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The Ontario Securities Commission

OSC Bulletin

November 4, 2005

Volume 28, Issue 44

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

The Ontario Securities Commission

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Chapter 1

Notices / News Releases

1.1	Notices		<u>SCHEDULED OSC HEARINGS</u>
1.1.1	Current Proceedings Before The Ontario Securities Commission NOVEMBER 4, 2005 CURRENT PROCEEDINGS BEFORE ONTARIO SECURITIES COMMISSION -----	TBA	Yama Abdullah Yaqeen s. 8(2) J. Superina in attendance for Staff Panel: TBA
		TBA	Cornwall <i>et al</i> s. 127 K. Manarin in attendance for Staff Panel: TBA
	Unless otherwise indicated in the date column, all hearings will take place at the following location: The Harry S. Bray Hearing Room Ontario Securities Commission Cadillac Fairview Tower Suite 1700, Box 55 20 Queen Street West Toronto, Ontario M5H 3S8	TBA	Robert Patrick Zuk, Ivan Djordjevic, Matthew Noah Coleman, Dane Alan Walton, Derek Reid and Daniel David Danzig s. 127 J. Waechter in attendance for Staff Panel: TBA
	Telephone: 416-597-0681 Telecopier: 416-593-8348 CDS TDX 76 Late Mail depository on the 19 th Floor until 6:00 p.m. -----	TBA	John Illidge, Patricia McLean, David Cathcart, Stafford Kelley and Devendranauth Misir S. 127 & 127.1 K. Manarin in attendance for Staff Panel: TBA
	<u>THE COMMISSIONERS</u> W. David Wilson, Chair — WDW Paul M. Moore, Q.C., Vice-Chair — PMM Susan Wolburgh Jenah, Vice-Chair — SWJ Paul K. Bates — PKB Robert W. Davis, FCA — RWD Harold P. Hands — HPH David L. Knight, FCA — DLK Mary Theresa McLeod — MTM H. Lorne Morphy, Q.C. — HLM Carol S. Perry — CSP Robert L. Shirriff, Q.C. — RLS Suresh Thakrar, FIBC — ST Wendell S. Wigle, Q.C. — WSW		November 7-11; 21-25; 28; 30; December 1; 6-8, 2005 10:00 a.m. to 4:30 p.m. s.127 J. Waechter in attendance for Staff Panel: PMM/RWD/ST November 29, 2005 2:30 p.m. to 4:30 p.m.

Notices / News Releases

November 14, 2005	Brian P. Verbeek s.127 K. Manarin in attendance for Staff Panel: WSW/ST	December 16, 2005	Portus Alternative Asset Management Inc., and Portus Asset Management, Inc. s. 127 M. MacKewn in attendance for Staff Panel: TBA
10:00 a.m.		10:00 a.m.	
November 16, 2005	Hollinger Inc., Conrad M. Black, F. David Radler, John A. Boulton and Peter Y. Atkinson s.127 J. Superina in attendance for Staff Panel: SWJ/RWD/MTM	January 25, 2006	James Patrick Boyle, Lawrence Melnick and John Michael Malone s. 127 and 127.1 Y. Chisholm in attendance for Staff Panel: TBA
9:00 a.m.		8:30 a.m.	
November 23 & 24, 2005	Firestar Capital Management Corp., Kamposse Financial Corp., Firestar Investment Management Group, Michael Ciavarella and Michael Mitton s. 127 J. Cotte in attendance for Staff Panel: DLK/CSP	January 11, 2006	Jose L. Castaneda s.127 T. Hodgson in attendance for Staff Panel: TBA
10:00 a.m.		10:00 a.m.	
December 5, 2005	Richard Ochnik and 1464210 Ontario Inc. s. 127 and 127.1 M. Britton in attendance for Staff Panel: PMM	March 2 & 3, 2006	Christopher Freeman s. 127 and 127.1 P. Foy in attendance for Staff Panel: TBA
10:00 a.m.		10:00 a.m.	
December 12, 2005	Olympus United Group Inc. s.127 M. MacKewn in attendance for Staff Panel: TBA	April 3 to 7, 2006	Momentas Corporation, Howard Rash, Alexander Funt, Suzanne Morrison and Malcolm Rogers s. 127 and 127.1 P. Foy in attendance for Staff Panel: TBA
10:00 a.m.		10:00 a.m.	
December 12, 2005	Norshield Asset Management (Canada) Ltd. s.127 M. MacKewn in attendance for Staff Panel: TBA		
10:00 a.m.			

10:00 a.m. **Philip Services Corp. et al**

February 6 to s. 127
March 10, 2006 K. Manarin in attendance for Staff
(except Tuesdays) Panel: PMM/RWD/DLK

April 10, 2006 to
April 28, 2006
(except Tuesdays
and not Good
Friday April 14)

May 1 to May 19;
May 24 to May 26,
2006 (except
Tuesdays)

June 12 to June
30, 2006 (except
Tuesdays)

ADJOURNED SINE DIE

**Global Privacy Management Trust and Robert
Cranston**

Andrew Keith Lech

S. B. McLaughlin

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

**1.1.2 Notice of Commission Approval – Technical
Amendments to CDS Rules – CDSX
Procedures and User Guide Relating to
Options and Entitlements**

**THE CANADIAN DEPOSITORY
FOR SECURITIES LIMITED (“CDS”)**

**TECHNICAL AMENDMENTS TO CDS RULES
CDSX PROCEDURES AND USER GUIDE
RELATING TO OPTIONS AND
ENTITLEMENTS**

NOTICE OF COMMISSION APPROVAL

Amendments filed by CDS relating to changes to the CDSX Procedures and User Guide which will make it more convenient for Participants to withdraw confirmed option selections and also provide information relating to the payment of entitlements on northbound cross-border movements are technical/housekeeping in nature. Pursuant to the Rule Protocol between the Ontario Securities Commission and CDS dated July 12, 2005, these amendments will come into effect on November 7, 2005. The description of the amendments is contained in Chapter 13 of this Ontario Securities Commission Bulletin.

1.1.3 Notice of Commission Approval – Technical Amendments to CDS Rules – Money Market Issue and Entitlement Procedures

**THE CANADIAN DEPOSITORY
FOR SECURITIES LIMITED (“CDS”)**

**TECHNICAL AMENDMENTS TO CDS RULES
MONEY MARKET ISSUE AND ENTITLEMENT
PROCEDURES**

NOTICE OF COMMISSION APPROVAL

Amendments filed by CDS relating to the Money Market Issue and Entitlement Procedures which provide the maturity codes for money market ISINs are technical/housekeeping in nature. Pursuant to the Rule Protocol between the Ontario Securities Commission and CDS dated July 12, 2005, these amendments will come into effect on November 7, 2005. The description of the amendments is contained in Chapter 13 of this Ontario Securities Commission Bulletin.

1.1.4 Notice of Commission Approval – Technical Amendments to CDS Rules – CDS Trade and Settlement Procedures Relating to Exchange Trades

**THE CANADIAN DEPOSITORY
FOR SECURITIES LIMITED (“CDS”)**

**TECHNICAL AMENDMENTS TO CDS RULES
CDS TRADE AND SETTLEMENT PROCEDURES
RELATING TO EXCHANGE TRADES**

NOTICE OF COMMISSION APPROVAL

Amendments filed by CDS relating to changes to the activities that Participants of CDS may perform in relation to information relating to trades executed on an exchange and provided to CDS are technical/housekeeping in nature. Pursuant to the Rule Protocol between the Ontario Securities Commission and CDS dated July 12, 2005, these amendments will come into effect on November 7, 2005. The description of the amendments is contained in Chapter 13 of this Ontario Securities Commission Bulletin.

1.1.5 Notice of Commission Approval – Technical Amendments to CDS Rules – Pledge and Settlement Procedures

**THE CANADIAN DEPOSITORY
FOR SECURITIES LIMITED (“CDS”)**

**TECHNICAL AMENDMENTS TO CDS RULES
PLEDGE AND SETTLEMENT PROCEDURES**

NOTICE OF COMMISSION APPROVAL

Amendments filed by CDS relating to the processing of pledges through CDSX or through InterLink messages as well as changes to CDS systems whereby Participants will no longer be able to delete a pledge directly on the CDS system but will instead be able to move a position out of a pledge account resulting in an automatic purging of any account where there is no outstanding collateral position are technical/housekeeping in nature. Pursuant to the Rule Protocol between the Ontario Securities Commission and CDS dated July 12, 2005, these amendments will come into effect on November 7, 2005. The description of the amendments is contained in Chapter 13 of this Ontario Securities Commission Bulletin.

1.1.6 Notice of Commission Approval – Technical Amendments to CDS Rules – Procedures for Participating in CDS Services

**THE CANADIAN DEPOSITORY
FOR SECURITIES LIMITED (“CDS”)**

**TECHNICAL AMENDMENTS TO CDS RULES
PROCEDURES FOR PARTICIPATING IN CDS
SERVICES**

NOTICE OF COMMISSION APPROVAL

Amendments filed by CDS relating to CDS's ECHO service are technical/housekeeping in nature. Pursuant to the Rule Protocol between the Ontario Securities Commission and CDS dated July 12, 2005, these amendments will come into effect on November 7, 2005. The description of the amendments is contained in Chapter 13 of this Ontario Securities Commission Bulletin.

1.1.7 Notice of Commission Approval – Technical Amendments to CDS Rules – CDS/DTC Cross-Border Movement Service Participant Procedures

**THE CANADIAN DEPOSITORY
FOR SECURITIES LIMITED (“CDS”)**

**TECHNICAL AMENDMENTS TO CDS RULES
CDS/DTC CROSS-BORDER MOVEMENT SERVICE
PARTICIPANT PROCEDURES**

NOTICE OF COMMISSION APPROVAL

Amendments filed by CDS relating to cash dividends and interest payments on north-bound cross border movements are technical/housekeeping in nature. Pursuant to the Rule Protocol between the Ontario Securities Commission and CDS dated July 12, 2005, these amendments will come into effect on November 7, 2005. The description of the amendments is contained in Chapter 13 of this Ontario Securities Commission Bulletin.

1.1.8 Notice of Commission Approval – Technical Amendments to CDS Rules – Reporting Procedures

**THE CANADIAN DEPOSITORY
FOR SECURITIES LIMITED (“CDS”)**

**TECHNICAL AMENDMENTS TO CDS RULES
REPORTING PROCEDURES**

NOTICE OF COMMISSION APPROVAL

Amendments filed by CDS relating to changes to reports generated by CDS, for the benefit of its Participants, as described in the CDS Reporting Procedures are technical/housekeeping in nature. Pursuant to the Rule Protocol between the Ontario Securities Commission and CDS dated July 12, 2005, these amendments will come into effect on November 7, 2005. The description of the amendments is contained in Chapter 13 of this Ontario Securities Commission Bulletin.

1.3 News Releases

1.3.1 Rankin Sentenced to 6 Months In Jail

FOR IMMEDIATE RELEASE
October 27, 2005

RANKIN SENTENCED TO 6 MONTHS IN JAIL

TORONTO – In provincial court today, Judge Khawly sentenced Andrew Rankin to 6 months in jail on each one of ten counts of tipping, to be served concurrently.

At the sentencing, Judge Khawly said:

“Andrew Rankin’s behaviour was serious, persistent and fraught with risk to the market.”

On July 15, 2005, Rankin was found guilty on 10 charges of tipping, contrary to section 76(2) of the Ontario *Securities Act*. The Ontario Securities Commission (OSC) had commenced proceedings against Rankin on February 4, 2004.

This is the culmination of an OSC investigation that involved four foreign jurisdictions. These proceedings could not have been brought without the assistance of Market Regulation Services Inc., four foreign regulators and the substantial cooperation of RBC Dominion Securities.

The charges against Mr. Rankin (Appendix A to the Information) and previous news releases are available on the Ontario Securities Commission web site (www.osc.gov.on.ca).

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416 595-8913

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

1.3.2 OSC Sanctions Hearing In the Matter of Brian Peter Verbeek to be held November 14, 2005

FOR IMMEDIATE RELEASE
October 28, 2005

**OSC SANCTIONS HEARING IN THE MATTER OF
BRIAN PETER VERBEEK
TO BE HELD NOVEMBER 14, 2005**

TORONTO – By Reasons dated July 26, 2005, the Ontario Securities Commission (OSC) found that Brian Peter Verbeek, a registered representative whose office was located in Nepean, Ontario, participated in a scheme that involved over 670 investors, most of whom were located in Ontario. The Commission found that Verbeek’s conduct violated various provisions of the Ontario Securities Act and Rule 31-505 and that Verbeek acted contrary to the public interest.

By Order dated October 25, 2005, the Commission adjourned the hearing with respect to sanctions to November 14, 2005 at 10:00 a.m.

Copies of the Order and Reasons are available on the OSC’s web site (www.osc.gov.on.ca).

For Media Inquiries: Eric Pelletier
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1-877-785-1555 (Toll Free)

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Chapter 2

Decisions, Orders and Rulings

2.1. Decisions

2.1.1 Aastra Technologies Limited - MRRS Decision

Headnote

Mutual Reliance Review System for Exemptive Relief Applications – Relief granted from the requirement to file financial statements with a business acquisition report that have been audited in accordance with either Canadian or United States generally accepted auditing standards; financial statements audited in accordance with International Standards on Auditing.

Rules Cited

National Instrument 52-107 – Acceptable Accounting Principles, Auditing Standards and Foreign Currency.
National Instrument 51-102 – Continuous Disclosure Obligations.

October 18, 2005

IN THE MATTER OF
THE SECURITIES LEGISLATION OF
BRITISH COLUMBIA, ALBERTA, SASKATCHEWAN,
MANITOBA, ONTARIO, QUEBEC, NEW BRUNSWICK,
NOVA SCOTIA, PRINCE EDWARD ISLAND AND
NEWFOUNDLAND AND LABRADOR
(THE JURISDICTIONS)

AND

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

AND

IN THE MATTER OF
AASTRA TECHNOLOGIES LIMITED
(THE FILER)

MRRS DECISION DOCUMENT

Background

The local securities regulatory authority or regulator (the **Decision Maker**) in each of the Jurisdictions has received an application from the Filer for a decision under the securities legislation of the Jurisdictions (the **Legislation**) granting relief from the requirement contained in the Legislation to have financial statements of the European Business (as defined below) audited in accordance with the prescribed form of auditing standards in the Legislation (the **Requested Relief**);

Under the Mutual Review System for Exemptive Relief Applications

- (a) the Ontario Securities Commission is the principal regulator for this application; and
- (b) this MRRS decision document evidences the decision of each Decision Maker.

Interpretation

Defined terms contained in National Instrument 14-101 *Definitions* have the same meaning in this decision unless they are defined in this decision.

Representations

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

2. The head office of the Filer is located at 155 Snow Boulevard, Concord, Ontario, Canada L4K 4N9.
3. The Filer is a corporation subsisting under the *Canada Business Corporations Act*, is a reporting issuer or its equivalent in each of the Jurisdictions.
4. The Filer develops, markets, sells and supports a comprehensive portfolio of products, systems and applications for building and accessing communication networks.
5. The common shares of the Filer are listed and posted for trading on the Toronto Stock Exchange.
6. The Filer entered into a shares and assets sale and purchase agreement (the **SAPA**) with the vendors (the **Vendors**) of the EADS Enterprise Telephony Business (the **EADS Business**) on December 15, 2004.
7. As described in a material change report dated November 10, 2004 and press releases dated December 15, 2004 and February 28, 2005, the acquisition of the EADS Business was completed pursuant to the terms of the SAPA on February 28, 2005.
8. The EADS Business consists of two related businesses under common management, one primarily based in France with ancillary operations in other European countries (the **European Business**) and one based in the United States (the **U.S. Business**).
9. Historically, the Vendors have prepared separate financial statements for the European Business and the U.S. Business, which have been prepared in accordance with International Financial Reporting Standards and International Standards on Auditing (**ISA**), and generally accepted accounting principles and generally accepted auditing standards (**GAAS**) of the United States, respectively.
10. Given the amount of restructuring implemented by the Vendors of the European Business, the Filer believes it would be practically impossible to re-perform the audit of the European Business in accordance with Canadian GAAS.
11. The acquisition of the EADS Business is a "significant acquisition" for the Filer within the meaning of section 8.3 of National Instrument 51-102 (**NI 51-102**), and as a result, the Filer is required to file a "business acquisition report" in accordance with section 8.2 of NI 51-102 for the acquisition, including "acquisition statements" (**Acquisition Statements**) for the European Business within the meaning of National Instrument 52-107 (**NI 52-107**).
12. Section 6.2 of NI 52-107 does not permit the Filer to file Acquisition Statements for the European Business audited in accordance with ISA.

Decision

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 Requested Relief is granted provided that such Acquisition Statements are audited in accordance with ISA and the auditor's report thereon is accompanied by a statement by the auditor that:

- (a) 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
- (b) indicates that an auditor's report prepared in accordance with Canadian GAAS would not contain a reservation.

"Cameron McInnis"
Manager, Corporate Finance
Ontario Securities Commission

2.1.2 TD Asset Management Inc. - MRRS Decision

Headnote

Exemptive relief granted to mutual funds changing their auditors from the requirement of a unitholder vote and certain reporting requirements.

Rules Cited

National Instrument 81-102 - Mutual Funds, ss. 5.1(d), 19.1.

National Instrument 81-106 – Investment Fund Continuous Disclosure, ss. 13.2, 17.1.

October 6, 2005

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

AND

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

AND

IN THE MATTER OF
TD ASSET MANAGEMENT INC.
AND
THE FUNDS

MRRS DECISION DOCUMENT

Background

The local securities regulatory authority or regulator (the “**Decision Maker**”) in each of the Jurisdictions has received an application (the “**Application**”) from TD Asset Management Inc. (the “**Applicant**” or “**Manager**”), the trustee, manager and primary portfolio adviser for each of the mutual funds (the “**Funds**”) listed on Schedule A for a decision under the securities legislation (the “**Legislation**”) of the Jurisdictions:

- providing an exemption under section 19.1 of National Instrument 81-102 *Mutual Funds* (“**NI 81-102**”) from subsection 5.1(d) of NI 81-102 to enable the Manager to change one or more of the current auditors (the “**Current Auditors**”) of the Funds without obtaining the prior approval of the unitholders of the Funds (the “**Auditor Changes**”);
- providing that the Application and this Decision Document be kept confidential until the issuance of this Decision Document (the “**Confidentiality Request**”); and
- providing an exemption under section 17.1 of National Instrument 81-106 *Investment Fund Continuous Disclosure* (“**NI 81-106**”) from subsection 13.2 of NI 81-106 to permit the Manager not to include the Reporting Package (as defined in National Instrument 51-102 *Continuous Disclosure Obligations* (“**NI 51-102**”)) and a summary (the “**Summary**”) of the Reporting Package in the information circular for the first meeting of unitholders of a Fund held subsequent to the Auditor Changes, as required by subsection 4.11(5) of NI 51-102 (the “**Reporting Package Delivery Requirement**” and together with the Auditor Changes and Confidentiality Request, the “**Requested Relief**”).

Under the Mutual Reliance Review System for Exemptive Relief Applications

- (a) the Ontario Securities Commission is the principal regulator for the Application, and
- (b) this MRRS decision document evidences the decision of each Decision Maker.

Interpretation

Defined terms contained in National Instrument 14-101 *Definitions* have the same meaning in this decision unless they are defined in this decision.

Representations

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

1. Each of the Funds is an open-end mutual fund trust established under the laws of Ontario. Each of the Funds is a member of a mutual fund family as indicated on Schedule A.
2. Each of the Funds is a reporting issuer where such status exists in each of the Jurisdictions and, to the knowledge of the Manager, is not in default of any requirements of the Legislation in the Jurisdictions.
3. Securities of each of the Funds are offered for sale on a continuous basis in each of the Jurisdictions pursuant to one or more simplified prospectuses for the relevant mutual fund family.
4. Each of the Funds has the Current Auditors indicated on Schedule A.
5. The Current Auditors have issued “unqualified” year-end audit reports in respect of the Funds and to the best of the Manager’s knowledge, there were no “reportable events” as contemplated by NI 51-102.
6. Each of the Funds is subject to a Declaration of Trust or Trust Indenture (collectively, “**Declaration of Trust**”) that governs the mutual fund family of which the Fund is a member. In conformity with subsection 5.1(d) of NI 81-102 the Declaration of Trust of each mutual fund family does not permit a change of auditors of a Fund without unitholder approval.
7. The provisions of certain Declarations of Trust will be amended to reflect that unitholder approval for a change of auditors would not be required if it were not required by the Legislation in the Jurisdictions or due to an exemption from the Legislation in the Jurisdictions. Notice of such amendments will be sent to the relevant unitholders of the Funds at the same time the notice of the Auditor Changes (the “**Notice to Unitholders**”) is sent.
8. The Manager is a wholly-owned subsidiary of The Toronto-Dominion Bank (the “**Bank**”). The current auditors of the Bank are Ernst & Young LLP and PricewaterhouseCoopers LLP. The Bank has announced that commencing with its financial year ending in 2006, the sole auditors of the Bank will be Ernst & Young LLP. Ernst & Young LLP and PricewaterhouseCoopers LLP will continue to act as the Bank’s auditors for its 2005 fiscal year.
9. Following the announcement by the Bank described in paragraph 8 above, for the reasons set out in paragraph 14 below, the Manager determined that the Funds and the Bank should not have the same auditors. Further, the Manager determined that it may be appropriate for all of the Funds to have the same auditors, or alternatively, appropriate for each of two groups of mutual fund families to have the same auditors for all mutual fund families in the group. Accordingly, the Manager requested each of PricewaterhouseCoopers LLP, Deloitte & Touche LLP and KPMG LLP (the “**Respondents**”), collectively the Current Auditors, to respond to three scenarios in a request for proposal (the “**RFP**”), being to act as auditors of (i) all of the Funds, (ii) a subset of all of the Funds (the Funds comprising certain mutual fund families), and (iii) another subset of all of the Funds (the Funds comprising certain other mutual fund families).
10. The Manager introduced the RFP in order to identify the auditors that it considers will best service the needs of the Funds. In the RFP the Manager indicated to the Respondents that it hopes to create synergies and efficiency improvements for the benefit of the unitholders of the Funds.
11. Following its evaluation of the responses to the RFP, the Manager selected PricewaterhouseCoopers LLP as auditors of each of the Funds, including the Funds for which they do not currently act as auditors, such that all of the Funds would have the same auditors. Accordingly, there will likely be a change of auditors for certain of the Funds.
12. Following the change of auditors as described above, the auditors of the Bank will be Ernst & Young LLP and the auditors of each of the Funds would be PricewaterhouseCoopers LLP.
13. The Funds are “subsidiaries” of the Bank for purposes of the *Bank Act* (Canada) (the “**Bank Act**”). The Bank Act requires that each of the subsidiaries of the Bank have the same auditors as the Bank unless the total assets of the subsidiary are not a material part of the Bank’s total assets. Currently, the Bank Act does not require the Funds to

have the same auditors as the Bank (because the Bank is not the beneficial owner of the assets of the Funds and, accordingly, the Funds' assets are not a material part of the Bank's total assets).

14. The Manager considers that the Funds are in a unique position compared to typical, corporate subsidiaries of the Bank, (a) because the Bank does not beneficially own the Funds' assets, (b) because of the fiduciary obligations owed by the Manager to the Funds and (c) because the securityholders of the Bank are not directly or indirectly the securityholders of the Funds.
15. In connection with certain conflict of interest matters relating to certain of the Funds, the Manager has appointed an independent review committee (the "IRC"). Prior to making the Auditor Changes the Manager will seek the approval of the IRC with respect to the Manager's proposal and will not proceed with the Auditor Changes without unitholder approval, unless the IRC approves the changes.
16. Each member of the IRC is independent from the Manager, the Funds, PricewaterhouseCoopers LLP, and their respective associates and affiliates.
17. The members of the IRC will exercise their powers and discharge their duties honestly, in good faith and in the best interests of the Funds, and, in doing so, will exercise the degree of care, diligence and skill that a reasonably prudent person would exercise in the circumstances.
18. The board of directors of the Manager will approve the Auditor Changes before such changes are implemented.
19. The current prospectus of each of the Funds provides that within the next year, the auditors of a Fund are subject to change and refers to the annual information form for additional information. The annual information form discloses that certain Funds may change auditors to Deloitte & Touche LLP, KPMG LLP, or PricewaterhouseCoopers LLP or another internationally recognized accounting firm and permission may be sought to implement a change of auditors without seeking unitholder approval.
20. Unitholders will be notified in the Notice to Unitholders of the Auditor Changes.
21. Instead of implementing the Reporting Package Delivery Requirement, the Manager will outline in the Notice to Unitholders the various ways that unitholders of the Funds can access the Reporting Package and the Summary. The Manager will make the Reporting Package and the Summary available at no cost to the unitholders of the Funds through accessing the Funds' websites, the SEDAR website, and/or by requesting a copy by calling a toll-free phone number of the Manager or by email to an email address provided by the Manager.
22. The substantial cost of holding unitholder meetings for the Auditor Changes is not justifiable in light of the Manager's expectation of a low participation rate by investors and the Manager's expectation that the Auditor Changes would be overwhelmingly approved by those unitholders that vote.
23. Pending the outcome of the RFP, the Manager had made no decision with respect to the Auditor Changes for any of the Funds. Accordingly, the Manager requested that the Application be kept confidential until the issuance of this Decision Document.
24. Unlike shareholders of public corporations, unitholders of mutual funds do not typically have annual meetings.

Decision

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 Requested Relief is granted provided that:

- (a) the IRC has reviewed the Auditor Changes and each member has, after reasonable inquiry, in respect of a Fund where there will be an Auditor Change, formed the opinion that the Auditor Change is in the best interests of the Fund, or represents the business judgment of the Manager uninfluenced by considerations other than the best interests of the Fund;
- (b) the Notice to Unitholders will
 - (i) be sent to unitholders of the Funds at least 60 days prior to the effective date of the Auditor Changes, and
 - (ii) include the information described in paragraph 21 above; and

(c) there are no "reportable events" as defined in NI 51-102.

"Leslie Byberg"
Manager, Investment Funds Branch
Ontario Securities Commission

SCHEDULE A

FUND FAMILY AND FUND AUDITORS

		<u>KPMG</u>	<u>DELOITTE</u>	<u>PwC</u>
	<u>TD Mutual Funds</u>			
1	TD AmeriGrowth RSP Fund		<input type="checkbox"/>	
2	TD AsiaGrowth RSP Fund		<input type="checkbox"/>	
3	TD Asian Growth Fund	<input type="checkbox"/>		
4	TD Balanced Fund		<input type="checkbox"/>	
5	TD Balanced Growth Fund	<input type="checkbox"/>		
6	TD Balanced Income Fund		<input type="checkbox"/>	
7	TD Balanced Index Fund		<input type="checkbox"/>	
8	TD Canadian Blue Chip Equity Fund	<input type="checkbox"/>		
9	TD Canadian Bond Fund		<input type="checkbox"/>	
10	TD Canadian Bond Index Fund		<input type="checkbox"/>	
11	TD Canadian Equity Fund		<input type="checkbox"/>	
12	TD Canadian Government Bond Index Fund		<input type="checkbox"/>	
13	TD Canadian Index Fund	<input type="checkbox"/>		
14	TD Canadian Money Market Fund		<input type="checkbox"/>	
15	TD Canadian Small-Cap Equity Fund		<input type="checkbox"/>	
16	TD Canadian T-Bill Fund		<input type="checkbox"/>	
17	TD Canadian Value Fund	<input type="checkbox"/>		
18	TD Dividend Growth Fund	<input type="checkbox"/>		
19	TD Dividend Income Fund		<input type="checkbox"/>	
20	TD Dow Jones Industrial Average SM Index Fund	<input type="checkbox"/>		
21	TD Emerging Markets Fund	<input type="checkbox"/>		
22	TD Emerging Markets RSP Fund	<input type="checkbox"/>		
23	TD Energy Fund	<input type="checkbox"/>		
24	TD Entertainment & Communications Fund	<input type="checkbox"/>		
25	TD Entertainment & Communications RSP Fund	<input type="checkbox"/>		
26	TD European Growth Fund	<input type="checkbox"/>		
27	TD European Growth RSP Fund		<input type="checkbox"/>	
28	TD European Index Fund	<input type="checkbox"/>		
29	TD Global Asset Allocation Fund		<input type="checkbox"/>	
30	TD Global RSP Bond Fund	<input type="checkbox"/>		
31	TD Global Select Fund	<input type="checkbox"/>		
32	TD Global Select RSP Fund	<input type="checkbox"/>		
33	TD Health Sciences Fund	<input type="checkbox"/>		
34	TD Health Sciences RSP Fund	<input type="checkbox"/>		
35	TD High Yield Income Fund		<input type="checkbox"/>	
36	TD Income Advantage Portfolio		<input type="checkbox"/>	
37	TD International Equity Fund		<input type="checkbox"/>	
38	TD International Growth Fund	<input type="checkbox"/>		
39	TD International Index Fund		<input type="checkbox"/>	
40	TD International RSP Index Fund		<input type="checkbox"/>	

		<u>KPMG</u>	<u>DELOITTE</u>	<u>PwC</u>
41	TD Japanese Growth Fund	<input type="checkbox"/>		
42	TD Japanese Index Fund	<input type="checkbox"/>		
43	TD Latin American Growth Fund	<input type="checkbox"/>		
44	TD Monthly Income Fund		<input type="checkbox"/>	
45	TD Mortgage Fund		<input type="checkbox"/>	
46	TD Nasdaq RSP Index Fund	<input type="checkbox"/>		
47	TD Precious Metals Fund	<input type="checkbox"/>		
48	TD Premium Money Market Fund		<input type="checkbox"/>	
49	TD Real Return Bond Fund	<input type="checkbox"/>		
50	TD Resource Fund	<input type="checkbox"/>		
51	TD Science & Technology Fund	<input type="checkbox"/>		
52	TD Science & Technology RSP Fund	<input type="checkbox"/>		
53	TD Short Term Bond Fund		<input type="checkbox"/>	
54	TD U.S. Blue Chip Equity Fund	<input type="checkbox"/>		
55	TD U.S. Blue Chip Equity RSP Fund	<input type="checkbox"/>		
56	TD U.S. Equity Advantage Portfolio		<input type="checkbox"/>	
57	TD U.S. Equity Fund		<input type="checkbox"/>	
58	TD U.S. Index Fund	<input type="checkbox"/>		
59	TD U.S. Large-Cap Value Fund	<input type="checkbox"/>		
60	TD U.S. Mid-Cap Growth Fund	<input type="checkbox"/>		
61	TD U.S. Money Market Fund		<input type="checkbox"/>	
62	TD U.S. RSP Index Fund		<input type="checkbox"/>	
63	TD. U.S. Small-Cap Equity Fund	<input type="checkbox"/>		
<u>TD Exchange Traded Funds</u>				
64	TD S&P/TSX Composite Index Fund			<input type="checkbox"/>
65	TD S&P/TSX Capped Composite Index Fund			<input type="checkbox"/>
66	TD Select Canadian Growth Index Fund			<input type="checkbox"/>
67	TD Select Canadian Value Index Fund			<input type="checkbox"/>
<u>TD Managed Asset Portfolios</u>				
68	TD Managed Income Portfolio			<input type="checkbox"/>
69	TD Managed Income RSP Portfolio			<input type="checkbox"/>
70	TD Managed Income & Moderate Growth Portfolio			<input type="checkbox"/>
71	TD Managed Income & Moderate Growth RSP Portfolio			<input type="checkbox"/>
72	TD Managed Balanced Growth Portfolio			<input type="checkbox"/>
73	TD Managed Balanced Growth RSP Portfolio			<input type="checkbox"/>
74	TD Managed Aggressive Growth Portfolio			<input type="checkbox"/>
75	TD Managed Aggressive Growth RSP Portfolio			<input type="checkbox"/>
76	TD Managed Maximum Equity Growth Portfolio			<input type="checkbox"/>
77	TD Managed Maximum Equity Growth RSP Portfolio			<input type="checkbox"/>
78	TD Managed Index Income Portfolio			<input type="checkbox"/>
79	TD Managed Index Income RSP Portfolio			<input type="checkbox"/>
80	TD Managed Index Income & Moderate Growth Portfolio			<input type="checkbox"/>

	<u>KPMG</u>	<u>DELOITTE</u>	<u>PwC</u>
81			<input type="checkbox"/>
82			<input type="checkbox"/>
83			<input type="checkbox"/>
84			<input type="checkbox"/>
85			<input type="checkbox"/>
86			<input type="checkbox"/>
87			<input type="checkbox"/>
88			<input type="checkbox"/>
89			<input type="checkbox"/>
90			<input type="checkbox"/>
91			<input type="checkbox"/>
92			<input type="checkbox"/>
93			<input type="checkbox"/>
94			<input type="checkbox"/>
95			<input type="checkbox"/>
96			<input type="checkbox"/>
97			<input type="checkbox"/>

Emerald Pooled Funds

98	<i>Emerald</i> Canadian Short Term Investment Fund (“Canadian Short Term”)	<input type="checkbox"/>	
99	<i>Emerald</i> Canadian Bond Index Fund (“Canadian Bond”)	<input type="checkbox"/>	
100	<i>Emerald</i> Canadian Equity Index Fund (“Canadian Equity”)	<input type="checkbox"/>	
101	<i>Emerald</i> Balanced Fund (“Balanced”)	<input type="checkbox"/>	
102	<i>Emerald</i> International Equity Index Fund (“International Equity”)		<input type="checkbox"/>
103	<i>Emerald</i> U.S. Market Index Fund (“U.S. Market”)	<input type="checkbox"/>	
104	<i>Emerald</i> Global Government Bond Index Fund (“Global Government Bond”)	<input type="checkbox"/>	

TD Private Funds

105	TD Private Canadian Bond Income Fund	<input type="checkbox"/>	
106	TD Private Canadian Bond Return Fund	<input type="checkbox"/>	
107	TD Private Canadian Dividend Fund	<input type="checkbox"/>	
108	TD Private Canadian Equity Growth Fund	<input type="checkbox"/>	
109	TD Private Canadian Strategic Opportunities Fund	<input type="checkbox"/>	
110	TD Private Corporate Bond Fund	<input type="checkbox"/>	
111	TD Private Global Strategic Opportunities Fund	<input type="checkbox"/>	
112	TD Private Income Trust Fund (was Private U.S. Equity Income)	<input type="checkbox"/>	
113	TD Private International Bond Fund	<input type="checkbox"/>	
114	TD Private International Equity Fund	<input type="checkbox"/>	
115	TD Private North American Equity Growth Fund	<input type="checkbox"/>	
116	TD Private North American Equity Income Fund	<input type="checkbox"/>	

Decisions, Orders and Rulings

	<u>KPMG</u>	<u>DELOITTE</u>	<u>PwC</u>
117 TD Private RSP International Bond Fund		<input type="checkbox"/>	
118 TD Private RSP International Equity Fund		<input type="checkbox"/>	
119 TD Private RSP U.S. Equity Fund		<input type="checkbox"/>	
120 TD Private Small/Mid-Cap Equity Fund		<input type="checkbox"/>	
121 TD Private U.S. Equity Growth Fund		<input type="checkbox"/>	

2.1.3 High River Acquisition Corp. - s. 83

Headnote

Mutual Reliance Review System for Exemptive Relief Applications – issuer deemed to have ceased to be a reporting issuer.

Ontario Statutes

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

October 27, 2005

High River Acquisition Corp.

155 University Avenue
Suite 1700
Toronto, Ontario M5H 3B7

**Re : High River Acquisition Corp.
Application to Cease to be a Reporting Issuer
under the securities legislation of Alberta,
Ontario and Québec (the "Jurisdictions")
Our file: 120044-003**

High River Acquisition Corp. (the "Applicant") has applied to the local securities authority or regulator (the "Decision Makers") in the Jurisdictions for a decision under the securities legislation (the "Legislation") to be deemed to have ceased to be a reporting issuer in the Jurisdictions.

As the Applicant has represented to the Decision Makers that:

- The outstanding securities of the Applicant, including debt securities, are beneficially owned, directly or indirectly, by less than 15 security holders in each of the jurisdictions in Canada and less than 51 security holders in total in Canada;
- No securities of the Applicant are traded on a market place as defined in National Instrument 21-101 Marketplace Operation;
- The Applicant is applying for relief to cease to be a reporting issuer in all of the jurisdictions in Canada in which it is currently a reporting issuer; and
- The Applicant is not in default of any of its obligations under the legislation as a reporting issuer.

Each of the Decision Makers is satisfied that the test contained in the Legislation that provides the Decision Maker with the jurisdiction to make the decision has been met and orders that the Applicant is deemed to have ceased to be a reporting issuer.

"Charlie MacCready"
Assistant Manager, Corporate Finance
Ontario Securities Commission

2.1.4 MultiPartners Balanced Growth RSP Portfolio et al. - MRRS Decision

Headnote

Mutual Reliance Review System for Exemptive Relief Application – Extension of distribution beyond lapse date for certain funds until the effective date of the mergers of the funds.

Applicable Statutory Provisions

Securities Act, R.S.O 1990, c. S.5, as am., s. 147.

October 13, 2005

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

AND

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

AND

**IN THE MATTER OF
MULTIPARTNERS BALANCED
GROWTH RSP PORTFOLIO,
MULTIPARTNERS BALANCED RSP PORTFOLIO,
MULTIPARTNERS GLOBAL BALANCED PORTFOLIO,
MULTIPARTNERS HIGH GROWTH PORTFOLIO,
MULTIPARTNERS BALANCED GROWTH PORTFOLIO
AND MULTIPARTNERS HIGH GROWTH
RSP PORTFOLIO (COLLECTIVELY, THE FUNDS)**

MRRS DECISION DOCUMENT

Background

The local securities regulatory authority or regulator (the Decision Maker) in each of the Jurisdictions has received an application from Goodman & Company, Investment Counsel Ltd. (Goodman & Company or the Filer), the manager of the Funds, for a decision under the securities legislation of the Jurisdictions (the Legislation) for

- an exemption that the time limits pertaining to the distribution of securities under the simplified prospectus and annual information form dated October 14, 2004 of the Funds, as amended from time to time, (collectively, the Prospectus) be extended to permit the continued distribution of securities of the Funds until November 28, 2005 (the Requested Relief).

Decisions, Orders and Rulings

Under the Mutual Reliance Review System for Exemptive Relief Applications

- (a) the Ontario Securities Commission is the principal regulator for this application, and
- (b) this MRRS decision document evidences the decision of each Decision Maker.

Interpretation

Defined terms contained in National Instrument 14-101 *Definitions* have the same meaning in this decision unless they are defined in this decision.

Representations

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

1. Each Fund currently distributes its securities in each of the Jurisdictions pursuant to the Prospectus that was prepared and filed in accordance with Canadian securities regulatory requirements. The earliest lapse date of the Prospectus under the Legislation is October 14, 2005.
2. Each Fund is a reporting issuer as defined in the Legislation and is not in default of any of the requirements of such Legislation.
3. There have been no material changes in the affairs of any Fund since the filing of the Prospectus, other than those for which amendments have been filed. Accordingly, the Prospectus represents current information regarding each Fund and will not be prejudicial to the public interest.
4. On a date to be determined (which date is scheduled to be on or before November 28, 2005), Goodman & Company intends to merge MultiPartners Global Balanced Portfolio, MultiPartners High Growth Portfolio and MultiPartners Balanced Growth Portfolio into other mutual funds managed by Goodman & Company in order to rationalize the line-up of funds managed by Goodman & Company and thereby eliminate duplicative funds and reduce carrying costs. Such mergers are hereinafter referred to as the "Mergers". Goodman & Company has issued a press release and filed a material change report and amendments to the Prospectus announcing the proposed Mergers, as contemplated by sections 5.6(1)(g) and 5.10 of National Instrument 81-102 ("NI 81-102") of the CSA.
5. The Mergers will be effected in accordance with the requirements of NI 81-102 including, without limitation, obtaining the approval of securityholders of the Funds as contemplated by section 5.1(f) of NI 81-102 and the approval of the

Decision Makers to the extent not already provided by section 5.6(1) of NI 81-102.

6. Goodman & Company intends to renew the simplified prospectus for MultiPartners Balanced Growth RSP Portfolio, MultiPartners Balanced RSP Portfolio and MultiPartners High Growth RSP Portfolio, which Funds are not involved in the Mergers, on or before November 28, 2005.

Decision

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 Requested Relief is granted.

"Suresh Thakrar"
Commissioner
Ontario Securities Commission

"Paul Bates"
Commissioner
Ontario Securities Commission

2.1.5 Goodman & Company, Investment Counsel Ltd. and Cartier MultiPartners Portfolios - s. 6.1 of OSC Rule 13-502

Headnote

Application pursuant to s.6.1 of OSC Rule 13-502 Fees - exemption from requirement to pay activity fee of \$5,500 in connection with an application brought under s.147 of the Act because the application is in substance an application for a lapse date extension under s.62(5) of Act to which an activity fee of only \$1,500 should apply.

Statutes Cited

Securities Act, R.S.O. 1990, c. S.5 as am., ss. 62(5), 147.

Rules Cited

Ontario Securities Commission Rule 13-502 Fees, Appendix C, Items F(1) and F(3).

October 20, 2005

McCarthy Tétrault LLP

Box 48, Suite 4700
Toronto Dominion Bank Tower
Toronto, Ontario
M5K 1E6

Attention: Katherine Gurney

Dear Sirs/Mesdames:

Re: Goodman & Company, Investment Counsel Ltd. And Cartier MultiPartners Portfolios Application under s. 6.1 of OSC Rule 13-502– Fees (“Rule 13-502”) App. No. 643/05

By letter dated September 14, 2005 (the “Application”), you applied on behalf of Goodman & Company, Investment Counsel Ltd. (“Goodman & Company”), the manager and trustee of the MultiPartners Balanced Growth RSP Portfolio, MultiPartners Balanced RSP Portfolio, MultiPartners Global Balanced Portfolio, MultiPartners High Growth Portfolio, MultiPartners Balanced Growth Portfolio and MultiPartners High Growth RSP Portfolio (collectively, the “Funds”), to the Canadian securities regulatory authorities under section 147 of the *Securities Act* (Ontario) (the “Act”) and its equivalent provision in the securities legislation in each of the other provinces and territories of Canada for an extension of the time limits pertaining to the distribution of units under the simplified prospectus and annual information form of the Funds dated October 14, 2004, as amended from time to time (together, the “Prospectus”).

By letter dated September 14, 2005 (the “Fee Application”), you additionally applied to the Director on behalf of Goodman & Company for the following:

- (i) an exemption, pursuant to subsection 6.1 of Rule 13-502 from the requirement to pay an activity fee of \$5,500 in connection with the Application in accordance with item F(1) of Appendix C of Rule 13-502, on the condition that fees be paid on the basis that the Application be treated as an application for other regulatory relief under item F(3) of Appendix C of Rule 13-502; and
- (ii) an exemption from the requirement to pay an activity fee of \$1,500 in connection with the Fee Exemption application.

From our review of the Application, the Fee Application, and other information communicated to staff, we understand the relevant facts and representations to be as follows:

1. Each Fund is a reporting issuer in each of the provinces and territories of Canada (the “Jurisdictions”) and is not in default of any filing requirements under the securities legislation of any of the Jurisdictions.
2. The units of the Funds (the “Units”) are qualified for distribution in each of the Jurisdictions by means of the Prospectus that was prepared and filed in accordance with Canadian securities regulatory requirements.
3. The lapse date of the Prospectus was October 14, 2005, however, the MultiPartners Global Balanced Portfolio, MultiPartners High Growth Portfolio and MultiPartners Balanced Growth Portfolio are expected to be merged into other mutual funds managed by Goodman & Company (the “Mergers”) on a date to be determined (which date is scheduled to be on or before November 28, 2005).
4. Goodman & Company intends to renew the simplified prospectus for MultiPartners Balanced Growth RSP Portfolio, MultiPartners Balanced RSP Portfolio and MultiPartners High Growth RSP Portfolio, which Funds are not involved in the Mergers, on or before November 28, 2005.
5. In the Application, Goodman & Company requested under section 147 of the Act for an extension of the time limits pertaining to the distribution of Units under the Prospectus. Item F(1) of Appendix C of Rule 13-502 specifies that applications under section 147 of the Act pay an activity fee of \$5,500.
6. If Goodman & Company were renewing the Prospectus, rather than merging the MultiPartners Global Balanced Portfolio, MultiPartners High Growth Portfolio and MultiPartners Balanced Growth Portfolio, it could have sought an extension of the lapse date applicable to the Prospectus pursuant to subsection 62(5) of the Act. The activity fee for such an application would

be \$1,500 in accordance with item F(3) of Appendix C of Rule 13-502.

Decision

This letter confirms that, based on the information provided in the Application, the Fee Application, and the facts and representations above, and for the purposes described in the Fee Application, the Director hereby exempts Goodman & Company and the Funds from:

- (a) paying an activity fee of \$5,500 in connection with the Application, provided that the Funds pay an activity fee on the basis that the Application be treated as an application for other regulatory relief under item F(3) of Appendix C to Rule 13-502; and
- (b) paying an activity fee of \$1,500 in connection with the Fee Application under item F(3) of Appendix C to Rule 13-502.

Yours truly,

“Leslie Byberg”
Leslie Byberg
Manager, Investment Funds Branch

2.1.6 BNP Paribas Peregrine Securities Limited - s. 6 of MI 31-1-2 National Registration Database and s. 6.1 of OSC Rule 13-502 Fees

Headnote

Applicant seeking registration status as a international dealer exempted from the electronic funds transfer requirement pursuant to subsection 6.1(1) of Multilateral Instrument 31-102 National Registration Database and activity fee contemplated under section 4.1 of Ontario Securities Commission Rule 13-502 Fees waived in respect of this discretionary relief, subject to certain conditions.

Rules Cited

Multilateral Instrument 31-102 National Registration Database (2003) 26 O.S.C.B. 926, s. 6.1.
Ontario Securities Commission Rule 13-502 Fees (2003) 26 O.S.C.B. 867, ss. 4.1 and 6.1.

October 26, 2005.

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

AND

**IN THE MATTER OF
BNP PARIBAS PEREGRINE SECURITIES LIMITED**

**DECISION
(Subsection 6.1(1) of Multilateral Instrument
31-102 *National Registration Database* and
section 6.1 of Rule 13-502 Fees)**

UPON the Director having received the application of BNP Paribas Peregrine Securities Limited (the **Applicant**) for an order pursuant to subsection 6.1(1) of Multilateral Instrument 31-102 *National Registration Database (MI 31-102)* granting the Applicant relief from the electronic funds transfer requirement contemplated under MI 31-102 and for relief from the activity fee requirement contemplated under section 4.1 of Ontario Securities Commission Rule 13-502 Fees (**Rule 13-502**) in respect of this discretionary relief;

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

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

1. The Applicant was incorporated under the laws of Hong Kong and is regulated by the Securities and Futures Commission of Hong Kong as a dealer and an advisor. The Applicant is not a reporting issuer in any province or territory in Canada. The Applicant is seeking registration under the Act as

an international dealer. The head office of the Applicant is in Hong Kong.

2. MI 31-102 requires that all registrants in Canada enrol with CDS INC. (**CDS**) and use the national registration database (**NRD**) to complete certain registration filings. As part of the enrolment process, registrants are required to open an account with a member of the Canadian Payments Association from which fees may be paid with respect to NRD by electronic pre-authorized debit (**electronic funds transfer** or, the **EFT Requirement**).
3. The Applicant has encountered difficulties in setting up a Canadian based bank account for purposes of fulfilling the EFT Requirement.
4. The Applicant confirms that it is not registered in another category to which the EFT Requirement applies and that Ontario is the only jurisdiction in which it has applied for registration.
5. Staff of the Canadian Securities Administrators has indicated that, with respect to applications from international dealers and international advisers (or applicants in equivalent categories of registration) for relief from the EFT Requirement, it is prepared to recommend waiving the fee normally required to accompany applications for discretionary relief (the **Application Fee**).
6. For Ontario registrants, the requirement for payment of the Application Fee is set out in section 4.1 of Rule 13-502.

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

IT IS THE DECISION of the Director, pursuant to subsection 6.1(1) of MI 31-102 that the Applicant is granted relief from the EFT Requirement for so long as the Applicant:

- A. makes acceptable alternative arrangements with CDS for the payment of NRD fees;
- B. pays its participation fee under the Act to the Commission by cheque, draft, money order or other acceptable means at the time of filing its application for annual renewal, which shall be no later than the first day of December in each year;
- C. pays any applicable activity fees, or other fees that the Act requires it to pay to the Commission, by cheque, draft, money order or other acceptable means at the appropriate time; and

- D. is not registered in any jurisdiction in another category to which the EFT Requirement applies;

PROVIDED THAT the Applicant submits a similar application in any other Canadian jurisdiction where it becomes registered as an international dealer or international adviser or in an equivalent registration category;

AND IT IS THE FURTHER DECISION of the Director, pursuant to section 6.1 of Rule 13-502, that the Application Fee will be waived in respect of the application for this Decision.

"David M. Gilkes"

2.1.7 Brompton Property Group Inc. - s. 83

Headnote

Mutual Reliance Review System for Exemptive Relief Applications – issuer deemed to have ceased to be a reporting issuer.

Ontario Statutes

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

Citation: Brompton Property Group Inc., 2005 ABASC 828

October 25, 2005

File No.: B20788

Osler, Hoskin & Harcourt LLP

2500, 450 - 1 Street SW

Calgary, AB T2P 5H1

Attention: Mr. Ruban Gnanakumar

Dear Sir:

Re: Brompton Property Group Inc. (the “Applicant”) - Application to Cease to be a Reporting Issuer under the securities legislation of Alberta, Ontario and New Brunswick (the “Jurisdictions”)

The Applicant has applied to the local securities regulatory authority or regulator (the “Decision Maker”) in each of the Jurisdictions for a decision under the securities legislation (the “Legislation”) of the Jurisdictions to be deemed to have ceased to be a reporting issuer in the Jurisdictions.

As the Applicant has represented to the Decision Makers that:

1. the outstanding securities of the Applicant, including debt securities, are beneficially owned, directly or indirectly, by less than 15 security holders in each of the jurisdictions in Canada and less than 51 security holders in total in Canada;
2. no securities of the Applicant are traded on a marketplace as defined in National Instrument 21-101 *Marketplace Operation*;
3. the Applicant is applying for relief to cease to be a reporting issuer in all of the jurisdictions in Canada in which it is currently a reporting issuer; and
4. the Applicant is not in default of any of its obligations under the Legislation as a reporting issuer,

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

met and orders that the Applicant is deemed to have ceased to be a reporting issuer in the Jurisdictions.

Relief requested granted on the 25th day of October, 2005.

“Blaine Young”

Director, Legal Services & Policy Development

Alberta Securities Commission

2.1.8 BMO Nesbitt Burns Inc. and BMO Nesbitt Burns Ltee/Ltd. - MRRS Decision

Headnote

Mutual Reliance Review System for Exemptive Relief Applications – Decision pursuant to section 3.1 of Rule 31-501 – Registrant Relationships (the Rule) exempting salespersons, directors and officers of the applicants, which are affiliated companies, from certain of the dual registration restrictions set out in the Rule.

Determination made pursuant to subsection 127(2)(h) of the Regulations under the Securities Act (Ontario) (the Regulation) that salespersons of the applicants are carrying on activities which will not in the circumstances interfere with their duties and responsibilities as salespersons and there are no conflicts of interest arising from the individuals' duties as salespersons and their outside activities so as to permit the registration of such salespersons despite the fact that they are not employed full-time for either applicant as required by subsection 127(1) of the Regulation.

Statutes Cited

Ontario Regulation 1015, R.R.O. 1990, as am., ss. 127(1), 7(2)(h).

Rules Cited

Ontario Securities Commission Rule 31-501 – Registrant Relationships, ss. 1(1), 1.

October 21, 2005

**IN THE MATTER OF
THE SECURITIES LEGISLATION
OF ALBERTA, ONTARIO AND QUEBEC (the
Jurisdictions)**

AND

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

AND

**IN THE MATTER OF
BMO NESBITT BURNS INC. AND
BMO NESBITT BURNS LTEE/LTD. (the Filers)**

MRRS DECISION DOCUMENT

Background

The local securities regulatory authority or regulator (the Decision Maker) in each of the Jurisdictions has received an application from the Filers for a decision under the securities legislation of the Jurisdictions (the Legislation) that a determination be made under the Legislation in each Jurisdiction (the Regulations) that individuals who are salespersons for both Filers are carrying on activities which

will not in the circumstances interfere with their duties and responsibilities as salespersons and there are no conflicts of interest arising from the individuals' duties as salespersons and their outside activities so as to permit the registration of such salespersons despite the fact that they are not employed full-time for either Filer (the Full-Time Salesperson Determination).

The Ontario Securities Commission (the OSC) has received an application from the Filers for a decision under the Legislation in the Province of Ontario for an exemption from the provisions of Ontario Securities Commission Rule 31-501 – *Registrant Relationships* (the Rule) which would otherwise prohibit individuals who are salespersons, officers and/or directors of one of the Filers from also being salespersons, officers and/or directors of the other Filer (the Dual Registration Relief).

Under the Mutual Reliance Review System for Exemptive Relief Applications:

- (a) the OSC is the principal regulator for this application, and
- (b) the MRRS decision document evidences the decision of each Decision Maker.

Interpretation

Defined terms contained in National Instrument 14-101 – *Definitions* have the same meaning in this decision unless they are defined in this decision.

Representations

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

- 1. Each of the Filers is an indirectly wholly-owned subsidiary of Bank of Montreal (BMO), a Schedule I Canadian chartered bank. Further, BMO Nesbitt Burns Ltee/Ltd. (BMO NB Ltee) is a wholly-owned subsidiary of BMO Nesbitt Burns Inc. (BMO NB Inc.).
- 2. Each of the Filers is a Member Firm of the Investment Dealers Association of Canada (the IDA). In addition, BMO NB Inc. is (i) registered as a dealer under the Act in the categories of investment dealer and futures commission merchant, (ii) a Participating Organization of the Toronto Stock Exchange, (iii) a Member Firm of the TSX Venture Exchange, (iv) a Participant of the Winnipeg Commodity Exchange, and (v) an Approved Participant of the Montreal Exchange.
- 3. For various business and other reasons, BMO has historically caused, and continues to require, the securities brokerage businesses of its subsidiaries to be carried out through two registrants whereby, in the Province of Québec, retail brokerage business is carried out through one registrant while institutional brokerage business is carried

- out through both registrants. Currently, this is reflected through the respective businesses of BMO as follows:
- (a) institutional brokerage business of BMO is carried out through both Filers;
 - (b) retail brokerage business in all provinces other than Quebec is carried out through BMO NB Inc.; and
 - (c) retail brokerage business in the Province of Quebec is carried out through BMO NB Ltee.
4. For purposes of discharging their obligations under applicable securities legislation, stock exchange requirements and IDA requirements, the Filers are considered in all material respects as a combined entity, including:
- (a) for reporting purposes and regulatory capital adequacy purposes, the Filers prepare a single monthly financial report in which their net capital is computed on a joint basis;
 - (b) a single statement of policies governs each of the Filers; and
 - (c) in compliance with IDA requirements, the respective obligations of the Filers are cross-guaranteed.
5. Each of the Filers carries on business under the name "BMO Nesbitt Burns" and it is on this basis that clients deal with each of the Filers.
6. A fully harmonized compliance organization has been established for the Filers.
7. BMO's compliance structure has been in place for a significant period and, accordingly, the persons responsible for compliance for the Filers are particularly sensitive to, and well structured to effectively monitor and address, the respective compliance obligations of the Filers relating to institutional client trading on the one hand and retail client trading on the other hand. In addition, the persons responsible for overseeing compliance in respect of client trading are already required, in certain provinces, including Ontario, to monitor the conduct of both institutional client trading and retail client trading.
8. The Filers have determined that certain of their salespersons could, as a practical matter, successfully establish accounts for both retail and institutional clients and have requested the right to do so.
9. With the current BMO structure, in the Province of Quebec, such individuals could only do so through being a registered salesperson with both BMO NB Inc. (through which institutional brokerage business is carried out) and BMO NB Ltee (through which both institutional and retail brokerage business is carried out).
10. The Regulations provide that no individual may be registered as a salesperson unless he or she is employed full-time as a salesperson (emphasis added). Although not explicit, it may well be implicit that the Regulations are intended to require such full-time employment with one registrant.
11. The Regulations permit the Decision Makers to make a determination that individuals who are salespersons for both Filers are carrying on activities which will not in the circumstances interfere with their duties and responsibilities as salespersons and there are no conflicts of interest arising from the individuals' duties as salespersons and their outside activities so as to permit the registration of such salespersons despite the fact that they are not employed full-time for either Filer.
12. Section 1.1(1) of the Rule provides that no person registered as a salesperson of a registrant may act or be registered as a director, partner or officer of the registrant or as a salesperson, officer, partner or director of another registrant.
13. Section 3.1 of the Rule provides that the Director under the Legislation in the Province of Ontario (the Director) may grant an exemption from the Rule, in whole or in part, subject to such conditions or restrictions as may be imposed in the exemption.
14. Section 1.1 of the Companion Policy to the Rule (the Companion Policy) provides that the Director will consider granting an exemption from Section 1.1 of the Rule to salespersons, officers or directors registered in the United States and employed by a United States registered broker-dealer to trade through an Ontario registered broker or investment dealer that is affiliated with the United States broker-dealer.
15. Section 1.2 of the Companion Policy provides that the Director will not provide an exemption from the "Related Registrant" restrictions under Section 2.1 of the Rule unless the Director is satisfied that the relationship is supported by valid business reasons and that the applicant or registrant has adopted or proposes to adopt policies and procedures to minimize the potential for conflict of interest.
16. The by-laws of the IDA permit dual employment of registered representatives (being salespersons for the purposes of the Regulations and the Rule) and trading officers of affiliated registrants, provided

that any potential conflicts of interest are addressed and such affiliates have cross-guaranteed their obligations.

Decision

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:

- (a) the Decision Makers, under the Legislation, is that the Full-Time Sales-person Determination is granted; and
- (b) the OSC, under the Legislation in the Province of Ontario, is that the Dual Registration Relief is granted,

provided that (i) the circumstances described in paragraphs 3, 4, 5 and 6 above remain in place, and (ii) the Filers comply with all requirements of the IDA from time to time for permitting such dual registration.

“David M. Gilkes”
Manager, Registrant Regulation
Ontario Securities Commission

2.1.9 Uramin Inc. - MRRS Decision

Headnote

Mutual Reliance Review System for Exemptive Relief Applications - Filer granted exemption from the requirement to file current technical reports for mineral projects to support disclosure contained in and in connection with an offering memorandum prepared by the Filer for a private placement – Relief subject to conditions that offering is de minimis, offering memorandum provided only to “accredited investors”, offering memorandum to contain cautionary statement and disclosure in offering memorandum of historical estimates is made in accordance with amended National Instrument 43-101 - Standards of Disclosure for Mineral Projects.

Applicable Rules

National Instrument 43-101 – Standards of Disclosure for Mineral Projects.

November 1, 2005

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

AND

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

AND

**IN THE MATTER OF
URAMIN INC.
(THE FILER)**

MRRS DECISION DOCUMENT

Background

The local securities regulatory authority or regulator (the Decision Maker) in each of the Jurisdictions has received an application from the Filer for a decision under the securities legislation of the Jurisdictions (the Legislation) for an exemption from the requirement, as set forth in the Legislation, to file current technical reports for mineral projects to support disclosure contained in and in connection with the Canadian Offering Memorandum (as defined below) prepared by the Filer for the Canadian Offering (as defined below) (the Requested Relief).

Under the Mutual Reliance Review System for Exemptive Relief Applications

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

- (b) this MRRS decision document evidences the decision of each Decision Maker.

Interpretation

Defined terms contained in National Instrument 14-101 *Definitions* have the same meaning in this decision unless they are defined in this decision.

Representations

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

1. The Filer is a company incorporated pursuant to the laws of the British Virgin Islands (BVI), with its head office in Tortola, BVI and its executive offices in London, England and Sandton, South Africa.
2. The Filer is engaged in the exploration for uranium primarily in Africa, but is also pursuing the acquisition of exploration properties in a number of jurisdictions, including Canada.
3. The Filer is not a reporting issuer or its equivalent in any of the Jurisdictions or any other province or territory of Canada nor are any of its securities listed or posted for trading on any stock exchange in Canada. The Filer has no present intention of becoming a reporting issuer or its equivalent in any of the provinces or territories of Canada or becoming listed on an exchange in Canada, although it may do so in the future.
4. The Filer intends to prepare and submit an application to list its common shares on the AIM market in London, England.
5. The Filer is currently a private company under the applicable BVI legislation and is currently not a public company in any other jurisdiction, although it does not fall within the definition of private company as defined in the Securities Act (Ontario), R.S.O. 1990, c. S.5, as it has greater than 50 shareholders but less than 100, all of whom are accredited investors as defined in the Legislation. The Filer currently has 15 shareholders who are residents of Canada.
6. The authorized share capital of the Filer consists of 250,000,000 common shares of which 118,144,959 are issued and outstanding as of the date hereof.
7. The Filer intends to effect a private placement offering of its common shares in England, Europe, the United States and Canada for proceeds of between US\$50 million and US\$300 million (the Offering). The Canadian portion of the Offering is unknown at this time but the private placement agent proposes to contact a total of approximately 18 investors in Canada, all of whom will be

accredited investors as defined in the Legislation, of which approximately 10 will be resident in Ontario, approximately 3 will be resident in British Columbia, and approximately 5 will be resident in Québec (the Canadian Offering).

8. A portion of the proceeds from the Offering will be used for the acquisition of additional uranium properties and/or companies, the preparation of technical reports that comply with the provisions of National Instrument 43-101 – Standards of Disclosure for Mineral Projects (NI 43-101) in respect of all of the Filer's material properties, the carrying out of geological, metallurgical, and engineering studies, and for general corporate and administrative purposes.
9. The Filer may provide prospective investors in the Jurisdictions with an offering memorandum (the Canadian Offering Memorandum) in connection with the Canadian Offering but it is not required to do so under the Legislation.
10. The Filer will only deliver the Canadian Offering Memorandum to accredited investors as defined in the Legislation. The Filer will only accept subscriptions to the Canadian Offering from accredited investors in the Jurisdictions.
11. The material property of the Filer has historical mineral resources only and a significant portion of the proceeds of the Offering will be used to confirm these resources and bring them to NI 43-101 standards. The scientific and technical disclosure contained in the Canadian Offering Memorandum will consist solely of disclosure of historical estimates in accordance with the requirements of NI 43-101.
12. Disclosure contained in the Canadian Offering Memorandum regarding a historical estimate will be accompanied by the following statements (the Historical Estimate Statements):
 - (i) a qualified person has not done sufficient work to classify the historical estimate as current mineral resources or mineral reserves;
 - (ii) the issuer is not treating the historical estimate as current mineral resources or mineral reserves as defined in sections 1.2 and 1.3 of the amended National Instrument 43-101 – Standards of Disclosure for Mineral Projects that will come into effect on December 30, 2005; and
 - (iii) the historical estimate should not be relied upon.
13. The Canadian Offering Memorandum and subscription agreements used in connection with

the Canadian Offering will contain the following cautionary statement (the Cautionary Statement):

“No technical report, as defined under National Instrument 43-101 – Standards of Disclosure for Mineral Projects, will be provided in connection with this offering or filed with any of the Canadian securities regulatory authorities.”

14. As of September 7, 2005, shareholders of record who had addresses in Canada held less than 2.53% of the common shares of the Filer. Upon completion of the Canadian Offering, less than 5% of the common shares of the Filer will be held by shareholders of record who have addresses in Canada.
15. To date, the Filer is in compliance with the requirements of NI 43-101.

Decision

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 Requested Relief is granted provided that:

- (a) the Canadian Offering Memorandum is delivered solely to accredited investors as defined in the Legislation;
- (b) less than 5% of the common shares of the Filer will be held by residents of Canada after the completion of the Offering; and
- (c) the Canadian Offering Memorandum will contain:
 - i) a reference to this Decision;
 - ii) the Historical Estimate Statements; and
 - iii) the Cautionary Statement.

“Iva Vranic”
Manager, Corporate Finance
Ontario Securities Commission

2.1.10 Brompton Split Banc Corp. - MRRS Decision

Headnote

Mutual Reliance Review System for Exemptive Relief Applications –subdivided offering exempted from certain requirements of National Instrument 81-102 Mutual Funds since issuer is fundamentally different from a conventional mutual fund.

Rules Cited:

National Instrument 81-102 Mutual Funds, ss. 19.1, 2.1(1), 2.6(a), 3.3, 10.3, 10.4(1), 12.1(1), 14.1.

October 28, 2005

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

AND

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

AND

**IN THE MATTER OF
BROMPTON SPLIT BANC CORP. (the Filer)**

MRRS DECISION DOCUMENT

Background

The local securities regulatory authority or regulator (the Decision Maker) in each of the Jurisdictions has received an application (the Application) from the Filer dated October 3, 2005 for a decision under section 19.1 of National Instrument 81-102 – *Mutual Funds* (the Legislation) for exemptive relief from sections 2.1(1), 2.6(a), 3.3, 10.3, 10.4(1), 12.1(1) and 14.1 of the Legislation.

Under the Mutual Reliance Review System for Exemptive Relief Applications:

- (a) the Ontario Securities Commission is the principal regulator for this application, and
- (b) this MRRS decision document evidences the decision of each Decision Maker.

Interpretation

Defined terms contained in National Instrument 14-101 *Definitions* have the same meaning in this decision unless they are defined in this decision.

Representations

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

The Filer

1. The Filer is a mutual fund corporation established under the laws of Ontario.
2. Brompton SBC Management Limited (the "Manager") is the promoter and manager of the Filer and will perform administrative services on behalf of the Filer.

The Offering

3. The Filer will be issuing preferred shares (the "Preferred Shares") and class A shares (the "Class A Shares") (together referred to as the "Shares").
4. The offering of Shares by the Filer is a one-time offering and the Filer will not continuously distribute Shares.
5. The Filer's investment objectives are: (i) to provide holders of Preferred Shares with fixed cumulative preferential quarterly cash distributions in the amount of \$0.13125 per Preferred Share representing a yield on the issue price of the Preferred Shares of 5.25% per annum; (ii) to provide holders of Class A Shares with regular monthly cash distributions targeted to be \$0.10 per Class A Share representing a yield on the issue price of the Class A Shares of 8.00% per annum; (iii) to return the original issue price to holders of Preferred Shares at the time of redemption of such shares on November 30, 2012; and (iv) to provide holders of Class A Shares with the opportunity for growth in net asset value per Class A Share.
6. The net proceeds from the offering will be invested in an equally weighted portfolio consisting of common shares of the six largest Canadian banks (the "Portfolio").
7. The Filer will, from time to time, selectively write covered call options in respect of all or part of the securities in its Portfolio.
8. It is proposed that the initial costs of formation and organization of the Filer, including the preparation and filing of the Preliminary Prospectus and final Prospectus, be borne by the Filer rather than the promoter or manager of the Filer.
9. A preliminary prospectus of the Filer dated September 22, 2005 (the "Preliminary Prospectus") has been filed with the securities regulatory authorities in each of the Provinces and Territories of Canada.

10. The Filer intends to establish a credit facility which may be used by the Filer for working capital purposes. The Filer expects that the maximum amount it borrows thereunder will be limited to 5% of NAV. The Filer may pledge Portfolio shares as collateral for amounts borrowed thereunder.

The Shares

11. The Shares are expected to be listed and posted for trading on the Toronto Stock Exchange (the "TSX").
12. The Shares will be retractable at the option of the holder on a monthly and annual basis at a price computed by reference to the value of a proportionate interest in the net assets of the Filer. As a result, the Filer will be a "mutual fund" under applicable securities legislation.
13. The description of the retraction process in the Preliminary Prospectus contemplates that the retraction price for the Shares will be determined as of the valuation date, being the second last business day of the month (the "Retraction Date"). As requests for retractions may be made at any time during the month and are subject to a cut-off date (ten business days prior to the Retraction Date), and as the net asset value is calculated weekly, retractions may not be implemented at a price equal to the net asset value next determined after receipt of the retraction request.
14. The retraction procedures described in the Preliminary Prospectus provide that shareholders will receive payment within ten business days of the month following the Retraction Date.
15. The Preferred Shares have been provisionally rated Pfd-2 by Dominion Bond Rating Service Limited in accordance with the rating criteria applicable to conventional preferred shares issued by a non-mutual fund issuer.
16. The Filer will make quarterly distributions to holders of the Preferred Shares and monthly distributions to holders of the Class A Shares. The record date for shareholders entitled to receive such distributions will be determined in accordance with the requirements of the TSX.

Decision

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 relief is granted from the following requirements of the Legislation:

- (a) subsection 2.1(1) – to enable the Filer to invest all of its net assets in the Portfolio;
- (b) clause 2.6(a) – to enable the Filer to obtain a credit facility for working capital purposes and provide a security interest over its assets, as stated in paragraph 10 above, so long as the outstanding amount of any such borrowings of the Filer does not exceed 5% of the net assets of the Filer taken at market value at the time of the borrowing;
- (c) section 3.3 – to permit the Filer to bear the expenses of the offerings as described in paragraph 8 above;
- (d) section 10.3 – to permit the Filer to calculate the retraction price for the Class A Shares and Preferred Shares in the manner described in the Preliminary Prospectus and on the applicable Retraction Date as defined in the Preliminary Prospectus;
- (e) subsection 10.4(1) – to permit the Filer to pay the retraction price for the Class A Shares and the Preferred Shares on the Retraction Payment Date, as defined in the Preliminary Prospectus;
- (f) subsection 12.1(1) – to relieve the Filer from the requirement to file the prescribed compliance reports; and
- (g) section 14.1 – to relieve the Filer from the requirement relating to the record date for the payment of dividends or other distributions, provided that it complies with the applicable requirements of the TSX.

"Leslie Byberg"
Manager, Investment Funds Branch
Ontario Securities Commission

2.1.11 Brompton Split Banc Corp. - MRRS Decision

Headnote

Mutual Reliance Review System for Exemptive Relief Applications – exemption granted to an investment fund from the requirement in National Instrument 81-106 Investment Funds Continuous Disclosure to calculate its net asset value on a daily basis subject to certain conditions and requirements.

Rules Cited:

National Instrument 81-106 Investment Funds Continuous Disclosure, ss. 14.2(3), 17.1.

October 28, 2005

**IN THE MATTER OF
THE SECURITIES LEGISLATION OF
BRITISH COLUMBIA, ALBERTA, SASKATCHEWAN,
MANITOBA, ONTARIO, QUEBEC, NEW BRUNSWICK,
NOVA SCOTIA, NEWFOUNDLAND AND LABRADOR,
NORTHWEST TERRITORIES, YUKON
AND NUNAVUT (The Jurisdictions)**

AND

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

AND

**IN THE MATTER OF
BROMPTON SPLIT BANC CORP. (the Filer)**

MRRS DECISION DOCUMENT

Background

The local securities regulatory authority or regulator (the Decision Maker) in each of the Jurisdictions has received an application (the Application) from the Filer dated October 3, 2005 for a decision under s. 17.1 of National Instrument 81-106 – *Investment Funds Continuous Disclosure* (the Legislation) for an exemption from the requirement to calculate net asset value at least once every business day contained in section 14.2(3)(b) of the Legislation (the Requested Relief).

Under the Mutual Reliance Review System for Exemptive Relief Applications:

- (a) the Ontario Securities Commission is the principal regulator for this application, and
- (b) this MRRS decision document evidences the decision of each Decision Maker.

Interpretation

Defined terms contained in National Instrument 14-101 *Definitions* have the same meaning in this decision unless they are defined in this decision.

Representations

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

The Filer

1. The Filer is a mutual fund corporation established under the laws of Ontario.
2. Brompton SBC Management Limited (the "Manager") is the promoter and manager of the Filer and will perform administrative services on behalf of the Filer.

The Offering

3. The Filer will be issuing preferred shares (the "Preferred Shares") and class A shares (the "Class A Shares") (together referred to as the "Shares").
4. The offering of Shares by the Filer is a one-time offering and the Filer will not continuously distribute Shares.
5. The Filer's investment objectives are: (i) to provide holders of Preferred Shares with fixed cumulative preferential quarterly cash distributions in the amount of \$0.13125 per Preferred Share representing a yield on the issue price of the Preferred Shares of 5.25% per annum; (ii) to provide holders of Class A Shares with regular monthly cash distributions targeted to be \$0.10 per Class A Share representing a yield on the issue price of the Class A Shares of 8.00% per annum; (iii) to return the original issue price to holders of Preferred Shares at the time of redemption of such shares on November 30, 2012; and (iv) to provide holders of Class A Shares with the opportunity for growth in net asset value per Class A Share.
6. The net proceeds from the offering will be invested in an equally weighted portfolio consisting of common shares of the six largest Canadian banks (the "Portfolio").
7. The Filer will, from time to time, selectively write covered call options in respect of all or part of the securities in its Portfolio.
8. A preliminary prospectus of the Filer dated September 22, 2005 (the "Preliminary Prospectus") has been filed with the securities regulatory authorities in each of the Provinces and Territories of Canada.

The Shares

9. The Shares are expected to be listed and posted for trading on the Toronto Stock Exchange (the "TSX").
10. The Shares will be retractable at the option of the holder on a monthly and annual basis at a price computed by reference to the value of a proportionate interest in the net assets of the Filer. As a result, the Filer will be a "mutual fund" under applicable securities legislation.
11. The description of the retraction process in the Preliminary Prospectus contemplates that the retraction price for the Shares will be determined as of the valuation date, being the second last business day of the month (the "Retraction Date").
12. The retraction procedures described in the Preliminary Prospectus provide that shareholders will receive payment within ten business days of the month following the Retraction Date.
13. The net asset value per Unit (a notional unit consisting of one Preferred Share and one Class A Share) will be calculated weekly. The Filer will make available to the financial press for publication on a weekly basis the net asset value per Unit as well as through the Internet at www.bromptongroup.com.

Decision

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 Requested Relief is granted provided that the prospectus discloses:

- (a) that the net asset value calculation is available to the public upon request;
 - (b) a toll-free number or website that the public can access to obtain the net asset value;
- for so long as:
- (c) the Shares are listed on the TSX; and
 - (d) the Filer calculates its net asset value per Unit at least weekly

"Leslie Byberg"
Manager, Investment Funds Branch
Ontario Securities Commission

2.1.12 Core IncomePlus Fund - MRRS Decision

Headnote

Mutual Reliance Review System for Exemptive Relief Applications – closed-end investment trust exempt from prospectus requirements in connection with the sale of units repurchased from existing security holders pursuant to market purchase programs and by way of redemption of units by security holders subject to conditions.

Ontario Statutes Cited

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

Multilateral Instrument Cited

Multilateral Instrument 45-102 Resale of Securities.

October 20, 2005

IN THE MATTER OF
THE SECURITIES LEGISLATION OF
BRITISH COLUMBIA, ALBERTA, SASKATCHEWAN,
ONTARIO, NOVA SCOTIA, NEW BRUNSWICK,
PRINCE EDWARD ISLAND,
NEWFOUNDLAND AND LABRADOR AND YUKON
(the “Jurisdictions”)

AND

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

AND

IN THE MATTER OF
CORE INCOMEPLUS FUND (the “Filer”)

MRRS DECISION DOCUMENT

Background

The local securities regulatory authority or regulator (the “Decision Maker”) in each of the Jurisdictions has received an application from the Filer for a decision (the “Requested Relief”) under the securities legislation of the Jurisdictions (the “Legislation”), that the requirement contained in the Legislation to file and obtain a receipt for a preliminary prospectus and a final prospectus (the “Prospectus Requirements”) shall not apply to the distribution of units of the Filer (the “Units”) which have been repurchased by the Filer pursuant to the mandatory market purchase program, the discretionary market purchase program, or by way of redemption of Units at the request of holders thereof.

Under the Mutual Reliance Review System for Exemptive Relief Applications:

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

(b) this MRRS decision document evidences the decision of each Decision Maker.

Interpretation

Defined terms contained in National Instrument 14-101 *Definitions* have the same meaning in this decision unless they are defined in this decision.

Representations

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

1. The Filer is an unincorporated closed-end investment trust established under the laws of the Province of Ontario by a declaration of trust dated as of June 29, 2005 (the “Declaration of Trust”).
2. The Filer is not considered to be a “mutual fund” as defined in the Legislation because the holders of Units (“Unitholders”) are not entitled to receive on demand an amount computed by reference to the value of a proportionate interest in the whole or in part of the net assets of the Filer as contemplated in the definition of “mutual fund” in the Legislation.
3. The Filer became a reporting issuer or the equivalent thereof in the Jurisdictions on June 30, 2005 upon obtaining a receipt for its final prospectus dated June 29, 2005 (the “Prospectus”). As of the date hereof, the Filer is not in default of any requirements under the Legislation.
4. Each Unit represents an equal, undivided beneficial interest in the net assets of the Filer and is redeemable (as described below) at the option of the holder thereof.
5. Each whole Unit is entitled to one vote at all meetings of Unitholders and is entitled to participate equally with all other Units with respect to any and all distributions made by the Filer.
6. Middlefield CORE INCOMEPLUS Management Limited (the “Manager”), which was incorporated pursuant to the *Business Corporations Act* (Ontario), is the manager and the trustee of the Filer.
7. The Units are listed and posted for trading on the Toronto Stock Exchange (the “TSX”) under the trading symbol “COZ.UN”. As at August 5, 2005, 28,150,000 Units were issued and outstanding.
8. In order to enhance liquidity and to provide market support for the Units, pursuant to the Declaration of Trust and the terms and conditions that attach to the Units, the Filer shall, subject to compliance with any applicable regulatory requirements, be obligated to purchase (the “Mandatory Purchase

Program) any Units offered in the market at the then prevailing market price if, at any time after the closing of the Filer's initial public offering, the price at which Units are then offered for sale is less than 95% of the net asset value of the Filer ("**Net Asset Value**") per Unit, provided that:

- (a) the maximum number of Units that the Filer shall purchase pursuant to the Mandatory Purchase Program in any calendar quarter will be 1.25% of the number of Units outstanding at the beginning of each such period; and
 - (b) the Filer shall not be required to purchase Units pursuant to the Mandatory Purchase Program if:
 - (i) the Manager reasonably believes that the Filer would be required to make an additional distribution in respect of the year to Unitholders of record on December 31 of such year in order that the Filer will generally not be liable to pay income tax after the making of such purchase;
 - (ii) in the opinion of the Manager, the Filer lacks the cash, debt capacity or other resources to make such purchases; or
 - (iii) in the opinion of the Manager, such purchases would adversely affect the ongoing activities of the Filer or the remaining Unitholders.
9. In addition, the Declaration of Trust provides that the Filer, subject to applicable regulatory requirements and limitations, shall have the right, but not the obligation, exercisable in its sole discretion, at any time, to purchase outstanding Units in the market at prevailing market prices (the "**Discretionary Purchase Program**"). Such discretionary purchases may be made through the facilities and under the rules of any exchange or market on which the Units are listed (including the TSX) or as otherwise permitted by applicable securities laws.
10. Pursuant to the Declaration of Trust and subject to the Trust's right to suspend redemptions, Units may be surrendered for redemption (the "**Redemption Program**") and, together with the Mandatory Purchase Program, Discretionary Purchase Program and Additional Redemptions (as defined below), the "**Programs**") by a Unitholder in any month commencing in July, 2005 during the period commencing on the 15th business day prior to the end of the month and

ending on the last business day of such month (a "**Notice Period**") by giving notice thereof to the Trust's registrar and transfer agent. Units surrendered for redemption by a Unitholder by 5:00 p.m. (Toronto time) on the last day of a Notice Period will, subject to an investment dealer finding purchasers for Units properly surrendered for redemption at the direction of the Trust and subject to the Trust's right to suspend redemptions in certain circumstances, be redeemed on the last day of the next following month (a "**Valuation Date**") and the Unitholder will receive payment therefor on or before the 15th business day following such Valuation Date.

- 11. A Unitholder who properly surrenders a Unit for redemption on the Valuation Date of November of any year commencing in 2006 will receive the amount, if any, equal to the "Redemption Price per Unit" (as described in the Prospectus) less any costs of funding the redemption, including commissions. A Unitholder who properly surrenders a Unit for redemption on any Valuation Date other than the Valuation Date in November commencing in 2006 will receive the amount, if any, equal to the lesser of (A) 96% of the weighted average trading price of the Units on the TSX during the 15 trading days preceding the applicable Valuation Date, and (B) the "closing market price" (as described in the Prospectus) of the Units on the principal market on which the Units are quoted for trading on the applicable Valuation Date.
- 12. In addition, the Manager may, at its sole discretion and subject to receipt of any necessary regulatory approvals, allow additional redemptions from time to time of Units ("**Additional Redemptions**"), for an amount equal to the Redemption Price per Unit less any costs of funding the redemption, including commissions; provided that the holder thereof shall be required to use the full amount received on such redemption to purchase treasury securities of a new or existing fund promoted by Middlefield Group then being offered to the public by prospectus.
- 13. Purchases of Units made by the Filer under the Programs are exempt from the issuer bid requirements of the Legislation pursuant to exemptions contained therein.
- 14. The Filer desires to, and the Declaration of Trust provides that the Filer shall have the ability to, sell through one or more securities dealers Units that have been repurchased by the Trust pursuant to the Programs ("**Repurchased Units**"), in lieu of cancelling such Repurchased Units and subject to obtaining all necessary regulatory approvals.
- 15. The Prospectus disclosed that the Filer may repurchase and redeem, as the case may be, Units under the Programs and that, subject to

receiving all necessary regulatory approvals, the Filer may arrange for one or more securities dealers to find purchasers for any Repurchased Units.

"Paul Moore"
Vice Chair
Ontario Securities Commission

16. In order to effect sales of Repurchased Units by the Filer, the Filer intends to sell, in its sole discretion and at its option, any Repurchased Units purchased by it under the Programs primarily through one or more securities dealers and through the facilities of the TSX (or such other exchange on which the Units are then listed).

"Robert L. Shirriff"
Commissioner
Ontario Securities Commission

17. All Repurchased Units will be held by the Filer for a period of 4 months after the repurchase thereof by the Filer (the "**Holding Period**"), prior to the resale thereof.

18. Repurchased Units that the Filer does not resell within 12 months after the Holding Period (or 16 months after the date of repurchase) will be cancelled by the Filer.

19. Prospective Purchasers who subsequently acquire Repurchased Units will have equal access to all of the continuous disclosure documents of the Filer, which will be filed on SEDAR, commencing with the Prospectus.

20. The Legislation provides that a trade by or on behalf of an issuer in previously issued securities of that issuer that have been purchased by that issuer is a distribution subject to the Prospectus Requirements.

Decision

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 Requested Relief is granted provided that:

- (a) the Repurchased Units are sold by the Filer through the facilities of and in accordance with the regulations and policies of the TSX or the market on which the Units are then listed;
- (b) the Filer complies with the insider trading restrictions imposed by securities legislation with respect to the trades of Repurchased Units; and
- (c) the Filer complies with the conditions of paragraphs 1 through 5 of subsection 2.8(2) of Multilateral Instrument 45-102 with respect to the sale of the Repurchased Units

2.2 Orders

2.2.1 Canso Fund Management Ltd. - ss. 111, 113, 117

Headnote

Relief granted from the mutual fund conflict of interest investment prohibitions and management company reporting requirements of the Securities Act (Ontario) to permit pooled funds to invest in other pooled funds.

Statutes Cited:

Securities Act, R.S.O. 1990, c. S.5, as am., ss. 111(2)(b), 111(3), 113, 117(1)(a), 117(1)(d), 117(2).

October 21, 2005

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

AND

IN THE MATTER OF
CANSO FUND MANAGEMENT LTD. ("CANSO")
AND
CANSO NORTH STAR FUND,
CANSO RETIREMENT & SAVINGS FUND,
CANSO CORPORATE SECURITIES FUND,
CANSO CORPORATE VALUE FUND,
CANSO CORPORATE BOND FUND,
THE CANSO FUND, CANSO CATALINA FUND,
CANSO RECONNAISSANCE FUND,
CANSO INFLATION LINKED FUND,
CANSO INCOME FUND, CANSO PRIVATE DEBT FUND,
CANSO DIVIDEND AND INCOME FUND,
CANSO HARRIER FUND,
CANSO PRESERVATION FUND,
CANSO LONG SHORT FUND
AND CANSO HURRICANE FUND
(THE "CANSO FUNDS")

ORDER

Background

The Ontario Securities Commission (the "Decision Maker") has received an application from Canso and the Canso Funds. Canso, as trustee and manager, wishes to engage in certain fund of fund strategies on behalf of the Canso Funds and may wish to engage in similar fund of fund strategies for other pooled funds managed or advised by Canso in the future (collectively, the "Top Funds"). Each Top Fund may from time to time invest in securities of any of the Canso Funds or in any other pooled funds or public mutual funds created and managed by Canso from time to time (collectively, the "Underlying Funds"). Canso is requesting the following relief (the "Requested Relief") in respect of the Top Funds' investments in the Underlying Funds:

- (a) The restriction prohibiting a mutual fund from knowingly making or holding an investment:
 - (i) in a person or company in which the mutual fund, alone or together with one or more related mutual funds, is a substantial securityholder; or
 - (ii) in an issuer in which,
 - (1) any officer or director of the mutual fund, its management company or distribution company or an associate of any of them, or
 - (2) any person or company who is a substantial securityholder of the mutual fund, its management company or its distribution company,

has a significant interest, as set out in the Act; and

- (b) The requirement of a management company to file a report of every transaction of purchase or sale of securities between a mutual fund, if that mutual fund is a reporting issuer, it manages and any related person or company, and any transaction in which, by arrangement other than an arrangement relating to insider trading in portfolio securities, a mutual fund is a joint participant with one or more of its related persons or companies, in respect of each mutual fund to which it provides services or advice, within 30 days after the end of the month in which it occurs, as set out in the Act

(together, (a) and (b) are the "Applicable Restrictions").

Interpretation

Defined terms contained in National Instrument 14-101 *Definitions* have the same meaning in this decision unless they are defined in this decision.

Representations

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

- 1. Canso is a company incorporated under the laws of Ontario.
- 2. Canso is or will be the trustee and manager of the Top Funds and the Underlying Funds.
- 3. The custodian of the Top Funds and the Underlying Funds is CIBC Mellon Global Securities Services Company.

4. Each Top Fund and each Underlying Fund is or will be an open-end mutual fund trust established under the laws of Ontario by declaration of trust.
5. Units of the Top Funds are or will be distributed on a private placement basis pursuant to available prospectus exemptions in some or all of the provinces of Canada.
6. Units of the Underlying Funds are or will be distributed on a private placement basis pursuant to available prospectus exemptions or they will be offered pursuant to a prospectus in some or all of the provinces of Canada.
7. It is proposed that the Top Funds may invest in units of the Underlying Funds.
8. Canso intends to invest a certain portion of the assets of the Top Funds in the Underlying Funds. The percentages invested in each Underlying Fund may fluctuate on a daily basis based on the investment decisions made by Canso in order to meet the investment objectives of each Top Fund.
9. The actual weightings of the investments by each Top Fund in the Underlying Funds will be reviewed on a regular basis and adjusted to ensure that the investment weightings continue to be appropriate for that Top Fund's investment objectives. Canso will actively manage the investments made by each Top Fund in the Underlying Funds on a regular basis.
10. The annual financial statements of the Top Funds, which are made available to unitholders in accordance with securities legislation, together with an auditors report, will include summary disclosure of the securities held by the Underlying Funds. In addition, the offering memorandum will contain information about how a Top Fund unitholder may obtain a copy of the Underlying Fund offering memorandum or simplified prospectus and annual information form, and annual or semi-annual financial statements, which will be sent to them free of charge.
11. No charges will be payable in connection with the acquisition or disposition by the Top Funds of units of the Underlying Funds.
12. No management fee or incentive fees are payable by the Top Funds that, to a reasonable person, would duplicate a fee payable by the Underlying Fund for the same service.
13. Where a matter relating to an Underlying Fund requires a vote of unitholders of the Underlying Funds, Canso will not cause the securities of the Underlying Fund held by a Top Fund to be voted at such meeting.
14. Any investment by the Top Funds in securities of any Underlying Fund will represent the business judgement of "responsible persons" uninfluenced by considerations other than the best interests of the funds.
15. In the absence of this Order, the Applicable Requirements prohibit the Top Funds knowingly making or holding an investment in the Underlying Funds.
16. In the absence of this Order, the Applicable Requirements require Canso to file a report on every purchase or sale of securities of an Underlying Fund to the Top Funds if the Underlying Fund is a reporting issuer.

Decision

The Decision Maker is satisfied that the test contained in the Act that provides the Decision Maker with the jurisdiction to make the decision has been met.

The decision of the Decision Maker under the Act is that the Requested Relief is granted provided that:

- (a) the annual financial statements for each of the Top Funds discloses:
 - (i) the intent of the Top Fund to invest a portion of its assets in securities of the Underlying Funds;
 - (ii) the manager of the Underlying Funds; and
 - (iii) the name of the Underlying Funds;
- (b) the offering memorandum for each of the Top Funds discloses:
 - (i) the intent of the Top Fund to invest a portion of its assets in securities of the Underlying Funds;

- (ii) the manager of the Underlying Funds; and
- (iii) the process or criteria used to select the Underlying Funds.
- (c) units of the Top Funds are or will be distributed on a private placement basis pursuant to available prospectus exemptions in some or all of the provinces of Canada.
- (d) the arrangements between or in respect of a Top Fund and the Underlying Funds are such as to avoid the duplication of management and performance fees;
- (e) the Manager does not vote the securities of the Underlying Funds held by a Top Fund at any meeting of holders of such securities; and
- (f) the offering memorandum will contain information about how a Top Fund unitholder may obtain a copy of the Underlying Fund offering memorandum or simplified prospectus and annual information form, and annual or semi-annual financial statements, which will be sent to them free of charge.

"Suresh Thakrar"

"Harold P. Hands"

2.2.2 JonesTrading Institutional Services LLC - s. 211 of the Regulation

Headnote

Application in connection with application for registration as an international dealer, for an order pursuant to section 211 of the Regulation exempting the applicants from the requirement in subsection 208(2) of the Regulation that they carry on the business of an underwriter in a country other than Canada to be able to register in Ontario as international dealers.

Statutes Cited

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

Regulations Cited

Regulation made under the Securities Act, R.R.O. 1990, Reg. 1015, as am., ss. 100(3), 208(2), 211.

October 28, 2005

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

AND

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

AND

**IN THE MATTER OF
JONESTRADING INSTITUTIONAL SERVICES LLC**

**ORDER
(Section 211 of the Regulation)**

UPON the application (the **Application**) of JonesTrading Institutional Services LLC, (the **Applicant**) to the Ontario Securities Commission for an order, pursuant to section 211 of the Regulation, exempting the Applicant from the requirement in subsection 208(2) of the Regulation that the Applicant carry on the business of an underwriter in a country other than Canada in order for the Applicant to each be registered under the Act as a dealer in the category of international dealer;

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

AND UPON the Applicant having represented to the Commission that:

1. The Applicant has filed an application for registration as a dealer under the Act, in the category of international dealer, in accordance with section 208 of the Regulation. The Applicant

is not presently registered in any capacity under the Act.

2. The Applicant is a limited liability company formed under the laws of the State of Delaware in the United States, and has its principal place of business in Westlake Village, California.
3. The Applicant is registered as a broker-dealer with the U.S. Securities and Exchange Commission and is a member of the U.S. National Association of Securities Dealers.
4. The Applicant does not currently act as an underwriter in the U.S., nor in any jurisdiction outside of the U.S. The Applicant has no intention of acting as an underwriter in Ontario.
5. In the absence of the relief requested in this Application, the Applicant would not meet the requirements of the Regulation for registration as a dealer in the category of international dealer as they do not carry on the business of an underwriter in a country other than Canada.
6. The Applicant does not now act as an underwriter in Ontario and will not act as underwriters in Ontario if they are registered under the Act as international dealers, despite the fact that subsection 100(3) of the Regulation provides that an international dealer is deemed to have been granted registration as an underwriter for the purposes of a distribution which it is permitted to make.

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

IT IS ORDERED, pursuant to section 211 of the Regulation, that, in connection with the registration of the Applicant as a dealer under the Act in the category of international dealer, the Applicant is exempt from the provisions of subsection 208(2) of the Regulation requiring that the Applicant carry on the business of an underwriter in a country other than Canada, provided that, so long as the Applicant is registered under the Act as an international dealer:

- (a) the Applicant carry's on the business of a dealer in a country other than Canada; and
- (b) notwithstanding subsection 100(3) of the Regulation, the Applicant shall not act as an underwriter in Ontario.

"Carol Perry"
Commissioner

"Harold P. Hands"
Commissioner

2.2.3 Black Bull Resources Inc. - s. 83.1(1)

Headnote

Subsection 83.1(1) - Issuer deemed to be a reporting issuer in Ontario - Issuer already a reporting issuer in Alberta and British Columbia - Issuer's securities listed for trading on the TSX Venture Exchange - Continuous disclosure requirements in Alberta and British Columbia substantially the same as those in Ontario - Significant connection to Ontario.

Statutes Cited

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

October 27, 2005

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

AND

**IN THE MATTER OF
BLACK BULL RESOURCES INC.**

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

UPON the application of Black Bull Resources Inc. (the **Issuer**) for an order pursuant to subsection 83.1(1) of the Act deeming the Issuer to be a reporting issuer for the purposes of Ontario securities law;

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

AND UPON the Issuer representing to the Commission as follows:

1. The Issuer was incorporated as 747702 Alberta Ltd. by Certificate of Incorporation issued pursuant to the laws of Alberta on July 18, 1997. The Company subsequently changed its name to Black Bull Resources Inc. by way of Certificate of Amendment dated September 11, 1997. The Issuer is also extra-provincially registered in the Provinces of British Columbia and Nova Scotia.
2. The head office of the Issuer is located at PO Box 698, 157 Water Street, Shelburne, Nova Scotia, B0T 1W0 and its registered office is located at 3rd floor, 14505 Bannister Road SE, Calgary, Alberta T2X 3J3.
3. The authorized capital of the Issuer consists of an unlimited number of Common Shares, and an unlimited number preferred shares, of which 44,186, 605 Common Shares and no preferred shares were issued and outstanding as of September 1, 2005.

4. The Common Shares of the Issuer are listed on the TSX Venture Exchange (the **Exchange**) under the trading symbol "BBS", and the Issuer is in compliance with all rules, regulations and policies of the Exchange. The Issuer is not designated as a capital pool corporation by the Exchange.
5. The Issuer has been a reporting issuer under the *Securities Act* (Alberta) (the **Alberta Act**) since February 26, 1998. The Issuer subsequently became a reporting issuer under the *Securities Act* (British Columbia) (the **B.C. Act**) as a result of creation of CDNX through the merger of The Alberta Stock Exchange and the Vancouver Stock Exchange on November 29, 1999.
6. The Issuer is not in default of any requirements of the B.C. Act or the Alberta Act.
7. The Issuer is not a reporting issuer in Ontario, and is not a reporting issuer, or equivalent, in any other jurisdiction, except Alberta and British Columbia.
8. The Issuer has determined that it has significant connection to Ontario in that residents of Ontario hold approximately 17,035,460 Common Shares of the Issuer, which represents approximately 43.88% of the Issuer's issued and outstanding Common Shares. This information is based upon (i) the registered list of the Issuer's shareholders provided by the Issuer's transfer agent as at September 2, 2005 and (ii) a geographic range report prepared by ADP Investor Communications as at September 2, 2005.
9. The continuous disclosure requirements under the Alberta Act and the B.C. Act are substantially the same as the requirements under the Act.
10. The continuous disclosure materials filed by the Issuer under the B.C. Act and under the Alberta Act since October 30, 1997 are available on the System for Electronic Document Analysis and Retrieval (SEDAR).
11. Neither the Issuer nor its officers or directors nor, to the knowledge of the Issuer, its officers and directors, any of its controlling shareholders, has:
- a. been subject to any penalties or sanctions imposed by a court relating to Canadian securities legislation or by a Canadian securities regulatory authority;
 - b. entered into a settlement agreement with a Canadian securities regulatory authority, or
 - c. been subject to any other penalties or sanctions imposed by a court or regulatory body that would be likely to be considered important to a reasonable investor making an investment decision.
12. Neither the Issuer nor its officers or directors nor, to the knowledge of the Issuer, its officers and directors, any of its controlling shareholders, is or has been subject to:
- a. any known ongoing or concluded investigations by:
 - i. a Canadian securities regulatory authority, or
 - ii. a court or regulatory body, other than a Canadian securities regulatory authority,
- that would be likely to be considered important to a reasonable investor making an investment decision; or
- b. any bankruptcy or insolvency proceedings, or other proceedings, arrangements or compromises with creditors, or the appointment of a receiver, receiver-manager or trustee, within the preceding 10 years.
13. None of the directors or officers of the Issuer, nor to the knowledge of the Issuer, its officers and directors, any of its controlling shareholders, is or has been at the time of such event an officer or director of any other issuer which is or has been subject to:
- a. any cease trade or similar orders, or orders that denied access to any exemptions under Ontario securities law, for a period of more than 30 consecutive days, within the preceding 10 years; or
 - b. any bankruptcy or insolvency proceedings, or other proceedings, arrangements or compromises with creditors, or the appointment of a receiver, receiver-manager or trustee, within the preceding 10 years.
14. The Issuer shall remit all participation fees due and payable by it pursuant to Ontario Securities Commission Rule 13-502 Fees by no later than two (2) business days from the date hereof.

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

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

"Iva Vranic"
Manager, Corporate Finance

2.2.4 Lake Shore Gold Corp. - s. 83.1(1)

Headnote

Subsection 83.1(1) - issuer deemed to be a reporting issuer in Ontario - issuer already a reporting issuer in British Columbia, Alberta and Québec - issuer's securities listed for trading on the TSX Venture Exchange - continuous disclosure requirements in British Columbia, Alberta and Québec substantially the same as those in Ontario.

Statutes Cited

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

November 1, 2005

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

AND

IN THE MATTER OF
LAKE SHORE GOLD CORP.

ORDER
(Subsection 83.1(1))

UPON the application (the **Application**) of Lake Shore Gold Corp. (the **Issuer**) for an order pursuant to subsection 83.1(1) of the Act deeming the Issuer to be a reporting issuer for the purposes of Ontario securities law;

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

AND UPON the Issuer representing to the Commission that:

1. The Issuer is a corporation incorporated under the *Business Corporations Act* (British Columbia).
2. The Issuer's head office is located in Vancouver, British Columbia.
3. The authorized share capital of the Issuer consists of an unlimited number of common shares without par value of which 80,536,561 were issued and outstanding as of October 26, 2005.
4. The Issuer has been a reporting issuer under the *Securities Act* (British Columbia) (the **BC Act**) since July 7, 1987, a reporting issuer under the *Securities Act* (Alberta) (the **Alberta Act**) for more than 12 months and a reporting issuer under the *Securities Act* (Québec) (the **Québec Act**) since March 3, 2003.
5. The Issuer is not a reporting issuer or equivalent in Ontario or any other jurisdiction in Canada other than British Columbia, Alberta and Québec.

6. The Issuer has determined that it has a significant connection to Ontario in that the President of the Issuer resides in Ontario; more than 20% of the outstanding common shares of the Issuer are held by beneficial owners who are resident in Ontario; and more than 10% of the registered and non-objecting beneficial owners of common shares of the Issuer are residents of Ontario.
7. The common shares of the Issuer are listed on the TSX Venture Exchange (the **Exchange**) under the trading symbol "LSG".
8. The Issuer is not in default of any of the requirements of the Exchange and is not in default of any of the requirements of the BC Act, the Alberta Act or the Québec Act.
9. The Issuer is not designated as a capital pool company by the Exchange.
10. The Issuer is up to date in the filing of its financial statements and other continuous disclosure documents.
11. The continuous disclosure requirements of the BC Act, the Alberta Act and the Québec Act are substantially the same as the requirements under the Act.
12. The continuous disclosure materials filed by the Issuer under the BC Act, the Alberta Act and the Québec Act are available on the System for Electronic Document Analysis and Retrieval (SEDAR).
13. Neither the Issuer nor any of its officers, directors nor, to the knowledge of the Issuer, its officers and directors, any of its controlling shareholders, has:
 - (a) been the subject of any penalties or sanctions imposed by a court relating to Canadian securities legislation or by a Canadian securities regulatory authority;
 - (b) entered into a settlement agreement with a Canadian securities regulatory authority; or
 - (c) been subject to any other penalties or sanctions imposed by a court or regulatory body that would be likely to be considered important to a reasonable investor making an investment decision.
14. Neither the Issuer nor any of its officers, directors nor, to the knowledge of the Issuer, its officers and directors, any of its controlling shareholders, is or has been subject to:
 - (a) any known ongoing or concluded investigations by:

- (i) a Canadian securities regulatory authority; or
- (ii) a court or regulatory body, other than a Canadian securities regulatory authority;

that would be likely to be considered important to a reasonable investor making an investment decision; or

- (b) any bankruptcy or insolvency proceedings, or other proceedings, arrangements or compromises with creditors, or the appointment of a receiver, receiver-manager or trustee, within the preceding 10 years.
15. None of the directors or officers of the Issuer, nor to the knowledge of the Issuer, its directors and officers, any of its controlling shareholders, is or has been at the time of such event a director or officer of any other issuer which is or has been subject to:
- (a) any cease trade or similar orders, or orders that denied access to any exemptions under Ontario securities law, for a period of more than thirty (30) consecutive days, within the preceding ten (10) years; or
 - (b) any bankruptcy or insolvency proceedings, or other proceedings, arrangements or compromises with creditors, or the appointment of a receiver, receiver-manager or trustee, within the preceding ten (10) years.
16. The Issuer will remit all participation fees due and payable by it pursuant to Ontario Securities Commission Rule 13-502 *Fees* by no later than two (2) business days from the date hereof.

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

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

“Iva Vranic”
Manager, Corporate Finance

Chapter 4

Cease Trading Orders

4.1.1 Temporary, Permanent & Rescinding Issuer Cease Trading Orders

Company Name	Date of Temporary Order	Date of Hearing	Date of Permanent Order	Date of Lapse/Revoke
Central Asia Gold Limited	06 Oct 05	18 Oct 05		13 Oct 05
Staront Technologies Inc.	02 Nov 05	14 Nov 05		

4.2.1 Temporary, Permanent & Rescinding Management 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
Central Asia Gold Limited	06 Oct 05	18 Oct 05		13 Oct 05	
HMZ Metals Inc.	25 Aug 05	06 Sep 05	05 Sep 05	20 Oct 05	
Straight Forward Marketing Corporation	02 Nov 05	15 Nov 05			
Thistle Mining Inc.	05 Apr 05	18 Apr 05	18 Apr 05	01 Nov 05	

4.2.2 Outstanding 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
ACE/Security Laminates Corporation	06 Sept 05	19 Sept 05	19 Sept 05		
Argus Corporation Limited	25 May 04	03 Jun 04	03 Jun 04		
Canadex Resources Limited	04 Oct 05	17 Oct 05	17 Oct 05		
Fareport Capital Inc.	13 Sept 05	26 Sept 05	26 Sept 05		
Hip Interactive Corp.	04 Jul 05	15 Jul 05	15 Jul 05		
HMZ Metals Inc.	24 Aug 05	06 Sept 05	06 Sept 05	20 Oct 05	
Hollinger Canadian Newspapers, Limited Partnership	21 May 04	01 Jun 04	01 Jun 04		
Hollinger Inc.	18 May 04	01 Jun 04	01 Jun 04		
Hollinger International	18 May 04	01 Jun 04	01 Jun 04		
Kinross Gold Corporation	01 Apr 05	14 Apr 05	14 Apr 05		
Rex Diamond Mining Corporation	04 Jul 05	15 Jul 05	15 Jul 05		
Straight Forward Marketing Corporation	02 Nov 05	15 Nov 05			

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
Thistle Mining Inc.	05 Apr 05	18 Apr 05	18 Apr 05	01 Nov 05	
Xplore Technologies Corp.	04 Jul 05	15 Jul 05	15 Jul 05		

Chapter 7

Insider Reporting

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

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

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

Chapter 8

Notice of Exempt Financings

REPORTS OF TRADES SUBMITTED ON FORM 45-501F1

Transaction Date	# of Purchasers	Issuer/Security	Total Pur. Price (\$)	# of Securities Distributed
10/06/2005	1	AntOro Resources Inc. - Common Shares	90,000.00	900,000.00
10/18/2005	9	Argento Plata Metals Limited - Common Shares	4,577,522.00	10,172,271.00
10/19/2005	71	Balloch Resources Ltd. - Receipts	17,500,000.00	14,000,000.00
10/12/2005	1	Canadian Gold Corporation - Common Shares	499,500.00	1,905,000.00
10/07/2005	2	Castle Garden Funding - Notes	35,466,000.00	30,000,000.00
10/11/2005	27	Cenit Corporation - Units	240,000.00	1,200,000.00
10/21/2005	18	CPVC Blackcomb Inc. - Common Shares	900,000.00	1,800,000.00
09/30/2005	3	Creststreet Energy Hedge Fund L.P. - Limited Partnership Units	373,959.34	23,946.00
09/30/2005	1	Cygnal Technologies Corporation - Common Shares	9,860,000.00	8,627,873.00
10/17/2005	2	Cypress Development Corp. - Units	20,000.00	200,000.00
09/12/2005	1	Dell-Point Combustion Inc. - Common Shares	100,000.00	100,000.00
10/14/2005	4	Dianor Resources Inc. - Common Shares	58,500.00	150,000.00
10/19/2005	1	Encelium Technologies Inc. - Notes	250,000.00	1.00
10/20/2005	4	Energy XXI Acquisition Corporation (Bermuda) Limited - Units	1,647,345.00	233,334.00
10/17/2005	3	Fuel-X International Inc. - Common Shares	705,000.00	940,000.00
10/11/2005 to 10/14/2005	23	General Motors Acceptance Corporation of Canada, Limited - Notes	7,929,099.85	79,290,998.00
10/13/2005	47	Geocan Energy Inc. - Common Shares	20,026,250.00	10,825,000.00
10/18/2005	134	Gibraltar Exploration Ltd. - Common Shares	167,208,000.00	13,934,000.00
10/01/2005	2	Giraffe Capital Limited Partnership I - Limited Partnership Units	500,000.00	348.00
09/30/2005	1	Gladiator Absolute Return Canadian Equity Fund - Units	150,000.00	14,268.00
10/13/2005	1	GMO International Core Equity Fund - Units	26,317,915.50	698,387.00
10/12/2005	1	GMO International Core Equity Fund - Units	46,850,836.00	1,250,256.00
10/19/2005	2	Grandview Gold Inc. - Flow-Through Shares	500,000.00	400,000.00

Notice of Exempt Financings

Transaction Date	# of Purchasers	Issuer/Security	Total Pur. Price (\$)	# of Securities Distributed
09/13/2005	1	Great Quest Metals Ltd. - Units	25,025.00	45,500.00
10/14/2005	1	Hilcrop Energy I, L.P. - Notes	1,699,668.56	2,000.00
09/28/2005	1	HSE Integrated Ltd. - Units	145,250.00	207,500.00
10/03/2005 to 10/04/2005	28	IC2E Inc. - Common Shares	1,985,820.00	3,058,000.00
10/03/2005 to 10/04/2005	1	IC2E Inc. - Units	45,000.00	1,454,933.00
10/03/2005	1	Imperial Capital Acquisition Fund III (Institutional) 2 Limited Partnership - Units	60,000.00	1.00
09/30/2005	1	Imperial Capital Acquisition Fund III (Institutional) 3 Limited Partnership - Units	30,000.00	1.00
10/27/2005	12	Inter-Citic Minerals Inc. - Units	533,500.00	485,000.00
10/27/2005	5	Inter-Citic Minerals Inc. - Warrants	0.00	47,000.00
10/11/2005	77	Kalimantan Gold Corporation Limited - Common Shares	1,507,768.00	7,538,842.00
06/10/2005	2	Kensington Fund of Funds II L.P. - Limited Partnership Units	45,450,000.00	45,450.00
10/15/2005	4	Kingwest Avenue Portfolio - Units	49,964.07	1,829.00
10/13/2005	4	Mega Uranium Ltd. - Units	5,000,000.00	2,000,000.00
10/14/2005	3	MODASolutions Corporation - Preferred Shares	1,060,000.00	1,336,527.00
10/26/2005	1	N-Brook Funding Trust - Notes	803,877.13	1.00
09/26/2005	1	N-Brook Funding Trust - Notes	267,959.05	1.00
10/21/2005	48	Nevarro Energy Ltd. - Common Shares	3,060,000.00	1,200,000.00
10/20/2005	27	Newport Diversified Hedge Fund - Trust Units	3,034,682.29	25,061.00
10/20/2005	7	NewStep Networks Inc. - Preferred Shares	3,592,991.04	5,215,389.00
10/20/2005	3	NewStep Networks (U.S.) Inc. - Stock Option	6.15	5,215,389.00
10/17/2005	1	Northern Platinum Ltd. - Units	1,000,000.00	1,000,000.00
10/21/0205	3	O'Donnell Emerging Companies Fund - Units	2,375.00	334.00
10/14/2005	1	O'Donnell Emerging Companies Fund - Units	25,000.00	3,358.00
10/17/2005	1	Radiant Resources Inc. - Units	22,000.00	100,000.00
10/17/2005	12	Radiate Research Inc. - Common Shares	185,000.00	1,060,000.00
10/07/2005	1	Real Assets US Social Equity Index Fund - Units	16,640.00	2,396.00
10/14/2005	1	Red hawk Resources, Inc. - Units	45,000.00	150,000.00

Notice of Exempt Financings

Transaction Date	# of Purchasers	Issuer/Security	Total Pur. Price (\$)	# of Securities Distributed
10/21/2005	14	Rhone 2005 Oil & Gas Strategic Limited Partnership - Units	1,466,000.00	58,640.00
10/19/2005	24	Robe Resources Inc. - Units	2,425,000.00	9,700,000.00
10/19/2005	1	RSS Solutions Inc. - Debentures	1,000,000.00	1.00
10/03/2005	68	Shell bridge Oil & Gas, Inc. - Common Shares	3,975,999.60	3,313,333.00
10/25/2005	1	SMART Trust - Notes	1,045,989.57	1.00
10/17/2005	8	Stinson Hospitality Inc. - Notes	480,000.00	4,800.00
10/13/2005	97	Static Energy Corporation - Common Shares	30,080,000.70	33,422,223.00
10/29/2004 to 08/31/2005	23	Stylus Growth Fund - Units	4,826,275.50	373,228.49
10/29/2004 to 07/29/2005	18	Stylus Momentum Fund - Units	3,123,686.33	273,447.77
11/30/2004 to 09/30/2005	10	Stylus Value with Income Fund - Units	3,968,079.05	319,679.37
10/20/2005	11	Tango Energy Inc. - Flow-Through Shares	10,000,000.00	10,000,000.00
10/20/2005	2	TEC ABL Fund I Limited Partnership - Limited Partnership Units	600,000,000.00	100.00
10/19/2005	2	Terra Income Fund - Trust Units	0.00	80,000.00
11/05/0130	29	Torment Industries Ltd. - Debentures	124,941,250.00	125,000,000.00
10/17/2005	2	Treat Systems Inc. - Common Shares	455,385.25	1,821,541.00
09/30/2005	1	Trees Capital Corporation - Mortgage	1,000,000.00	1,000,000.00
10/07/2005	2	Trident Global Opportunities Fund - Units	238,362.08	1,967.98
10/17/2005	81	Earners Energy Corporation - Units	2,465,150.00	5,245,000.00
10/07/2005	5	Visage Inc. - Warrants	40,000,000.00	3,333,333.00
10/14/2005	10	Aroma Resources Inc. - Units	372,576.00	4,967,680.00
10/19/2005 to 10/21/2005	2	Zephyr Alternative Power Inc. - Debentures	10,000.00	4.00

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Chapter 11

IPOs, New Issues and Secondary Financings

Issuer Name:

CONDOR RESOURCES INC.

Principal Regulator - British Columbia

Type and Date:

Preliminary Prospectus dated October 25, 2005

Mutual Reliance Review System Receipt dated October 27, 2005

Offering Price and Description:

\$2,000,000.00 - 5,000,000 Common Shares without par

value Price: \$0.40 per Share

Underwriter(s) or Distributor(s):

Bolder Investment Partners, Ltd.

Promoter(s):

Patrick J. Burns

Project #845081

Issuer Name:

Countryside Canada Power Inc.

Countryside Power Income Fund

Principal Regulator - Ontario

Type and Date:

Preliminary Short Form Prospectus dated October 27, 2005

Mutual Reliance Review System Receipt dated October 27, 2005

Offering Price and Description:

US\$55,000,000.00 - 6.25% Exchangeable Unsecured

Subordinated Debentures

Underwriter(s) or Distributor(s):

CIBC World Markets Inc.

RBC Dominion Securities Inc.

TD Securities Inc.

BMO Nesbitt Burns Inc.

National Bank Financial Inc.

Promoter(s):

-

Project #845020 & 845020

Issuer Name:

Dynatec Corporation

Principal Regulator - Ontario

Type and Date:

Preliminary Short Form PREP Prospectus dated October

26, 2005

Mutual Reliance Review System Receipt dated October 27, 2005

Offering Price and Description:

\$ * - * Common Shares Price: \$ * per Common Share

Underwriter(s) or Distributor(s):

Merrill Lynch Canada Inc.

GMP Securities Ltd.

National Bank Financial Inc.

Scotia Capital Inc.

TD Securities Inc.

Sprott Securities Inc.

Paradigm Capital Inc.

Salman Partners Inc.

Promoter(s):

-

Project #844636

Issuer Name:

Dynatec Corporation

Principal Regulator - Ontario

Type and Date:

Preliminary Short Form PREP Prospectus dated October 26, 2005

Mutual Reliance Review System Receipt dated October 27, 2005

Offering Price and Description:

U.S. \$ * - * % Convertible Senior Notes Due 2035

Underwriter(s) or Distributor(s):

Merrill Lynch Canada Inc.

GMP Securities Ltd.

CIBC World Markets Inc.

Credit Suisse First Boston Canada Inc.

BMO Nesbitt Burns Inc.

Promoter(s):

-

Project #844637

Issuer Name:

Energvest FTS Limited Partnership 2005
Principal Regulator - Alberta

Type and Date:

Preliminary Prospectus dated October 26, 2005
Mutual Reliance Review System Receipt dated October 26, 2005

Offering Price and Description:

MAXIMUM 600,000 LIMITED PARTNERSHIP UNITS (\$15,000,000.00); MINIMUM 200,000 LIMITED PARTNERSHIP UNITS (\$5,000,000.00) PRICE: \$25.00 PER UNIT MINIMUM SUBSCRIPTION: \$2,500.00 (100 Units)

Underwriter(s) or Distributor(s):

GMP Securities Ltd.
Raymond James Ltd.
Blackmont Capital Inc.
Canaccord Capital Corporation
Acumen Capital Finance Partners Limited

Promoter(s):

EnerVest 2005 General Partner Corp.
EnerVEst Management Ltd.

Project #844570

Issuer Name:

FortisBC Inc.
Principal Regulator - British Columbia

Type and Date:

Preliminary Short Form Prospectus dated October 28, 2005
Mutual Reliance Review System Receipt dated October 28, 2005

Offering Price and Description:

\$100,000,000.00 - 5.60% Senior Unsecured Debentures due November 9, 2035
Price: \$99.957% per Debenture

Underwriter(s) or Distributor(s):

Scotia Capital Inc.
RBC Dominion Securities Inc.
HSBC Securities (Canada) Inc.

Promoter(s):

-

Project #846428

Issuer Name:

frontierAlt Resource 2005 Flow-Through Limited Partnership
Principal Regulator - Ontario

Type and Date:

Preliminary Prospectus dated October 26, 2005
Mutual Reliance Review System Receipt dated October 26, 2005

Offering Price and Description:

Maximum Offering: \$25,000,000.00 (2,500,000 Units);
Minimum Offering: \$3,500,000.00 (350,000 Units);
Minimum Subscription: 250 Units Subscription Price: \$10.00 per Unit

Underwriter(s) or Distributor(s):

Blackmont Capital Inc.
Canaccord Capital Corporation
Dundee Securities Corporation
HSBC Securities (Canada) Inc.
Raymond James Ltd.
TD Securities Inc.
Research Capital Corporation
Wellington West Capital Inc.
Pacific International Securities Inc.
Richardson Partners Financial Limited

Promoter(s):

frontierAlta Investment Management Corporation
Project #844409

Issuer Name:

Gloucester Credit Card Trust
Principal Regulator - Ontario

Type and Date:

Preliminary Short Form Prospectus dated October 31, 2005
Mutual Reliance Review System Receipt dated October 31, 2005

Offering Price and Description:

\$ * * % Series 2005-1 Class A Notes, Expected Final Payment Date of * , 20 * - \$ * * % Series 2005-1 Collateral Notes, Expected Final Payment Date of * , 20 *

Underwriter(s) or Distributor(s):

RBC Dominion Securities Inc.
TD Securities Inc.
BMO Nesbitt Burns Inc.
Scotia Capital Inc.

Promoter(s):

-

Project #847080

Issuer Name:

Heroux-Devtek Inc.
Principal Regulator - Quebec

Type and Date:

Preliminary Short Form Prospectus dated October 27, 2005
Mutual Reliance Review System Receipt dated October 27, 2005

Offering Price and Description:

\$16,875,000.00 - 4,500,000 Common Shares Price: \$3.75 per Share

Underwriter(s) or Distributor(s):

National Bank Financial Inc.
GMP Securities Ltd.
Raymond James Ltd.
Versant Partners Inc.

Promoter(s):

-

Project #844964

Issuer Name:

HSBC Bank Canada
Principal Regulator - British Columbia

Type and Date:

Preliminary Short Form Prospectus dated October 27, 2005
Mutual Reliance Review System Receipt dated October 27, 2005

Offering Price and Description:

\$175,000,000.00 - 7,000,000 Non Cumulative Class 1 Preferred Shares Series D Price: \$25.00 per share to yield 5.00%

Underwriter(s) or Distributor(s):

HSBC Securities (Canada) Inc.
RBC Dominion Securities Inc.
Scotia Capital Inc.
TD Securities Inc.
BMO Nesbitt Burns Inc.
CIBC World Markets Inc.
National Bank Financial Inc.
Desjardins Securities Inc.
Trilon Securities Corporation

Promoter(s):

-

Project #845299

Issuer Name:

KidsFutures Inc.
Principal Regulator - Ontario

Type and Date:

Preliminary Prospectus dated October 26, 2005
Mutual Reliance Review System Receipt dated October 27, 2005

Offering Price and Description:

\$ * - * Units Price: \$ * per Unit

Underwriter(s) or Distributor(s):

Blackmont Capital Inc.
Haywood Securities Inc.
Wellington West Capital Markets Inc.
Canaccord Capital Corporation

Promoter(s):

-

Project #844506

Issuer Name:

Miranda Technologies Inc.
Principal Regulator - Quebec

Type and Date:

Preliminary Prospectus dated October 27, 2005
Mutual Reliance Review System Receipt dated October 27, 2005

Offering Price and Description:

\$ * - * Common Shares

Underwriter(s) or Distributor(s):

Genuity Capital Markets G.P.
BMO Nesbitt Burns Inc.
Desjardins Securities Inc.
National Bank Financial Inc.
TD Securities Inc.

Promoter(s):

-

Project #845063

Issuer Name:

Railpower Technologies Corp.
Principal Regulator - British Columbia

Type and Date:

Preliminary Short Form Prospectus dated October 26, 2005
Mutual Reliance Review System Receipt dated October 26, 2005

Offering Price and Description:

\$50,000,003.25 - 9,345,795 Common Shares Price: \$5.35 per Common Share

Underwriter(s) or Distributor(s):

Sprott Securities Inc.
National Bank Financial Inc.
Paradigm Capital Inc.

Promoter(s):

-

Project #844529

Issuer Name:

Sun Life Financial Inc.
Principal Regulator - Ontario

Type and Date:

Preliminary Short Form Shelf Prospectus dated October 28, 2005
Mutual Reliance Review System Receipt dated October 28, 2005

Offering Price and Description:

\$3,000,000,000.00 = Debt Securities Class A Shares Class B Shares Common Shares

Underwriter(s) or Distributor(s):

-

Promoter(s):

-

Project #846012

Issuer Name:

Western Areas NL
Principal Regulator - Ontario

Type and Date:

Preliminary Prospectus dated October 28, 2005
Mutual Reliance Review System Receipt dated October 31, 2005

Offering Price and Description:

\$ * - * Shares Price: \$ * per Share

Underwriter(s) or Distributor(s):

Sprott Securities Inc.
CIBC World Markets Inc.
Haywood Securities Inc.

Promoter(s):

-

Project #847016

Issuer Name:

Accretive Flow-Through (2005) Limited Partnership
Principal Regulator – Alberta

Type and Date:

Final Prospectus dated October 24, 2005
Mutual Reliance Review System Receipt dated October 26, 2005

Offering Price and Description:

\$15,000,000.00 (MAXIMUM OFFERING); \$3,000,000.00 (MINIMUM OFFERING) A MAXIMUM OF 3,000,000 AND A MINIMUM OF 600,000 LIMITED PARTNERSHIP UNITS OF ALL CLASSES ISSUE PRICE: \$5.00 PER UNIT, FOR ALL CLASSES MINIMUM PURCHASE: 500 UNITS OF ONE CLASS

Underwriter(s) or Distributor(s):

Blackmont Capital Inc.

Promoter(s):

Accretive General Partner Inc.

Project #836171

Issuer Name:

Allied Properties Real Estate Investment Trust
Principal Regulator - Ontario

Type and Date:

Final Short Form Prospectus dated October 26, 2005
Mutual Reliance Review System Receipt dated October 26, 2005

Offering Price and Description:

\$20,150,000.00 - 1,300,000 Units Price: \$15.50 per Unit

Underwriter(s) or Distributor(s):

Scotia Capital Inc.
RBC Dominion Securities Inc.
National Bank Financial Inc.
Desjardins Securities Inc.
TD Securities Inc.
Genuity Capital Markets
HSBC Securities (Canada) In.

Promoter(s):

-

Project #842169

Issuer Name:

American Express Canada Credit Corporation
Principal Regulator - Ontario

Type and Date:

Final Short Form Shelf Prospectus dated October 28, 2005
Mutual Reliance Review System Receipt dated October 31, 2005

Offering Price and Description:

Cdn \$3,500,000,000.00 - Medium Term Notes (unsecured) Unconditionally guaranteed as to principal, premium (if any), interest and certain other amounts by AMERICAN EXPRESS CREDIT CORPORATION, a Delaware Corporation

Underwriter(s) or Distributor(s):

BMO Nesbitt Burns Inc.
RBC Dominion Securities Inc.
TD Securities Inc.
CIBC World Markets Inc.
Merrill Lynch Canada Inc.

Promoter(s):

-

Project #839253

Issuer Name:

Brompton Split Banc Corp.
Principal Regulator - Ontario

Type and Date:

Final Prospectus dated October 27, 2005
Mutual Reliance Review System Receipt dated October 28, 2005

Offering Price and Description:

\$300,000,000.00 (Maximum) - 12,000,000 Preferred Shares and 12,000,000 Class A Shares \$10.00 per Preferred Share and \$15.00 per Class A Share - Prices: \$10.00 per Preferred Share and \$15.00 per Class A Share

Underwriter(s) or Distributor(s):

CIBC World Markets Inc.
RBC Dominion Securities Inc.
Scotia Capital Inc.
BMO Nesbitt Burns Inc.
National Bank Financial Inc.
TD Securities Inc.
HSBC Securities (Canada) Inc.
Canaccord Capital Corporation
Desjardins Securities Inc.
Blackmont Capital Inc.
Dundee Securities Corporation
Raymond James Ltd.
Research Capital Corporation
IPC Securities Corporation
Wellington West Capital Inc.
Acadian Securities Incorporated

Promoter(s):

Brompton SBC Management Limited
Project #835389

Issuer Name:

Bronco Energy Ltd.
Principal Regulator - Alberta

Type and Date:

Final Prospectus dated October 27, 2005
Mutual Reliance Review System Receipt dated October 28, 2005

Offering Price and Description:

Minimum: 4,888,888 Shares (\$4,000,000.00); Maximum: 6,888,888 Shares (\$5,500,000.00) Price: \$0.75 per Share (excluding Flow-through Shares) and \$0.90 per Flow-through Share

Underwriter(s) or Distributor(s):

BLACKMONT CAPITAL INC.

Promoter(s):

Brian Alford
Project #832275

Issuer Name:

Class A, Class B, Class C and Class D Units of:
Croft Enhanced Income Fund
Managed Global Mandate
Principal Regulator - Ontario

Type and Date:

Final Simplified Prospectuses dated October 28, 2005
Mutual Reliance Review System Receipt dated October 31, 2005

Offering Price and Description:

Class A, Class B, Class C and Class D units

Underwriter(s) or Distributor(s):

-

Promoter(s):

R N Croft Financial Group Inc.
Project #829576

Issuer Name:

E2 Venture Fund Inc.
(Class A Shares)

Type and Date:

Amendment #2 dated October 21, 2005 to Final Prospectus dated January 10, 2005
Received on October 26, 2005

Offering Price and Description:

Class A Shares @ Net Asset Value

Underwriter(s) or Distributor(s):

-

Promoter(s):

Covington Group of Funds Inc.
Project #711590

Issuer Name:

Exile Resources Inc.

Type and Date:

Final Prospectus dated October 25, 2005
Received on October 26, 2005

Offering Price and Description:

\$2,000,000.00 - 10,000,000 Common Shares \$0.20 per Common Share

Underwriter(s) or Distributor(s):

Secutor Capital Management Corporation

Promoter(s):

Stephen Brown
Project #835474

Issuer Name:

Class W, Class A, Class F and Class I Units of:
Institutional Managed Income Pool
Institutional Managed Canadian Equity Pool
Institutional Managed US Equity Pool
Institutional Managed International Equity Pool
Principal Regulator - Ontario

Type and Date:

Amended and Restated Simplified Prospectuses and
Annual Information Forms dated October 21st, 2005,
amending and restating Simplified Prospectuses and
Annual Information Forms dated June 28, 2005
Mutual Reliance Review System Receipt dated October 27,
2005

Offering Price and Description:

-

Underwriter(s) or Distributor(s):

United Financial Corporation
Assante Capital Management Ltd.
Assante Financial Management Ltd.
Assante Capital Managemet Ltd.
Assante Capital Management Ltd.

Promoter(s):

United Financial Corporation

Project #782529

Issuer Name:

Intermap Technologies Corporation
Principal Regulator - Alberta

Type and Date:

Final Short Form Prospectus dated October 25, 2005
Mutual Reliance Review System Receipt dated October 27,
2005

Offering Price and Description:

\$50,004,500.00 - 10,205,000 Common Shares Price -
\$4.90 per Common Share

Underwriter(s) or Distributor(s):

Canaccord Capital Corporation

Promoter(s):

-

Project #841104

Issuer Name:

Prime Dividend Corp.
(Preferred Shares and Class A Shares)
Principal Regulator - Ontario

Type and Date:

Final Prospectus dated October 28, 2005
Mutual Reliance Review System Receipt dated October 31,
2005

Offering Price and Description:

\$150,000,000.00 (Maximum) 6,000,000 Preferred Shares
@ \$10/sh and 6,000,000 Class A Shares @ \$15/sh.

Underwriter(s) or Distributor(s):

CIBC World Markets Inc.
RBC Dominion Securities Inc.
TD Securities Inc.
BMO Nesbitt Burns Inc.
National Bank Financial Inc.
Desjardins Securities Inc.
HSBC Securities (Canada) Inc.
Canaccord Capital Corporation
Dundee Securities Corporation
Raymond James Ltd.
Bieber Securities Inc.
Blackmont Capital Inc.
Laurentian Bank Securities Inc.
Wellington West Capital Inc.

Promoter(s):

Qeadravest Capital Management Inc.

Project #836745

Issuer Name:

Class A, Class B, Class F and Class O units of:
Sovereign Canadian Equity Pool
Sovereign US Equity Pool
Sovereign Overseas Equity Pool
Sovereign Global Equity Pool (formerly Sovereign Global
Equity RSP Pool)
Sovereign Emerging Markets Equity Pool
Sovereign Canadian Fixed Income Pool
Sovereign Money Market Pool

Class F-5, Class F-7, Class I-5 and Class I-7 units of:

Sovereign Diversified Monthly Income Portfolio
Principal Regulator - Ontario

Type and Date:

Final Simplified Prospectuses dated October 27, 2005
Mutual Reliance Review System Receipt dated October 31,
2005

Offering Price and Description:

Class A units, Class B units, Class F units, Class O units,
Class F-5 units, Class F-7 units, Class I-5 units and Class I-
7 units

Underwriter(s) or Distributor(s):

Frank Russell Canada Limited
Frank Russell Canada Limited

Promoter(s):

Frank Russell Canada Limited

Project #837236

Issuer Name:

Triton Energy Corp.
Principal Regulator - Alberta

Type and Date:

Final Prospectus dated October 31, 2005
Mutual Reliance Review System Receipt dated October 31, 2005

Offering Price and Description:

Minimum: 9,583,333 Common Shares (\$10,000,000.00);
Maximum: 12,500,000 Common Shares (\$12,500,000.00)
Price: \$1.00 per Common Share and \$1.20 per Flow-Through Share

Underwriter(s) or Distributor(s):

Acumen Capital Finance Partners Limited
Canaccord Capital Corporation
GMP Securities Ltd.
Raymond James Ltd.

Promoter(s):

Michael S. Zuber
Project #836769

Issuer Name:

Alturas Minerals Corp.
Principal Jurisdiction - Ontario

Type and Date:

Preliminary Prospectus dated June 8th, 2005
Withdrawn on October 31st, 2005

Offering Price and Description:

Minimum Offering: \$ * or * Units; Maximum Offering: \$ * or *
Units Price: \$ * per Unit

Underwriter(s) or Distributor(s):

Dundee Securities Corporation
Paradigm Capital Inc.
TD Securities Inc.

Promoter(s):

Equinox Minerals Limited
Project #796529

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Chapter 12

Registrations

12.1.1 Registrants

Type	Company	Category of Registration	Effective Date
New Registration	Bluefield Financial Limited Partnership	Mutual Fund Dealer, Limited Market Dealer and Investment Counsel & Portfolio Manager	October 21, 2005
New Registration	JONESTRADING INSTITUTIONAL SERVICES LLC	International Dealer	November 1, 2005
Change of Name	REFCO CANADA CO. / REFCO CANADA CIE	Investment Dealer & Futures Commission Merchant	September 28, 2005

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Chapter 13

SRO Notices and Disciplinary Proceedings

13.1.1 MFDA Sets Date for Stephan Headley Hearing in Toronto, Ontario

NEWS RELEASE
For immediate release

MFDA SETS DATE FOR STEPHAN HEADLEY HEARING IN TORONTO, ONTARIO

October 26, 2005 (Toronto, Ontario) - The Mutual Fund Dealers Association of Canada ("MFDA") commenced a disciplinary proceeding in respect of Stephan Headley by Notice of Hearing dated September 8, 2005.

As specified in the Notice of Hearing, the first appearance in this proceeding took place today, on Wednesday, October 26, 2005, at 10:00 a.m. (EST) by teleconference before a 3-member Hearing Panel of the Ontario Regional Council.

The date for the commencement of the hearing in this matter on the merits has been scheduled to take place before a Hearing Panel of the Ontario Regional Council on Wednesday December 14, 2005 at 10:00 a.m. (EST) in the hearing room at MFDA Offices, 121 King Street West, Suite 1000, Toronto, Ontario, or as soon thereafter as can be held.

The hearing will be open to the public, except as may be required for the protection of confidential matters.

A copy of the Notice of Hearing is available on the MFDA web site at www.mfda.ca.

The Mutual Fund Dealers Association of Canada is the self-regulatory organization for Canadian mutual fund dealers. The MFDA regulates the operations, standards of practice and business conduct of its 179 members and their approximately 70,000 representatives with a mandate to protect investors and the public interest.

13.1.2 Notice of Commission Approval – Technical Amendments to CDS Rules – CDSX Procedures and User Guide Relating to Options and Entitlements

THE CANADIAN DEPOSITORY FOR SECURITIES LIMITED

TECHNICAL AMENDMENTS TO CDS RULES CDSX PROCEDURES AND USER GUIDE RELATING TO OPTIONS AND ENTITLEMENTS

NOTICE OF COMMISSION APPROVAL

A. Description of the Rule Amendment

The amendments described in this Notice relate to changes to the CDSX Procedures and User Guide. These amendments describe changes which will make it more convenient for Participants to withdraw confirmed option selections and also provide information relating to the payment of entitlements on northbound cross-border movements.

The procedures, with the amendments marked, may be accessed at the CDS website at <http://www.cds.ca>.

The amended provisions include:

- Section 8.3 of the CDXS Procedures and User Guide has been changed to reference the new "CDS Expiry Date – Upcoming Event List report", a tool which Participants may utilize to monitor current and future events related to securities.
- The amendments to Section 8.4.3 provide an expanded list of events where Participants may withdraw a confirmed option selection utilizing the "Option Selection Withdrawal" function. The withdrawal function has been expanded to include:
 - Voluntary events;
 - Mandatory exchange events (with an option); and
 - Distribution events (with an option).

The amendments also provide specific withdrawal cutoff times after which the Option Selection Withdrawal functions can not be utilized.

- Section 8.6.1 of the CDSX Procedures and User Guide has been amended by adding a sentence indicating that Participants can verify the status of settlements relating to their claims utilizing either the Settled Transactions Report or the Daily Transactions Report.
- Section 8.12.1 has been added to provide CDS Participants with clarification as to the treatment of cash dividends and interest payments on north-bound cross border movements. The new provisions make it clear that unless Participants provide The Depository Trust Company ("DTC") with appropriate elections and declarations prior to the applicable cutoff date, entitlement allocations on Canadian securities from DTC will be subject to non-resident tax.

TOOMAS MARLEY,
VICE-PRESIDENT, LEGAL
AND CORPORATE SECRETARY

This new section also includes specific provisions which describe how CDS will attempt to repatriate Canadian securities held in a DTC account where a cash dividend or interest payment is announced. Repatriation requires the CDS Participant seeking repatriation to deliver the securities in question to the CDS account at DTC four days prior to the records date. CDS will, on a best-efforts basis, attempt to repatriate the securities. If the securities can not be repatriated prior to this date there may be a delay in crediting the Participant's CDSX Funds Account.

B. Reasons for Technical Classification

The amendments proposed pursuant to this Notice are considered technical amendments.

These amendments concern matters of a technical nature in routine operating procedures and administrative practices relating to settlement services. The implementation of the amendments to the Procedures described above will have no significant impact on the systems or operations of a Participant and will not result in Participant systems changes.

C. Effective Date of the Rule

The effective date for these amendments is November 7, 2005.

D. Questions

Questions regarding this notice may be directed to:

Michael Brady,
Senior Legal Counsel,
The Canadian Depository for Securities Limited,
85 Richmond Street West,
Toronto, Ontario M5H 2C9

Telephone: 416-365-8395
Fax: 416-365-1984
e-mail: attention@cds.ca

13.1.3 Notice of Commission Approval – Technical Amendments to CDS Rules – Money Market Issue and Entitlement Procedures

**THE CANADIAN DEPOSITORY
FOR SECURITIES LIMITED**

**TECHNICAL AMENDMENTS TO CDS RULES
MONEY MARKET ISSUE
AND ENTITLEMENT PROCEDURES**

NOTICE OF COMMISSION APPROVAL

A. Description of the Rule Amendments

The amendments described in this Notice concern amendments to the Money Market Issue and Entitlement Procedures which provide the maturity codes for money market ISINs.

The procedures marked for the amendments may be accessed at the CDS website at <http://www.cds.ca>.

Specifically, these amendments address the following:

1. Section 2.2.1 – (Maturity codes for manually calculating ISINs) of the Money Market Issue and Entitlement Procedures (Release 1.5) has been amended to provide a rotating four cycle set of maturity codes which will be applied each year in the future. The current version of Section 2.2.1 provides only the maturity codes for specified years and must be updated periodically while the updated version provides for a rotating system of maturity codes that will be applied year after year.
2. Section 2.2.2 (Calculating ISINs) of the Money Market Issue and Entitlement Procedures (Release 1.5) has been amended to update the example which illustrates how to create a money market ISIN. The amended illustration utilizes a date in 2008.

B. Reasons for Technical Classification

The amendments proposed pursuant to this Notice are considered technical amendments. These amendments concern matters of a technical nature in routine operating procedures and administrative practices relating to settlement services.

C. Effective Date of the Rule

The effective date for these amendments is November 7, 2005.

D. Questions

Questions regarding this notice may be directed to:

Michael Brady,
Senior Legal Counsel,
The Canadian Depository for Securities Limited,
85 Richmond Street West,
Toronto, Ontario M5H 2C9

Telephone: 416-365-8395
Fax: 416-365-1984
e-mail: attention@cds.ca

TOOMAS MARLEY,
VICE-PRESIDENT, LEGAL
AND CORPORATE SECRETARY

13.1.4 Notice of Commission Approval – Technical Amendments to CDS Rules – CDS Trade and Settlement Procedures Relating to Exchange Trades

**THE CANADIAN DEPOSITORY
FOR SECURITIES LIMITED**

**TECHNICAL AMENDMENTS TO CDS RULES
TRADE AND SETTLEMENT PROCEDURES
RELATING TO EXCHANGE TRADES**

NOTICE OF COMMISSION APPROVAL

A. Description of the Rule Amendment

The amendments to CDS' Trade and Settlement Procedures described in this Notice pertain to changes to the activities that Participants of The Canadian Depository for Securities Limited ("CDS") may perform in relation to information relating to trades executed on an exchange and provided to CDS.

The procedures marked for the amendments may be accessed at the CDS website at <http://www.cds.ca>.

Section 3.1 of the Trade and Settlement Procedures has been amended to accurately reference the activities which may be undertaken by CDS Participants. As Participants may no longer modify settlement control indicators for trades targeted to be settled through the certificate-based settlement ("CBS"), (as a result of the CDS decision not to accept CBS trades for settlement) the reference to the Participant's ability to modify their settlement control indicators has been deleted. In addition the reference to the "reconciliation of trades" has been deleted as CDS now provides trade reconciliation services on the Participant's behalf.

An additional point has been added to Section 3.1 to describe the files that Participants are to receive from CDS on a daily basis which are referenced as the "domestic exchange trade recognition files". Additional wording has been added to Section 3.4 of the Trade and Settlement Procedures to reference the same files. In addition, a reference to "CDS Batch and Interactive Services – Technical Information" has been added to ensure that Participants are aware information relating to reconciliation files has been provided in that document.

B. Reasons for Technical Classification

The amendments proposed pursuant to this Notice are considered technical amendments.

These amendments concern matters of a technical nature in routine operating procedures and administrative practices relating to settlement. The implementation of the amendments to the Procedures described above will have no significant impact on the systems or operations of a Participant and will not result in Participant systems changes.

C Effective Date of the Rule

The effective date for these amendments is November 7, 2005.

D. Questions

Questions regarding this notice may be directed to:

Michael Brady,
Senior Legal Counsel,
The Canadian Depository for Securities Limited,
85 Richmond Street West,
Toronto, Ontario M5H 2C9

Telephone: 416-365-8395

Fax: 416-365-1984

e-mail: attention@cds.ca

TOOMAS MARLEY,
VICE-PRESIDENT, LEGAL
AND CORPORATE SECRETARY

13.1.5 Notice of Commission Approval – Technical Amendments to CDS Rules – Pledge and Settlement Procedures

**THE CANADIAN DEPOSITORY
FOR SECURITIES LIMITED**

**TECHNICAL AMENDMENTS TO CDS RULES
PLEDGE AND SETTLEMENT PROCEDURES**

NOTICE OF COMMISSION APPROVAL

A. Description of the Rule Amendment

The amendments CDS Pledge and Settlement Procedures described in this Notice relate to the processing of pledges through CDSX or through InterLink messages as well as changes to CDS systems whereby Participants will no longer be able to delete a pledge directly on the CDS system but will instead be able to move a position out of a pledge account resulting in an automatic purging of any account where there is no outstanding collateral position.

The procedures marked for the amendments may be accessed at the CDS website at <http://www.cds.ca>.

The first amendment involves the addition of a paragraph to Section 1.1.1 of the Pledge and Settlement Procedures (the "Procedures"). The new provisions confirm the ability of a borrower or lender of a security or cash to process a pledge of a position held at CDS through CDSX or through InterLink messages. The amendment reference specific amended provisions within the "CDS Batch and Interactive Services – Technical Information" document.

Amendments to provisions which deal with the pledge account include:

- The deletion of the last bullet point in Section 1.4 of the Procedures which allowed a lender to delete a settled pledge;
- The deletion of the first paragraph in Section 1.6 of the Procedures which provided that a lender could delete a pledge where pledge account had no collateral items;
- The deletion of the reference to the "DELETE PLEDGE" field in the chart outlining the "Automatic purging of pledges" in Section 1.9 of the Procedure;
- The deletion of the third bullet point at the beginning of Chapter 4 of the Procedures which indicated that either the borrower or the lender may use the "Modify Pledge Function" to delete a pledge and that the lender could delete a pledge if it has no collateral items;
- The deletion of the reference to the deletion of a pledge in the table in part 7 of Section 4.1 of the Procedures; and

- The deletion of Section 4.4 of the Procedures which outlined the steps that Participants would have to follow to delete a pledge.

These amendments will have a limited impact on the activities of Participants.

Currently a Participant who is a lender can unilaterally delete a pledge, if the pledge has no collateral items, without the borrow's confirmation of the lender's actions. A pledge can be deleted even if outstanding loan items are attached. With the amendment both the borrower and lender will have to agree to empty the pledge (removing both the collateral and loan items) before the pledge will be automatically purged from the system during the CDS batch processing cycle.

The amendments to the Procedures dealing with the deletion of pledges will reduce the number of errors made in deleting pledges by preventing inadvertent deletions by lenders. The amendments will provide a system where the borrowers will have to consent to the process before a pledge can be deleted.

B. Reasons for Technical Classification

The amendments proposed pursuant to this Notice are considered technical amendments.

These amendments concern matters of a technical nature in routine operating procedures and administrative practices relating to settlement services. The implementation of the amendments to the Procedures described above will have no significant impact on the systems or operations of a Participant and will not result in Participant systems changes.

C. Effective Date of the Rule

The effective date for these amendments is November 7, 2005.

D. Questions

Questions regarding this notice may be directed to:

Michael Brady,
Senior Legal Counsel,
The Canadian Depository for Securities Limited,
85 Richmond Street West,
Toronto, Ontario M5H 2C9

Telephone: 416-365-8395
Fax: 416-365-1984
e-mail: attention@cds.ca

TOOMAS MARLEY,
VICE-PRESIDENT, LEGAL
AND CORPORATE SECRETARY

13.1.6 Notice of Commission Approval – Technical Amendments to CDS Rules – Procedures for Participating in CDS Services

**THE CANADIAN DEPOSITORY
FOR SECURITIES LIMITED**

**TECHNICAL AMENDMENTS TO CDS RULES
PROCEDURES FOR PARTICIPATING IN CDS
SERVICES**

NOTICE OF COMMISSION APPROVAL

A. Description of the Rule Amendment

The amendments described in this Notice describe changes to The Canadian Depository for Securities Limited's ("CDS") ECHO service.

The procedures marked for the amendments may be accessed at the CDS website at <http://www.cds.ca>.

Specifically, the amendments to Section 6.8 of the "Participating in CDS Services" manual describe changes to CDS's ECHO service. The changes described in this section of the Participant Rules will provide Participants with specific information in relation to pledges, exchange trades and off-exchange trades.

Currently the ECHO service provides information to facilitate trade and ledger management by CDS Participants. CDS is upgrading ECHO application so that it will also facilitate the management of trades which occur off-exchange and pledges. The amendments describe the changes to the ECHO application.

In addition Section 7.3 of the "Participating in CDS Services" manual has been amended to delete the reference to manually deleting or canceling pledge, deposit or withdrawal transactions when closing out outstanding CDSX transactions. This change is necessary as a result of amendments to CDS systems which preclude CDS Participants from canceling or deleting positions manually. Instead Participants will be able to move positions from accounts and all such accounts without a position in them will be automatically purged by CDS without any action required by the Participants involved. These changes will prevent the inadvertent deletion of positions in error.

B. Reasons for Technical Classification

The amendments proposed pursuant to this Notice are considered technical amendments. These amendments concern matters of a technical nature in routine operating procedures and administrative practices relating to settlement services. The implementation of the amendments to the Procedures described above will have no significant impact on the systems or operations of a Participant and will not result in Participant systems changes.

C. Effective Date of the Rule

The effective date for these amendments is November 7, 2005.

D. Questions

Questions regarding this notice may be directed to:

Michael Brady,
Senior Legal Counsel,
The Canadian Depository for Securities Limited,
85 Richmond Street West,
Toronto, Ontario M5H 2C9

Telephone: 416-365-8395

Fax: 416-365-1984

e-mail: attention@cds.ca

TOOMAS MARLEY,
VICE-PRESIDENT, LEGAL
AND CORPORATE SECRETARY

13.1.7 Notice of Commission Approval – Technical Amendments to CDS Rules – CDS/DTC Cross-Border Movement Service Participant Procedures

Telephone: 416-365-8395
Fax: 416-365-1984
e-mail: attention@cds.ca

**THE CANADIAN DEPOSITORY
FOR SECURITIES LIMITED**

TOOMAS MARLEY,
VICE-PRESIDENT, LEGAL
AND CORPORATE SECRETARY

**TECHNICAL AMENDMENTS TO CDS RULES
CDS/DTC CROSS-BORDER MOVEMENT SERVICE
PARTICIPANT PROCEDURES**

NOTICE OF COMMISSION APPROVAL

A. Description of the Rule Amendment

The amendment described in this Notice relate to changes relating to cash dividends and interest payments on north-bound cross border movements. The amendment references specific, amended provisions within the CDSX Procedures and User Guide.

The procedures marked for the amendments may be accessed at the CDS website at <http://www.cds.ca>.

The amendment involves the addition of Section 2.1 to the CDS/DTC Cross-Border Movement Service Participant Procedures which references the CDSX Procedures and User Guide for the provision of information of repatriation of securities for entitlement purposes. The change is only being made to cross-reference relevant provision for the convenience of Participants.

B. Reasons for Technical Classification

The amendment proposed pursuant to this Notice is considered a technical amendment.

The amendment concerns matters of a technical nature in routine operating procedures and administrative practices relating to settlement services. The implementation of the amendment to the Procedures described above will have no significant impact on the systems or operations of a Participant and will not result in Participant systems changes.

C. Effective Date of the Rule

The effective date for these amendments is November 7, 2005.

D. Questions

Questions regarding this notice may be directed to:

Michael Brady,
Senior Legal Counsel,
The Canadian Depository for Securities Limited,
85 Richmond Street West,
Toronto, Ontario M5H 2C9

13.1.8 Notice of Commission Approval – Technical Amendments to CDS Rules – Reporting Procedures

**THE CANADIAN DEPOSITORY
FOR SECURITIES LIMITED**

**TECHNICAL AMENDMENTS TO CDS RULES
REPORTING PROCEDURES**

NOTICE OF COMMISSION APPROVAL

A. Description of the Rule Amendment

The amendments described in this Notice relate to changes to reports generated by The Canadian Depository for Securities Limited (“CDS”), for the benefit of its Participants, as described in the CDS Reporting Procedures.

The procedures, with the amendments marked, may be accessed at the CDS website at <http://www.cds.ca>.

There are a number of changes to the CDS Reporting Procedures:

- CDS has added a new report to the list of reports it generates. The new report is referred to as the “CDS Expiry Date – Upcoming Events List Report” and is described in Section 13.2 of the CDS Reporting Procedures. This report will be available daily, at the beginning of each day and will list voluntary events, mandatory events with options and distribution events with expiry events:
 - on the current day,
 - on the day after the current day, and
 - five days after the current day.
- Amended Section 13.3 of the CDS Reporting Procedures describes the Claims Report (the Claims Report was previously described in Section 13.2). The amendments will more accurately describe the form of the Claims Report. The Claims Report shall list claim transactions for positions in the event’s base security on:
 - the record date and/or the due bill redemption date (if applicable); and
 - the business day before the payable date, for interest event payments.
- Section 24.2 has been amended to delete the reference to “pledges deleted by users” in the

Deleted Transaction Report. These amendments reflect the fact that Participants will not longer be able to delete pledges on CDS systems but will instead be able to remove positions from the pledge account when the pledge arrangements have expired. All such accounts without a position in them will be automatically purged by CDS without any action required by the Participants involved. These changes will the inadvertent deletion of pledges in error.

- In addition the Report ID numbers, set out in the chart at the beginning of Chapter 11 of the CDS Reporting procedures, for the “Unconfirmed Withdrawals Report – Instant” and the “Unconfirmed Withdrawals Report – Regular” have been changed to correct an error in the current reference.
- In addition applicable amendments to Section 1.2 of the CDS Reporting Procedures have been made to reflect the amendments described above.

B. Reasons for Technical Classification

The amendments proposed pursuant to this Notice are considered technical amendments.

These amendments concern matters of a technical nature in routine operating procedures and administrative practices relating to settlement services. The implementation of the amendments to the Procedures described above will have no significant impact on the systems or operations of a Participant and will not result in Participant systems changes.

C. Effective Date of the Rule

The effective date for these amendments is November 7, 2005.

D. Questions

Questions regarding this notice may be directed to:

Michael Brady,
Senior Legal Counsel,
The Canadian Depository for Securities Limited,
85 Richmond Street West,
Toronto, Ontario M5H 2C9

Telephone: 416-365-8395
Fax: 416-365-1984
e-mail: attention@cds.ca

TOOMAS MARLEY,
VICE-PRESIDENT, LEGAL
AND CORPORATE SECRETARY

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