging Growth Capital Class  
Mackenzie Universal Financial Services Capital Class  
Principal Regulator - Ontario

**Type and Date:**

Amendment #4 dated May 8, 2003 to the Simplified  
Prospectuses and Annual Information Forms dated  
October 28, 2002  
Mutual Reliance Review System Receipt dated May 13,  
2003

**Offering Price and Description:**

Series A, F, I, O and R Shares

**Underwriter(s) or Distributor(s):**

-  
**Promoter(s):**  
Mackenzie Financial Corporation  
Project #482257

**Issuer Name:**

Janus Global Equity Fund  
and  
Janus RSP Global Equity Fund  
Principal Regulator - Ontario

**Type and Date:**

Amendment #2 dated May 8, 2003 to the Simplified  
Prospectuses and Annual Information Forms dated  
December 20, 2002  
Mutual Reliance Review System Receipt dated May 13,  
2003

**Offering Price and Description:**

Series A, F, I and O Units

**Underwriter(s) or Distributor(s):**

-  
Quadrus Investment Services Ltd.  
Mackenzie Financial Corporation  
**Promoter(s):**  
Mackenzie Financial Corporation  
Project #494068

**Issuer Name:**

Janus American Equity Fund  
Janus RSP American Equity Fund  
Principal Regulator - Ontario

**Type and Date:**

Amendment #3 dated May 8, 2003 to the Simplified  
Prospectuses and Annual Information Forms dated  
December 16, 2003  
Mutual Reliance Review System Receipt dated May 13,  
2003

**Offering Price and Description:**

Series A, F, I and O Units

**Underwriter(s) or Distributor(s):**

-  
Quadrus Investment Services Inc.  
Quadrus Investment Services Ltd.

**Promoter(s):**

Mackenzie Financial Corporation  
Project #492097

**Issuer Name:**

Janus American Equity Fund  
Janus Global Equity Fund  
Mackenzie Ivy European Fund  
Mackenzie Ivy European Capital Class  
Janus RSP Global Equity Fund  
Janus RSP American Equity Fund  
Principal Regulator - Ontario

**Type and Date:**

Amendment #3 dated May 6, 2003 to the Simplified  
Prospectuses and Annual Information Forms dated July 31,  
2002  
Mutual Reliance Review System Receipt dated May 8,  
2003

**Offering Price and Description:**

-  
**Underwriter(s) or Distributor(s):**  
Quadrus Investment Services Ltd.  
Quadrus Investment Services Ltd.  
Quadrus Investment Services Inc.  
Quadrus Investments Services Ltd.

**Promoter(s):**

Mackenzie Financial Corporation  
Project #463679

**Issuer Name:**

RONA Inc.  
Principal Regulator - Quebec

**Type and Date:**

Final Short Form Prospectus dated May 13, 2003  
Mutual Reliance Review System Receipt dated May 13, 2003

**Offering Price and Description:**

\$11,183,572.00 - Common Shares @ \$16.75 per  
Common Share

**Underwriter(s) or Distributor(s):**

BMO Nesbitt Burns Inc.  
National Bank Financial Inc.  
Scotia Capital Inc.  
RBC Dominion Securities Inc.  
Desjardins Securities Inc.

**Promoter(s):**

-

**Project #534063**

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**Issuer Name:**

Sherritt International Corporation  
Principal Regulator - Ontario

**Type and Date:**

Final Short Form Prospectus dated May 9, 2003  
Mutual Reliance Review System Receipt dated May 9, 2003

**Offering Price and Description:**

\$100,000,000.00 - 25,000,000 Restricted Voting Shares  
@\$4.00 per Restricted Voting Share

**Underwriter(s) or Distributor(s):**

National Bank Financial Inc.  
Griffiths McBurney & Partners  
Paradigm Capital Inc.  
Peters & Co. Limited  
Salman Partners Inc.

**Promoter(s):**

-

**Project #533884**

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**Issuer Name:**

Tradex Bond Fund  
Tradex Equity Fund Limited  
Tradex Global Equity Fund  
Principal Regulator - Ontario

**Type and Date:**

Final Simplified Prospectuses dated May 12, 2003  
Mutual Reliance Review System Receipt dated May 13, 2003

**Offering Price and Description:**

Mutual Fund Units

**Underwriter(s) or Distributor(s):**

Tradex Management Inc.  
Tradex Management Inc.

**Promoter(s):**

Tradex Management Inc.

**Project #526334**

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## Chapter 12

# Registrations

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### 12.1.1 Registrants

Type	Company	Category of Registration	Effective Date
New Registration	Newman Financial Services of Canada, Inc. Attention: David Cheung 70 York Street Suite 710 Toronto ON M5J 1S9	Limited Market Dealer	May 13/03

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