The Ontario Securities Commission

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

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Chapter 1

Notices / News Releases

1.1 Notices

1.1.1 Current Proceedings Before The Ontario Securities Commission

DECEMBER 14, 2007

CURRENT PROCEEDINGS

BEFORE

ONTARIO SECURITIES COMMISSION

- -

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

The Harry S. Bray Hearing Room
Ontario Securities Commission
Cadillac Fairview Tower
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Robert L. Shirriff, Q.C.	—	RLS
Suresh Thakrar, FIBC	—	ST
Wendell S. Wigle, Q.C.	—	WSW

SCHEDULED OSC HEARINGS

December 14, 2007 10:00 a.m.	**Saxon Financial Services, Saxon Consultants, Ltd., International Monetary Services, FXBridge Technology, Meisner Corporation, Merchant Capital Markets, S.A., Merchant Capital Markets, MerchantMarx et al** s. 127(1) & (5) S. Horgan in attendance for Staff Panel: JEAT/CSP
December 17, 2007 10:00 a.m.	**Rex Diamond Mining Corporation, Serge Muller and Benoit Holemans** s. 127 & 127(1) J. Corelli in attendance for Staff Panel: WSW/DLK/KJK
December 18, 2007 10:00 a.m.	**Al-Tar Energy Corp., Alberta Energy Corp., Eric O'Brien, Bill Daniels, Bill Jakes, John Andrews, Julian Sylvester, Michael N. Whale, James S. Lushington, Ian W. Small, Tim Burton and Jim Hennesy** s. 127(1) & (5) S. Horgan in attendance for Staff Panel: RLS/ST

January 7, 2008
10:00 a.m.
***Philip Services Corp. and Robert Waxman**

s. 127

K. Manarin/M. Adams in attendance for Staff

Panel: JEAT/MCH

Colin Soule settled November 25, 2005

Allen Fracassi, Philip Fracassi, Marvin Boughton, Graham Hoey and John Woodcroft settled March 3, 2006

* Notice of Withdrawal issued April 26, 2007

January 8, 2008
2:30 p.m.
Hollinger Inc., Conrad M. Black, F. David Radler, John A. Boultbee and Peter Y. Atkinson

s.127

J. Superina in attendance for Staff

Panel: LER/MCH

January 11, 2008
10:00 a.m.
Borealis International Inc., Synergy Group (2000) Inc., Integrated Business Concepts Inc., Canavista Corporate Services Inc., Canavista Financial Center Inc., Shane Smith, Andrew Lloyd, Paul Lloyd, Vince Villanti, Larry Haliday, Jean Breau, Joy Statham, David Prentice, Len Zielke, John Stephan, Ray Murphy, Alexander Poole, Derek Grigor and Earl Switenky

s. 127 and 127.1

Y. Chisholm in attendance for Staff

Panel: WSW/DLK

January 16, 2008
10:00 a.m.
Jose Castaneda

s. 127 and 127.1

H. Craig in attendance for Staff

Panel: WSW/ST

January 22, 2008
2:30 p.m.
Global Partners Capital, WS Net Solution, Inc., Hau Wai Cheung, Christine Pan, Gurdip Singh Gahunia

s. 127

S. Horgan in attendance for Staff

Panel: JEAT

January 22, 2008
3:00 p.m.
Sulja Bros. Building Supplies, Ltd. (Nevada), Sulja Bros. Building Supplies Ltd., Kore International Management Inc., Petar Vucicevich and Andrew DeVries

s. 127 & 127.1

J. S. Angus in attendance for Staff

Panel: JEAT/ST

February 13, 2008
10:00 a.m.
FactorCorp Inc., FactorCorp Financial Inc. and Mark Twerdun

s. 127

M. Mackewn in attendance for Staff

Panel: RLS/ST

February 15, 2008
10:00 a.m.
Land Banc of Canada Inc., LBC Midland I Corporation, Fresno Securities Inc., Richard Jason Dolan, Marco Lorenti and Stephen Zeff Freedman

s. 127

H. Craig in attendance for Staff

Panel: PJL/ST

February 22, 2008
10:00 a.m.
Imagin Diagnostic Centres Inc., Patrick J. Rooney, Cynthia Jordan, Allan McCaffrey, Michael Shumacher, Christopher Smith, Melvyn Harris and Michael Zelyony

s. 127 and 127.1

H. Craig in attendance for Staff

Panel: JEAT

March 4, 2008 2:30 p.m.	**Sunwide Finance Inc., Sun Wide Group, Sun Wide Group Financial Insurers & Underwriters, Wi-Fi Framework Corporation, Bryan Bowles, Steven Johnson, Frank R. Kaplan and George Sutton** s. 127 C. Price in attendance for Staff Panel: TBA
March 25, 2008 10:00 a.m.	**XI Biofuels Inc., Biomaxx Systems Inc., Ronald David Crowe and Vernon P. Smith** s. 127 M. Vaillancourt in attendance for Staff Panel: TBA
March 31, 2008 10:00 a.m.	**Firestar Capital Management Corp., Kamposse Financial Corp., Firestar Investment Management Group, Michael Ciavarella and Michael Mitton** s. 127 H. Craig in attendance for Staff Panel: TBA
April 2, 2008 10:00 a.m.	**Peter Sabourin, W. Jeffrey Haver, Greg Irwin, Patrick Keaveney, Shane Smith, Andrew Lloyd, Sandra Delahaye, Sabourin and Sun Inc., Sabourin and Sun (BVI) Inc., Sabourin and Sun Group of Companies Inc., Camdeton Trading Ltd. and Camdeton Trading S.A.** s. 127 and 127.1 Y. Chisholm in attendance for Staff Panel: TBA
April 7, 2008 2:30 p.m.	**Juniper Fund Management Corporation, Juniper Income Fund, Juniper Equity Growth Fund and Roy Brown (a.k.a. Roy Brown-Rodrigues)** s.127 and 127.1 D. Ferris in attendance for Staff Panel: TBA
May 5, 2008 10:00 a.m.	**John Illidge, Patricia McLean, David Cathcart, Stafford Kelley and Devendranauth Misir** S. 127 & 127.1 I. Smith in attendance for Staff Panel: TBA
May 5, 2008 10:00 a.m.	**Norshield Asset Management (Canada) Ltd., Olympus United Group Inc., John Xanthoudakis, Dale Smith and Peter Kefalas** s.127 P. Foy in attendance for Staff Panel: WSW/DLK
June 24, 2008 2:30 p.m.	**David Watson, Nathan Rogers, Amy Giles, John Sparrow, Leasesmart, Inc., Advanced Growing Systems, Inc., The Bighub.com, Inc., Pharm Control Ltd., Universal Seismic Associates Inc., Pocketop Corporation, Asia Telecom Ltd., International Energy Ltd., Cambridge Resources Corporation, Nutrione Corporation and Select American Transfer Co.** s. 127 and 127.1 P. Foy in attendance for Staff Panel: TBA
July 14, 2008 10:00 a.m.	**Merax Resource Management Ltd. carrying on business as Crown Capital Partners, Richard Mellon and Alex Elin** s. 127 H. Craig in attendance for Staff Panel: TBA
November 3, 2008 10:00 a.m.	**Rene Pardo, Gary Usling, Lewis Taylor Sr., Lewis Taylor Jr., Jared Taylor, Colin Taylor and 1248136 Ontario Limited** s. 127 E. Cole in attendance for Staff Panel: TBA

TBA	**Yama Abdullah Yaqeen**	
	s. 8(2)	
	J. Superina in attendance for Staff	
	Panel: TBA	
TBA	**Microsourceonline Inc., Michael Peter Anzelmo, Vito Curalli, Jaime S. Lobo, Sumit Majumdar and Jeffrey David Mandell**	
	s. 127	
	J. Waechter in attendance for Staff	
	Panel: TBA	
TBA	**Frank Dunn, Douglas Beatty, Michael Gollogly**	
	s.127	
	K. Daniels in attendance for Staff	
	Panel: TBA	
TBA	**Shane Suman and Monie Rahman**	
	s. 127 & 127(1)	
	K. Daniels in attendance for Staff	
	Panel: TBA	
TBA	**Limelight Entertainment Inc., Carlos A. Da Silva, David C. Campbell, Jacob Moore and Joseph Daniels**	
	s. 127 and 127.1	
	D. Ferris in attendance for Staff	
	Panel: JEAT/ST	
TBA	**Stanton De Freitas**	
	s. 127 and 127.1	
	P. Foy in attendance for Staff	
	Panel: JEAT/ST	

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

Andrew Stuart Netherwood Rankin

Portus Alternative Asset Management Inc., Portus Asset Management Inc., Boaz Manor, Michael Mendelson, Michael Labanowich and John Ogg

Maitland Capital Ltd., Allen Grossman, Hanouch Ulfan, Leonard Waddingham, Ron Garner, Gord Valde, Marianne Hyacinthe, Diana Cassidy, Ron Catone, Steven Lanys, Roger McKenzie, Tom Mezinski, William Rouse and Jason Snow

Euston Capital Corporation and George Schwartz

1.1.2 Notice of Commission Approval – Amendments to the Rules of the Toronto Stock Exchange – Direct Access Trading – Eligible Client Definition

TSX INC.

**AMENDMENTS TO
THE RULES OF THE TORONTO STOCK EXCHANGE
REGARDING DIRECT ACCESS TRADING
ELIGIBLE CLIENT DEFINITION**

NOTICE OF COMMISSION APPROVAL

The Ontario Securities Commission approved amendments to the rules of the Toronto Stock Exchange regarding the definition of "eligible client" set out in Policy 2-501(1) of the Rules of Toronto Stock Exchange and other related housekeeping changes. The purpose of the amendments is to broaden the prescribed classes of eligible clients for direct market access to include clients that are non-individuals with total securities under administration or management exceeding $10 million, where the client is resident in a Basel Accord country. The proposed amendments were published for comment on January 13, 2006 at (2006) 29 OSCB 471. Certain proposed changes that were originally published for comment in 2006 have subsequently been withdrawn by TSX Inc. and a revised version of the proposed amendments is being published in Chapter 13 of this Bulletin. A summary of the comments received and TSX Inc.'s responses are also published in Chapter 13.

1.1.3 CSA Staff Notice 24-305 – Frequently Asked Questions About NI 24-101 – *Institutional Trade Matching and Settlement* and Related Companion Policy

CANADIAN SECURITIES ADMINISTRATORS (CSA)
STAFF NOTICE 24-305

FREQUENTLY ASKED QUESTIONS ABOUT
NATIONAL INSTRUMENT 24-101 — *INSTITUTIONAL TRADE MATCHING AND SETTLEMENT*
AND RELATED COMPANION POLICY

Except for certain provisions, National Instrument 24-101 - *Institutional Trade Matching and Settlement* (NI 24-101 or the Instrument) came into force on April 1, 2007. Sections 3.2 and 3.4 and Parts 4 and 6 of the Instrument came into force on October 1, 2007.

Since May 2007, a CSA-Industry Working Group (Working Group) has been meeting periodically to identify issues and questions about the Instrument. See CSA Staff Notice 24-304 dated July 6, 2007. To assist market participants in complying with NI 24-101, we have compiled some of the issues and questions in the form of frequently asked questions (FAQs), together with our responses to the questions. This list of FAQs is not exhaustive, but it includes key issues and questions discussed by the Working Group or raised by other stakeholders. CSA staff may update these FAQs from time to time.

Some terms we have used in these FAQs are defined in NI 24-101, in related Companion Policy 24-101CP (CP), or in National Instrument 14-101 *Definitions*.

We have divided the FAQs into the following categories:

A. Definitions, Interpretation and Concepts
B. Application
C. Trade Matching Requirements – General Policies and Procedures
D. Trade Matching Documentation Requirements (Sections 3.2 and 3.4 of the Instrument)
E. Trade Matching Requirements Specific to Advisers
F. Trade Matching Requirements – Cross-Border Trade Orders
G. Reporting Requirements for Registrants
H. Transition, Miscellaneous and CSA Contacts

A. DEFINITIONS, INTERPRETATION AND CONCEPTS

A-1 Q: What types of trades are typically considered as “DAP/RAP trades”?

A: DAP/RAP trades include trades for a delivery-against-payment or receipt-against-payment (or similarly named) account of an institutional investor that are generally settled through a separate custodian on the books of the clearing agency, CDS Clearing and Depository Services Inc. (CDS). The Instrument applies to all types of DAP/RAP trades except those described in section 2.1 of the Instrument.

A-2 Q: Who is an “institutional investor” under the Instrument?

A: Institutional investors are investors that have been granted DAP/RAP trading privileges by a dealer, which typically include investment funds, pension plans, and financial institutions.

A-3 Q: GHI Mutual Fund is a client of Specialized Broker (SB), a dealer that provides specialized trade execution services. SB is not a participant of CDS and has a clearing arrangement with Clearing Broker (CB), a dealer that provides clearing, settlement and custody services for SB. GHI Mutual Fund has a direct custodial arrangement with the Custodian Trust Company, which holds GHI Mutual Fund’s investments. Would trades executed by SB and cleared by CB for GHI Mutual Fund be DAP/RAP trades? If so, which dealer would be required to comply with Parts 3 and 4 of the Instrument for these trades, and who would be “trade-matching parties”?

A: Trades executed by SB and cleared by CB for GHI Mutual Fund would be DAP/RAP trades because these trades would be settled for the client on a delivery-against-payment or receipt-against-payment basis through the facilities of a clearing agency by Custodian Trust Company. SB would be required to comply with Parts 3 and 4 of the Instrument in this case. In addition to SB, each of CB, GHI Mutual Fund and Custodian Trust Company would be trade-matching parties under the Instrument. They would need to enter into a trade-matching agreement with, or provide a trade-matching statement to, SB. See section 3.2 of the Instrument.

A-4 Q: DEF Hedge Fund is a client of ABC Broker, a full-service dealer that provides prime brokerage services for DEF Hedge Fund and other hedge funds, including custodial functions. DEF Hedge Fund uses ABC Broker to execute all of its trades. Do the matching requirements of NI 24-101 apply to these trades?

A: No. These are not DAP/RAP trades because ABC Broker is both executing and settling the trades on behalf of DEF Hedge Fund. A separate custodian is not involved in the trades.

A-5 Q: Assume the same facts as above (A-4), except that DEF Hedge Fund sometimes uses other dealers in addition to ABC Broker to execute its trades. Do the matching requirements of NI 24-101 apply to the trades executed by the other dealers for DEF Hedge Fund?

A: Yes. If another dealer (e.g., XYZ Broker) executes a trade for DEF Hedge Fund, this trade will likely fall within the Instrument's definition of a DAP/RAP trade. This trade is likely settled for DEF Hedge Fund on a delivery-against-payment or receipt-against-payment basis through CDS, involving the accounts of both ABC Broker (as the custodian) and XYZ Broker (as the executing dealer).[1]

A-6 Q: What if, in the above scenario (A-5), XYZ Broker "gives up" a trade executed for DEF Hedge Fund in favour of ABC Broker. Would such a trade still be a DAP/RAP trade?

A: We understand that in a trade "give up" the executing dealer places a trade on behalf of another dealer as if the latter had actually executed the trade itself. Sometimes an institutional client may ask the executing dealer to relinquish or assign the trade (a binding contract) to its prime broker. If the "give up" arrangement is in place prior to execution of the trade and does not involve a trade that is settled for the client on a delivery-against-payment or receipt-against-payment basis through the facilities of a clearing agency by a separate custodian, then we would not view such trades as DAP/RAP trades.

A-7 Q: How are partial fills (i.e., orders that are filled over several days) treated under the matching requirements of NI 24-101?

A: The answer depends on the terms of the agreement governing the trading relationship between the dealer and the investment manager. If the investment manager is contractually bound by a partial fill, thus triggering a notice of execution (NOE) from the dealer either intra-day or at the end of the trading day, that trade is subject to the matching requirements of NI 24-101. If, on the other hand, the investment manager is not bound by the order until it is complete and the NOE is triggered only when the dealer advises the investment manager of the fill, the matching requirements of NI 24-101 only come into effect when the complete order has been filled.[2]

A-8 Q: We are a mutual fund management group that uses a separate registered investment counsel/portfolio manager (ICPM) to trade on behalf of each of our mutual funds through various executing dealers. Are we a "trade-matching party"?

A: No, so long as an ICPM is acting for your mutual funds in their trades. See paragraphs (a) and (b) of the definition "trade-matching party" in section 1.1 of the Instrument.

A-9 Q: We are a mutual fund management group that uses separate domestic and foreign sub-advisers to trade on behalf of our mutual funds through various executing dealers. The sub-advisers are responsible for the trades, including the clearing and settlement process. Would all the sub-advisers be "trade-matching parties"?

A: If a sub-adviser is dealing with a registered dealer directly to execute DAP/RAP trades on behalf of the mutual funds, the sub-adviser would meet the definition of a trade-matching party in either paragraph a or b of the definition in section 1.1 of the Instrument.

As a trade-matching party, section 3.2 of the Instrument requires the sub-adviser to either enter into a trade-matching agreement with the dealer, or provide a trade-matching statement to the dealer. You may need to work with your sub-advisers to identify your respective roles and responsibilities in the processing of the trades of your mutual funds.

A-10 Q: In the above scenario (A-9), some of our U.S.-based sub-advisers may be trading in the Canadian markets for our funds. They usually don't deal directly with a Canadian registered dealer for DAP/RAP trades in Canada, but instead

[1] If XYZ Broker is not a direct participant of CDS, then settlements would involve the accounts of ABC Broker (as custodian) and XYZ Broker's corresponding clearing broker maintained at CDS.

[2] This answer is consistent with industry best practices and standards for institutional trade processing. See section 2.4(1) of the CP and the 2003 Canadian Capital Markets Association's (CCMA) Institutional Trade Processing Best Practices and Standards—Resolution of Comments Received—Partial Fills (page 3).

give trade orders to a U.S. broker-dealer, who in turn deals directly with a Canadian registered dealer for DAP/RAP trades in Canada. Would these sub-advisers be "trade-matching parties"?

A: The U.S.-based sub-advisers would not be considered to be trade-matching parties in this case. However, the U.S. broker-dealer dealing directly with the Canadian registered dealer for executing DAP/RAP trades may be considered a trade-matching party under paragraph (b) of the definition of that term in section 1.1 of the Instrument. See Part F for more cross-border questions.

A-11 Q: Does "matching" under the Instrument mean when both sides of a trade report the same details of the trade into a system, and the system itself performs the matching?

A: The concept of matching for the purposes of the Instrument is actually broader. See section 1.2(1) of the Instrument. Conceptually, it is the *end result* of either a sequential confirmation and affirmation process or a "virtual matching" process. As a result, the Instrument contemplates, and is neutral towards, either matching approach, which is consistent with the industry's best practices and standards.

B. APPLICATION

B-1 Q: The Instrument does not apply to trades "to be settled outside Canada" (see section 2.1(g) of the Instrument). What do you mean by that?

A: Trades that are cleared and settled through the facilities of a clearing agency based outside of Canada would be trades settled outside of Canada.

B-2 Q: My ICPM firm advises a number of mutual funds in managing their portfolio assets. NI 24-101 says that the Instrument does not apply to "a trade to which National Instrument 81-102 – *Mutual Funds* applies" (see section 2.1(f) of the Instrument). What does this exclusion mean?

A: The carve-out in paragraph (f) of section 2.1 of NI 24-101 is intended for trades *in* mutual fund securities (e.g., purchases and redemptions of mutual fund units) and not to trading activities in securities (portfolio assets) owned or acquired *by* the mutual fund.

B-3 Q: Are trades in investment products that normally do not settle through the facilities of a clearing agency subject to the Instrument (e.g., partnership units)?

A: The trade matching requirements of the Instrument (Parts 3 and 4) apply to DAP/RAP trades, which, by definition, are trades that settle on a delivery-against-payment or receipt-against-payment basis through the facilities of a clearing agency. Therefore, trades in investment products that do not settle through the facilities of a clearing agency would not be subject to such requirements. However, the trade settlement provisions of Part 7 of the Instrument may apply to these trades.

C. TRADE MATCHING REQUIREMENTS – GENERAL POLICIES AND PROCEDURES

C-1 Q: The CP says that when establishing appropriate policies and procedures, a party should consider the industry's generally adopted best practices and standards for institutional trade processing (BPSs). The CP footnotes the Canadian Capital Market Association's (CCMA) BPSs as an example. My ICPM firm has developed and designed specific policies and procedures that are unique to our own business structure and risk profile in the trading and investing of securities. While my firm's policies and procedures may not be the same as the CCMA's general BPSs, they are adequate to meet the requirements of NI 24-101. Is my firm complying with NI 24-101?

A: Yes, provided that your policies and procedures are reasonably designed to meet the requirements of NI 24-101. Parties should consider the industry's BPSs, but need not necessarily adopt them. See section 2.4(1) of the CP. We recognize that market participants may have different policies and procedures for their unique business circumstances. See section 2.4(2) of the CP.

C-2 Q: A number of logistical issues are associated with compliance with NI 24-101, for example:

- What do we have to cover in our trade matching policies and procedures?
- What systems and processes do we have to change to comply with the Instrument?
- What are some of the systems or service providers available to help us comply?
- Are we going to have to hire additional staff?

A: NI 24-101 is generally a principles-based rule. It does not prescribe in detail what a market participant's policies and procedures should cover. However, the CP does provide some useful guidance on this question. See section 2.4 and 2.3(2)(b) of the CP. Industry groups, such as the CCMA and Investment Industry Association of Canada (IIAC), have made suggestions to assist market participants in this area. Based on those suggestions, we recommend that trade-matching parties follow these basic steps:

1. Review your current systems capabilities and processes to identify what may prevent your firm from achieving the Instrument's requirements;
2. Develop policies and procedures to achieve the targets set out in sections 4.1 and 10.2 of the Instrument;
3. Identify what changes need to be made to the services provided by third party vendors, or whether third party service providers could assist you in complying with the Instrument;
4. Develop with your trade-matching parties a form of trade-matching statement or agreement;
5. Put in place monitoring processes to assess your own and other trade-matching parties' compliance with the Instrument including the required timelines;
6. Plan to meet the exception reporting targets for each calendar quarter;
7. Make and test any systems and process changes needed; and
8. Enter into any agreements and/or receive any statements from other trade matching parties.

Some service providers will likely be matching service utilities (MSUs) operating in the Canadian institutional marketplace. These MSUs may facilitate the matching process for certain trade-matching parties. See section 2.5 of the CP. In the short term, you may need to hire additional back-office staff to comply with the matching requirements. If so, as you become more efficient, you may be able to reduce staff. In addition, you may need to upgrade your systems to enhance your *interoperability* with other trade matching parties. See section 2.4(2) of the CP.

C-3 Q: If I choose to, can I still match trades on a manual basis?

A: Again, NI 24-101 is generally a principles-based rule and does not prescribe how you match trades. In assessing any trade matching process, you may want to consider how it fits into your firm's overall back-office processes and how it fits with your trade-matching parties' systems in the long term.

D. TRADE MATCHING DOCUMENTATION REQUIREMENTS (SECTIONS 3.2 AND 3.4 OF THE INSTRUMENT)

D-1 Q: Does the Instrument prescribe the form of a trade-matching statement or trade-matching agreement?

A: No, the Instrument does not prescribe the form of the trade-matching statement or agreement, other than that it be in writing.

The CP provides guidance on the use and delivery of a trade-matching statement. See section 2.3(3) of the CP. The CCMA and IIAC have worked together to develop a "model" or "template" statement (see model statement posted on the CCMA's Website at: http://www.ccma-acmc.ca/).

The CP also provides guidance on the types of matters that a trade-matching agreement could address, as well as guidance on the use of an agreement (including that an agreement may be incorporated into the institutional account opening documentation). See section 2.3(2) of the CP. The trade-matching agreement is an alternative to the trade-matching statement. Parties may prefer to use a trade-matching agreement instead of a statement if they have unique trade processing issues and wish to clarify their roles and responsibilities in the matching process.

D-2 Q: If a trade-matching party posted its trade-matching statement on its website, do we (as one of the other trade-matching parties) need to print a copy? Can we simply record the URL address instead to avoid administrative costs and wasted paper?

A: Trade-matching parties should decide how, when and how often they should access the trade-matching statements of other trade-matching parties. While printing a statement posted on a website may not be necessary, registrants should document the date they accessed the website and the statements that have been provided to them by other trade-matching parties on a website.

D-3 Q: How often should a trade-matching party verify the accuracy of the statement?

A: A registered dealer or registered adviser may accept a trade-matching statement from a trade-matching party without further investigation and may continue to rely upon the statement for all future trades in the account, unless the dealer or adviser has knowledge that any of the statements or facts set out in the statement are incorrect. See section 2.3(3) of the CP.

D-4 Q: We are a dealer that has many foreign institutional clients trading in the Canadian markets. We have policies and procedures in place for timely institutional trade matching, and we are attempting to obtain trade-matching statements from all of our clients pursuant to section 3.2 of the Instrument. However, some clients are reluctant to provide a trade-matching statement that confirms their compliance with NI 24-101. How do we resolve this issue?

A: We note that a trade-matching statement need only confirm that your client has policies and procedures designed to achieve matching as soon as practical after a trade is executed. While not necessarily a solution to your issue, it may be helpful to also document your efforts to enter into trade-matching agreements or receive trade-matching statements as part of your policies and procedures.

E. TRADE MATCHING REQUIREMENTS SPECIFIC TO ADVISERS

E-1 Q: My ICPM firm advises a number of mutual funds, hedge funds, and pension plans in managing their portfolio assets. Whom should I enter into a trade-matching agreement with? Alternatively, from whom should I ask for a trade-matching statement? And to whom should I give one?

A: As an ICPM acting for an institutional investor in a DAP/RAP trade, you must either (i) enter into a trade-matching agreement with each of the following trade-matching parties or (ii) give to and receive from each of the following trade-matching parties a trade-matching statement:

- The dealer or dealers executing and clearing the DAP/RAP trade, and
- The custodian or custodians of the institutional investor that are settling the DAP/RAP trade.

E-2 Q: In the above situation (E-1), is the mutual fund, hedge fund, or pension plan required to enter into a trade-matching agreement with, or provide a trade-matching statement to, the ICPM and other trade-matching parties?

A: No. If the ICPM is acting for the fund or plan in the DAP/RAP trades, the fund or plan does not need to enter into a trade-matching agreement or provide a trade-matching statement relating to the DAP/RAP trades. An institutional investor is only a "trade-matching party" when an adviser *is not acting* for the institutional investor in the DAP/RAP trade.

E-3 Q: When is a registered adviser "acting for the institutional investor in the trade" for the purposes of the definition "trade-matching party"?

A: Examples where a registered adviser will be acting for the institutional investor include:

- A registered adviser who has discretionary trading authority to place orders to a dealer or through a marketplace for the institutional investor, or
- A registered adviser who processes trades for the institutional investor.

More than one registered adviser may be acting for an institutional investor in the same trade. For example, a registered sub-adviser may place and execute trades for some of the funds within a broader family of funds, while another registered adviser processes the trade and looks after the clearing, settlement, portfolio reconciliation etc. for the entire family of funds. In this case, both the sub-adviser and adviser would be trade-matching parties.

A registered adviser that is merely providing advice to the institutional investor would not be acting in a trade, if the institutional investor gives trading orders directly to a dealer or places the trading orders directly through a marketplace.

E-4 Q: How will an ICPM firm determine their record of trade matching performance by calendar quarter?

A: Registered advisers should maintain or obtain a record of their DAP/RAP trade matching performance to determine whether they will need to provide to the regulators an exception report in Form 24-101F1 for any given calendar quarter. As noted in section 3.1(b) of the CP, Form 24-101F1 requires registered advisers to provide, among other things, aggregate quantitative information on their equity and debt DAP/RAP trades. Tracking of a registered adviser's trade-matching statistics may be outsourced to another party, such as a custodian. See section 3.1(a) of the CP. Registered advisers may need to obtain from the custodians of their institutional investor clients the details of when each DAP/RAP trade is matched. We understand that custodians are developing standardized DAP/RAP trade matching performance reports for their clients.

F. TRADE MATCHING REQUIREMENTS – CROSS-BORDER TRADE ORDERS

F-1 Q: We are a foreign dealer registered in Ontario in the international dealer category. We give orders from time to time to various Canadian-based registered dealers to execute trades in the Canadian markets on behalf of our foreign institutional clients. Do the requirements of registered dealers in Parts 3 and 4 of the Instrument apply to us?

A: No. You are not subject to the requirements of registered dealers in Parts 3 and 4 of the Instrument if a Canadian registered dealer is executing DAP/RAP trades for you. However, you may be considered a "trade-matching party." If you are a "trade-matching party," you must enter into a trade-matching agreement with, or provide a trade-matching statement to, the Canadian registered dealer before the dealer may accept an order from you. See sections 3.2 of the Instrument and 1.3(5) of the CP.

F-2 Q: What does "western hemisphere" mean for the purposes of sections 3.1(2) and 3.3(2) of the Instrument?

A: By western hemisphere, we mean North America, South America, and Central America as well as surrounding waters and islands (the boundaries are approximately 20˚W to 160˚ E).[3] It includes Bermuda but excludes all of Europe and Africa.

F-3 Q: We are a mid-sized Canadian dealer that has a significant foreign client base. We receive orders from various foreign institutional investors. Most of our foreign institutional clients use a foreign global custodian to hold their portfolio assets, which in turn uses a Canadian sub-custodian to hold their Canadian portfolio investments and process their DAP/RAP trades settled in Canada. Would our foreign institutional investor clients that trade on a DAP/RAP account basis in Canada be considered "trade-matching parties" under the Instrument?

A: Yes. Where a registered adviser is not acting for the foreign institutional investor in a DAP/RAP trade, the foreign institutional investor will be a "trade-matching party." See section 1.3(5) of the CP.

F-4 Q: In the above scenario (F-3), we often receive orders to trade securities on a Canadian marketplace directly from European institutional investors. Which other entities would be "trade-matching parties" to process the trade in this case, and what timelines apply before July 1, 2008 and after June 30, 2008?

A: In addition to the European institutional investor, you (the dealer) and the Canadian sub-custodian are trade-matching parties. See section 1.3(5) of the CP. Even though we say in the CP that a foreign global custodian would not normally be considered a trade-matching party in these circumstances, you, the foreign institutional investor or the sub-custodian may need to work with the global custodian in establishing, maintaining and enforcing your respective policies and procedures. The timelines in this case are extended by a day (noon on T+2, or 11:59 pm on T+1 after June 30, 2008). See section 3.1(2) of the Instrument.

F-5 Q: We are a Canadian dealer and often receive orders to execute DAP/RAP trades from broker-dealers in the United States acting for various foreign institutional investors, but we don't always know who those foreign institutional investors are or where they're based (i.e., whether within or outside the western hemisphere). Who are the "trade-matching parties" in these cases?

A: We would consider the U.S. broker-dealer as the "institutional investor" in the DAP/RAP trade in Canada for the purposes of the Instrument, not the underlying foreign institutional investor. Therefore, you (the dealer), the U.S. broker-dealer (*qua* institutional investor) and the Canadian sub-custodian would be considered the trade-matching parties.

F-6 Q: In the above scenario (F-5), to what extent are we required to match the details of the trades executed in Canada for the underlying foreign institutional investors?

A: You will likely match the details of the "Canadian component" of the trades in this scenario, which are the DAP/RAP trades placed by the U.S. broker-dealer with you and settled with the Canadian sub-custodian. You are not required to match the underlying "non-Canadian component" of the transactions among the U.S. broker-dealer, its foreign institutional investor clients, and their global custodian or custodians, if information required to match the underlying transactions (e.g., allocations to global custodian) is not needed to match the "Canadian component" of the transactions. We would view the non-Canadian component of the transactions as trades that are settled outside of Canada, to which the Instrument does not apply.

[3] See Encyclopedia Britannica, <http://www.britannica.com/ebc/article-9382562>.

F-7 Q: In the above scenario (F-5), what are the timelines that apply before July 1, 2008 and after June 30, 2008?

A: Because we would likely consider the U.S. broker-dealer as an institutional investor whose investment decisions are usually made in and communicated from the U.S., the western hemisphere timeline will apply. However, if you need information about the non-Canadian component of the transactions to match and settle the Canadian component of the transactions, you may want to find out from the U.S. broker-dealer where the underlying foreign institutional investor is based, so that you can determine whether the western hemisphere or non-western hemisphere timeline applies.

F-8 Q: Will our firm be required to track trade matching statistics for two separate streams of investors for exception reporting purposes, i.e., one for western hemisphere institutional investors and the other for non-western hemisphere institutional investors?

A: You are not required to track your trade matching statistics separately for the two streams of investors. Sections 3.1(2) and 3.3(2) of the Instrument aim to give the trade-matching parties in the DAP/RAP trades of non-western hemisphere-based institutional investors more flexibility, by providing an extra day to achieve matching. These provisions were added after stakeholders expressed concerns that foreign institutional investors operating in time-zones outside of the western hemisphere would likely have difficulty complying with the Instrument's matching requirements on T.[4]

If your trading business for foreign non-western hemisphere investors is a small percentage of your overall trading business, it may not be useful or efficient for you to track these trades separately to avoid exception reporting. If trading for foreign non-western hemisphere investors is an important part of your overall trading business, you may need to track such trades separately, including working with any foreign dealer or global custodian to track these trades separately.

G. REPORTING REQUIREMENTS FOR REGISTRANTS

G-1 Q: If my firm delivers Form 24-101F1 to the regulators for a calendar quarter, does that mean we have not complied with the trade matching requirements of NI 24-101 for that quarter?

A: No. A requirement to provide Form 24-101F1 for a calendar quarter will not necessarily mean that you have failed to establish, maintain and enforce policies and procedures designed to achieve timely matching of DAP/RAP trades. Because there are multiple trade-matching parties involved in a DAP/RAP trade, your firm may not be responsible for failing to meet the NI 24-101 exception reporting targets. For example, the failure may have been due to poor policies and procedures of another trade-matching party. Exhibit B of Form 24-101F1 asks you to describe such reasons.

G-2 Q: When would the regulators consider that my firm does not have adequate trade-matching policies and procedures in place to ensure the timely matching of DAP/RAP trades?

A: We may consider a firm to have an inadequate compliance program for the firm's trade-matching processes if it consistently:

- Fails to meet the matching percentage targets and triggers the exception reporting (e.g., three or more calendar quarters in a row), or
- Provides poor qualitative reporting.

These or other signs may show that either the policies and procedures of one or more of the trade-matching parties have not been properly designed or, if properly designed, have not been followed. See section 3.2(b) of the CP.

G-3 Q: If my firm is required to provide Form 24-101F1 to the regulators for three or more calendar quarters in a row, but it is apparent that the underlying causes for failing to achieve the percentage target for matched DAP/RAP trades within the timelines are poor policies and procedures of another trade-matching party or service provider that are involved in processing my DAP/RAP trades, what should my firm do?

A: The CP provides guidance in this area. See sections 2.3(4) and 3.1(c).

G-4 Q: Assuming we are required to complete Form 24-101F1, Exhibit A of the Form requires us to provide data for equity and debt DAP/RAP trades for each calendar quarter. Please explain what you require under the column headings "entered into CDS by deadline (to be completed by dealers only)" and "matched by deadline".

[4] See the CSA's responses in Appendix B – *Summary of Public Comments and CSA Responses on National Instrument 24-101 and related Companion Policy* to the CSA Notice of NI 24-101 dated January 12, 2007 [(2007) 30 OSCB 350].

A: We seek aggregate information on the DAP/RAP trades executed by you (if you are a dealer) or for you (if you are an adviser) during the calendar quarter, and submitted to CDS. See section 3.1(b) of the CP.

If you are a dealer, you should show under the column heading "entered into CDS by deadline (to be completed by dealers only)" the aggregate number of trades and the aggregate value of trades that were executed by you and entered into CDS' system within the deadline. The percentage columns should show the aggregate trade number or value entered into CDS by the deadline as a percentage of total trades entered into CDS' system during the calendar quarter.

If you are an introducing broker that executes DAP/RAP trades that are cleared through a corresponding clearing broker, you should obtain the relevant data from your corresponding clearing broker.

Under the column heading "matched by deadline", you should show the aggregate number and the aggregate value of trades executed by you (if you are a dealer) or for you (if you are an adviser) that were matched by a dealer or custodian in CDS' system by the deadline. The percentage is determined by dividing such number or value by the total number or value of your trades that were matched during the calendar quarter by a dealer or custodian in CDS' system, whether on time or late.

G-5 Q: Assuming we're required to complete Form 24-101F1, Exhibit B of the Form requires us to provide information explaining the reasons for the failure to achieve the percentage target for matched equity and/or debt DAP/RAP trades within the deadline for a calendar quarter. If a particular trade-matching party that we regularly deal with is consistently matching trades late, and such party is unable or unwilling to explain why this is happening, what information do we include in Exhibit B?

A: You should explain this situation in Exhibit B, and generally follow the guidance set out in question G-3 above.

G-6 Q. We are a registered dealer that provides a range of services for our institutional investor clients. For some clients, we may provide trade execution and clearing services only. For others, we may provide only custodial and DAP/RAP trade settlement agent services. Assuming we must report on Form 21-101F1 for the calendar quarter, should we combine our matching performance for DAP/RAP trades based on our dealer functions and custodial/settlement agent functions?

A. The roles of a dealer, adviser and custodian in DAP/RAP trading are quite different as they relate to NI 24-101. For a dealer, Form 21-101F1 is only required if the dealer did not achieve the target for the quarter for DAP/RAP trades for which it provided trade execution services. If this report is required, it should not include trades for which it provided only custodial and trade settlement agent services.

G-7 Q: Section 2.3(1)(c) of the CP says that a trade-matching statement should be signed by a senior executive officer of the entity, and lists a number of individuals who would be considered a senior executive officer. Can other senior management individuals not listed in the CP (such as a Senior Vice President & Chief Investment Officer or Chief Compliance Officer) sign a trade-matching statement?

A: Yes. The individuals should have the responsibility to ensure that senior management gives sufficient attention and priority to the entity's trade matching policies and procedures.

G-8 Q: Section 3.4 of the CP states that the securities regulators will be publishing a notice setting out where we can send the exception reporting forms under the Instrument. Is this information available?

A: Registrants will be able to complete their Form 24-101F1 on-line in a secure manner that will be accessible from the CSA's Website homepage at www.csa-acvm.ca. A staff notice will be issued in early January 2008 with further details.

G-9 Q: As a registered dealer and direct participant of CDS, can we rely solely on the report of trade matching results provided to us by CDS?

A: In general, you should be able to rely on the trade matching report provided to you by CDS as your basis for determining whether you have achieved the trade matching target for a particular quarter. However, there are two important exceptions to this.

First, the CDS code trade for "client trades" captures slightly broader types of trades than the DAP/RAP trades defined in the Instrument. CDS will be able to identify some "client trades" that are excluded by the Instrument, such as same-day settled trades, and remove them from the data in CDS' Form 24-101F2 report. However, CDS will not be able to identify certain other types of trades, such as reorganizations and share conversions, that are coded as "client trades"

but are excluded by the Instrument. For further information, see the joint IDA and CDS notice MR0495 dated September 28, 2007 that sets out guidance on how dealers and other CDS participants should code their trades entered into CDS for the purposes of the Instrument and IDA Regulation 800.49.

If you use any of these "excluded" trade types during a quarter, and if these trade types, taken together, make the difference between meeting the target and not meeting the target for that quarter, you should determine the number and value of these trades and report this on Form 24-101F1.

Second, to the extent that your trades are processed by an MSU and sent to CDS as matched trades, these will not be included in CDS' Form 24-101F2 report. As a result, you will need to combine your results from CDS with those of the MSU in order to determine whether or not you have achieved the trade matching target for the calendar quarter.

H. TRANSITION, MISCELLANEOUS AND CSA CONTACTS

H-1 Q: The Instrument came into force on April 1, 2007. Is my firm required to generally achieve matching of 95 percent of our DAP/RAP trades on T now?

A: No. The requirements to match on T and deliver exception reports if less than 95 percent of a registrant's DAP/RAP trades have matched within T will be gradually phased in over approximately a 3-year period. See sections 10.1 and 10.2 of the Instrument and section 7.1 of the CP.

H-2 Q: Where can we get information on the Instrument?

A: Information on the Instrument and CP is posted on the following websites:

- OSC Website:
  http://www.osc.gov.on.ca/HotTopics/STP/stp_index.jsp
- BCSC Website:
  http://www.bcsc.bc.ca/policy.aspx?id=5508&cat=2%20-%20Certain%20Capital%20Market%20Participants
- AMF Website:
  http://www.lautorite.qc.ca/reglementation/valeurs-mobilieres/autres-reglements-textes-vigueur.fr.html

If you have any questions about the FAQs or NI 24-101 generally, please contact the following CSA staff:

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December 14, 2007

1.2 Notices of Hearing

1.2.1 Swift Trade Inc. and Peter Beck

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

AND

IN THE MATTER OF
SWIFT TRADE INC. AND PETER BECK

NOTICE OF HEARING

TAKE NOTICE that the Ontario Securities Commission (the "Commission") will hold a hearing pursuant to section 127 of the *Securities Act* (the "Act") at the offices of the Commission on the 17th Floor, Main Hearing Room, 20 Queen Street West, Toronto, Ontario commencing on January 18, 2008 at 10:00 a.m. or as soon thereafter as the hearing can be held;

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

(a) the registration granted to the Respondents, or either of them, be suspended or restricted for such period as is specified in the order or be terminated, or that terms and conditions be imposed on the registration pursuant to clause 1 of section 127(1);

(b) the Respondents, or either of them, cease trading in securities permanently or for such period as the Commission may order, pursuant to clause 2 of section 127(1);

(c) the exemptions contained in Ontario securities law do not apply to the Respondents, or either of them, permanently or for such period as the Commission may order, pursuant to clause 3 of section 127(1);

(d) Peter Beck resign any position he holds as a director or officer of any issuer, pursuant to clause 7 of section 127(1);

(e) Peter Beck be prohibited from becoming or acting as a director or officer of any issuer permanently or for such period as the Commission may order, pursuant to clause 8 of section 127(1);

(f) the Respondents, or either of them, be reprimanded, pursuant to clause 6 of section 127(1);

(g) the Respondents, or either of them, have not complied with Ontario securities law and are ordered to pay an administrative penalty of not more than $1 million dollars for each failure to comply, pursuant to clause 9 of section 127(1);

(h) the Respondents, or either of them, pay the costs of the Commission investigation and hearing, pursuant to section 127.1; and

(i) such other order as the Commission may deem appropriate.

BY REASON of the allegations set out in the Statement of Allegations dated December 7, 2007, and such additional allegations as counsel may advise and the Commission may permit;

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

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

DATED at Toronto this 7th day of December, 2007.

"John Stevenson"
Secretary to the Commission

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

AND

**IN THE MATTER OF
SWIFT TRADE INC. AND PETER BECK**

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

A. The Parties

1. Swift Trade Securities Inc. ("STSI") was incorporated in 1997 and began operating as an Investment Dealers Association ("IDA") member in 1998 providing access to U.S. markets for investors to trade their own capital. In September, 2002 STSI registered an affiliated Ontario Limited Market Dealer called Biremis which remained inactive until March, 2003 when it was renamed Swift Trade Inc. ("Swift Trade"). In 2003, STSI changed its business model, began hiring proprietary traders to trade capital of its clients and transferred its operations from its IDA member dealership into Swift Trade.

2. Swift Trade's head office is located at 55 St. Clair West, Toronto, Ontario.

3. Since 2003, Swift Trade has provided software and an electronic trading platform that links its clients' traders through its affiliated U.S. dealer, Biremis Corp. with access to U.S. markets.

4. Trieme Corporation ("Trieme") was incorporated in Ontario on January 31, 2005 for the sole purpose of trading securities on its own behalf. Peter Beck ("Beck") is the sole shareholder and beneficial owner of Trieme.

5. Barka Co. Ltd. ("Barka") was incorporated in Cyprus on January 22, 2004 for the sole purpose of trading securities on its own behalf. At the time of incorporation, Pavlos Aristodemou ("Aristodemou") was the sole shareholder.

6. Beck resides in Toronto, Ontario. Beck is co-founder and president of Swift Trade and he owns 70.5% of BRMS Holdings Inc., which owns 100% of Swift Trade. Beck has been registered with the Ontario Securities Commission (the "Commission") since 1998. Since September 18, 2002, Beck has been registered as a director and trading officer of Swift Trade. From November 9, 2004 to August 22, 2006, Beck was designated as the compliance officer for Swift Trade.

B. Background

7. In 2006, Swift Trade had approximately 55 corporate accredited investor clients. All of the clients, except one, were incorporated internationally and operated in one of approximately 30 different international jurisdictions. Each client hired independent contractor traders ("Traders") to trade the client's capital using the Swift Trade software and electronic trading platform. The majority of Swift Trade's clients each operated out of one international office, with the number of Traders in each office varying from one to over 30.

8. All trades in U.S. markets for all Swift Trade clients are executed by Swift Trade head office through its affiliated U.S. dealer, Biremis, Corp.

9. In total, there are approximately 2,000 Traders executing trades on behalf of Swift Trade clients worldwide. None of these Traders are registered with the Commission.

10. In 2006, Barka employed approximately 1,100 Traders on its behalf, making it Swift Trade's largest client. Barka operated approximately 50 international offices and 30 offices in Canada, of which 11 were in Ontario.

C. Compliance Review

11. Staff of the Registration and Compliance Section of the Capital Markets Branch of the Commission ("Compliance Staff") conducted a compliance field review of Swift Trade in August, 2006 at Swift Trade's head office. The purpose of the field review was to gain an understanding of Swift Trade's operations, business model, clients and employees.

12. During the course of the field review, Compliance Staff were advised several times that Barka was Swift Trade's largest client, and as a result, Compliance Staff focussed a number of questions on Barka and its relationship to Swift Trade in an effort to understand Swift Trade's operations and its relationship with its clients.

13. As a result of concerns raised by the field review, Staff of the Commission ("Staff") requested Beck and several Swift Trade officers to attend for examinations and to provide further information pursuant to section 31 of the *Securities Act*, R.S.O. 1990, c. S.5, as amended (the "Act").

D. Examination of Peter Beck

14. Beck attended at the offices of the Commission with legal counsel on December 11, 2006, and was examined under oath by Staff (the "Examination"). Prior to the commencement of the Examination, a five-page memorandum (the "Memorandum") outlining the background, operations and trading practices of Swift Trade was provided to Staff by legal counsel for Beck.

15. Due to the fact that Barka accounted for more than half of the Traders executing trades through Swift Trade, a significant portion of the Examination focused on Barka and its ownership.

16. During the Examination, Beck advised Staff as follows:

(a) Swift Trade had only two clients operating offices in Canada, one is

wholly- owned by Beck, Trieme, and the other was identified as Barka, a Cypriot company wholly-owned by Aristodemou;

(b) Barka became Swift Trade's first client in 2004 under its proprietary trading business model. Aristodemou was a wealthy lawyer in Cyprus who was the sole beneficial owner of Barka;

(c) Aristodemou received the profits from Barka's trading activity, and Swift Trade only received a commission for services.

17. The "fact" that Aristodemou was the sole owner of Barka was restated in the Memorandum that indicated that Barka is 100% owned by a wealthy lawyer in Cyprus.

E. Misrepresentations to Staff

18. Throughout the Examination, Beck maintained that Aristodemou was the directing or controlling mind behind Barka, and that either Barka and/or Aristodemou received all profits from the trading activities. In other words, Barka and Swift Trade were in a traditional arms length client/dealer relationship. At no time, did Beck indicate that his wife or his father had any control over, or interest in the actions of Barka.

19. Staff allege that Beck made statements regarding the beneficial ownership of Barka and by necessary implication, Swift Trade's operations, that, in material respects, at the time and in light of the circumstances under which they were made, were misleading or untrue, and/or Beck failed to state facts that were required to be stated or that were necessary to make the statements not misleading.

20. Staff allege that at no time during the examination did Beck ever mention his wife or father were the beneficial owner(s) of the shares of Barka.

21. Staff allege that Aristodemou was merely a nominee shareholder acting upon the directions of others and was not the directing or controlling mind of Barka.

22. Staff allege that Barka was never in a traditional arms length client/dealer relationship with Swift Trade.

23. It appears that Beck made representations to Staff regarding Barka, Aristodemou and the nature of that relationship that, in a material respect, at the time and in light of the circumstances under which they were made, were misleading or untrue, and/or Beck failed to state facts that were required to be stated or that were necessary to make the statements not misleading.

F. Conduct Contrary to Ontario Securities Law and Public Interest

24. As a director, trading officer and registrant, Beck has a significant obligation to fully and truthfully respond to Staff inquiries on his own behalf and on behalf of Swift Trade, and has engaged in a course of conduct contrary to section 122 of the Act and the public interest.

25. The Respondents' conduct was contrary to Ontario securities law, and contrary to the public interest.

26. Staff reserve the right to make such other allegations as Staff may advise and the Commission may permit.

DATED the 7th day of December, 2007

1.2.2 MRS Sciences Inc. et al. - ss. 127, 127(1)

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

AND

**IN THE MATTER OF
MRS SCIENCES INC.
(FORMERLY MORNINGSIDE CAPITAL CORP.),
AMERICO DEROSA, RONALD SHERMAN,
EDWARD EMMONS AND IVAN CAVRIC**

**NOTICE OF HEARING
Sections 127 and 127(1)**

TAKE NOTICE that the Commission will hold a hearing pursuant to section 127 of the *Securities Act*, at its offices at 20 Queen Street West, 17th Floor Hearing Room on Friday, the 21st day of December, 2007 at 10:00 a.m. or as soon thereafter as the hearing can be held:

TO CONSIDER whether, pursuant to section 127 and section 127.1 of the *Securities Act*, it is in the public interest for the Commission:

(i) at the conclusion of the hearing, to make an order pursuant to paragraph 2 of subsection 127(1) that trading in the securities of MRS Sciences cease until further order of this Commission;

(ii) at the conclusion of the hearing, to make an order against any or all of the Respondents that:

(a) trading in any securities of or by the Respondents cease permanently or for such period as is specified by the Commission, pursuant to paragraph 2 of subsection 127(1);

(b) any exemptions contained in Ontario securities law do not apply to the Respondents peranently or for such period as is specified by the Commission, pursuant to paragraph 3 of subsection 127(1);

(c) the Respondents be reprimandd, pursuant to paragraph 6 of subsection 127(1);

(d) the individual Respondents be prohibited from becoming or acting as a director or officer of any issuer pursuant to paragaph 8 of subsection 127(1);

(e) the Respondents be prohibited from telephoning residences within or outside Ontario for the purpose of trading in securities, pursuant to subsection 37(1);

(f) the Respondents pay an administrative penalty for failing to comply with Ontario securities law, pursuant to paragraph 9 of subsection 127(1);

(g) t he Respondents disgorge to the Commission any amounts obtained as a result of non-compliance with Ontario securities law, pursuant to paragraph 10 of subsection 127(1); and

(h) the Respondents be ordered to pay the costs of the Commission investigation and the costs of, or related to, this hearing, pursuant to subsection 127.1; and

(iii) to make such further orders as the Commission considers appropriate.

BY REASON OF the allegations set out in the Statement of Allegations dated November 28, 2007 and such further additional allegations as counsel may advise and the Commission may permit;

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

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

DATED at Toronto this “30th” day of November, 2007.

“John Stevenson”

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

AND

IN THE MATTER OF
MRS SCIENCES INC.
(FORMERLY MORNINGSIDE CAPITAL CORP.),
EDWARD EMMONS AND IVAN CAVRIC

STATEMENT OF ALLEGATIONS
OF STAFF OF THE
ONTARIO SECURITIES COMMISSION

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

THE PARTIES

1. MRS Sciences Inc. ("MRS"), formerly named Morningside Capital Corp., is an Ontario company incorporated on November 1, 2001. MRS is not and has never been registered in any capacity with the Commission.

2. Americo DeRosa ("DeRosa") is the president, chief executive officer and sole director of MRS. DeRosa is not and has never been registered in any capacity with the Commission.

3. Ronald Sherman ("Sherman") was employed by and/or acted as corporate secretary for MRS. Sherman also acted as a salesperson for the sale of MRS shares. Sherman has been registered as a securities salesperson on numerous occasions from January 25, 1962 to May 7, 1996.

4. Ivan Cavric ("Cavric") was employed by and/or acted as vice-president and treasurer for MRS. Cavric also acted as a salesperson selling MRS shares. Cavric was formerly registered with the Commission as a securities salesperson with six different dealers from February 3, 1992 to November 17, 2000.

5. Edward Emmons ("Emmons") was employed by and/or acted as vice-president for MRS. Emmons acted as a salesperson for the sale of MRS shares. Emmons has been registered with the Commission as a securities salesperson with four dealers from May 17, 1977 to November 13, 1996.

SALE OF SHARES TO THE PUBLIC

6. In selling MRS shares to Ontario residents and residents of other jurisdictions, MRS has purported to rely upon the exemption for selling securities to accredited investors contained in OSC Rule 45-501 (now National Instrument 45-106) in circumstances where the exemption is not available.

7. MRS did not file any Form 45-501F1s – Report of Exempt Distribution with the Commission relating to the distribution of common shares of MRS to investors in Ontario or other jurisdictions as required by section 7.1 of OSC Rule 45-501 (now section 6.1 of OSC Rule 45-106).

8. MRS through its officers, directors, employees and/or agents acting as salespersons sold and offered MRS shares for sale to residents of Ontario and other jurisdictions.

9. Staff allege that from 2003 to 2006, MRS sold 19,496,343 MRS shares to approximately 231 investors. In Ontario, at least 47 investors invested $733,526 at a price of $0.35 per share.

10. MRS hired Sherman, Emmons and Cavric who acted as salespersons for MRS shares and received commissions on the sale of MRS shares.

11. Staff allege that DeRosa, Sherman, Emmons and Cavric acted as securities salespersons and advisors contrary to the registration requirements found in section 25 of the *Securities Act*, R.S.O. 1990, c. S.5, as amended (the "*Act*").

12. The trades in MRS shares were trades in securities not previously issued and were therefore distributions.

13. No prospectus receipt has been issued to qualify the sale of MRS shares.

14. MRS and the individual respondents made representations regarding: (i) the future value of MRS shares; and (ii) MRS shares being listed on a stock exchange, with the intention of effecting trades in MRS shares.

CONDUCT CONTRARY TO THE PUBLIC INTEREST

15. MRS, its directors, officers and its salespersons have made misleading representations to Staff and to investors, including representations regarding the future listing and future value of MRS shares with the intention of effecting sales of MRS shares contrary to section 38 of the *Act* and contrary to the public interest.

16. None of MRS, DeRosa, Sherman, Emmons and Cavric is registered with the Commission. The respondents have traded in securities and acted as securities salespersons and/or advisors contrary to section 25 of the *Act* and acted contrary to the public interest.

17. No prospectus receipt has been issued to qualify the sale of MRS shares contrary to section 53 of the *Act* and contrary to the public interest.

18. MRS and DeRosa also failed to file any reports of exempt distributions with the Commission contrary

to section 7.1 of OSC Rule 45-501 (now section 6.1 of OSC Rule 45-106) and contrary to the public interest.

19. As an officer and director of MRS, DeRosa has authorized, permitted or acquiesced in breaches of s. 25, s. 38 and s. 53 of the *Act* by MRS and its salespersons contrary to s. 122(3) and/or s. 129.2 of the *Act* and in doing so have engaged in conduct contrary to the public interest.

20. Such additional allegations as Staff may advise and the Commission may permit.

Dated at Toronto this 29th day of November, 2007

1.4 Notices from the Office of the Secretary

1.4.1 Swift Trade Inc. and Peter Beck

FOR IMMEDIATE RELEASE
December 7, 2007

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

AND

IN THE MATTER OF
SWIFT TRADE INC. AND PETER BECK

TORONTO – The Office of the Secretary issued a Notice of Hearing today setting the matter down to be heard on January 18, 2008 at 10:00 a.m. or as soon thereafter as the hearing can be held in the above named matter.

A copy of the Notice of Hearing and Statement of Allegations are available at **www.osc.gov.on.ca**.

OFFICE OF THE SECRETARY
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SECRETARY

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Director, Communications & Public Affairs
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Laurie Gillett
Manager, Public Affairs
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Carolyn Shaw-Rimmington
Assistant Manager,
Public Affairs
416-593-2361

For investor inquiries: OSC Contact Centre
416-593-8314
1-877-785-1555 (Toll Free)

1.4.2 XI Biofuels Inc. et al.

FOR IMMEDIATE RELEASE
December 7, 2007

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

AND

IN THE MATTER OF
XI BIOFUELS INC., BIOMAXX SYSTEMS INC.,
RONALD DAVID CROWE
AND VERNON P. SMITH

TORONTO – Following a hearing held today, the Commission issued an Order extending the Temporary Order of November 22, 2007 in the above named matter to March 25, 2008.

A copy of the Order dated December 7, 2007 is available at **www.osc.gov.on.ca**.

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1.4.3 Hollinger Inc. et al.

FOR IMMEDIATE RELEASE
December 10, 2007

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

AND

IN THE MATTER OF
HOLLINGER INC., CONRAD M. BLACK,
F. DAVID RADLER, JOHN A. BOULTBEE,
AND PETER Y. ATKINSON

TORONTO – The Commission issued an Order today on consent of all parties which provides that:

(i) The hearing of this matter, currently scheduled for December 11, 2007, is adjourned; and

(ii) The hearing is scheduled for Tuesday, January 8, 2008 at 2:30 p.m., or such other date as may be agreed to by the parties and fixed by the Secretary to the Commission, for the purpose of addressing the scheduling of this proceeding.

A copy of the Order dated December 10, 2007 is available at **www.osc.gov.on.ca**.

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1.4.4 MRS Sciences Inc. et al.

FOR IMMEDIATE RELEASE
December 12, 2007

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

AND

IN THE MATTER OF
MRS SCIENCES INC.
(FORMERLY MORNINGSIDE CAPITAL CORP.),
AMERICO DEROSA, RONALD SHERMAN,
EDWARD EMMONS AND IVAN CAVRIC

TORONTO – The Office of the Secretary issued a Notice of Hearing on November 30, 2007 setting the matter down to be heard on December 21, 2007 at 10:00 a.m. or as soon thereafter as the hearing can be held in the above named matter.

A copy of the Notice of Hearing and Statement of Allegations of Staff of the Commission are available at **www.osc.gov.on.ca**.

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1.4.5 FactorCorp Inc. et al.

FOR IMMEDIATE RELEASE
December 12, 2007

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

AND

IN THE MATTER OF
FACTORCORP INC.,
FACTORCORP FINANCIAL INC.,
AND MARK IVAN TWERDUN

TORONTO – Following a hearing on December 6, 2007 in the above noted matter, the Commission ordered, pursuant to section 127 and 144 of the Act, that the Temporary Order, as varied, shall continue for the period expiring on February 13, 2008, unless further extended by the Commission.

A copy of the Order dated December 6, 2007, is available at **www.osc.gov.on.ca**.

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Chapter 2

Decisions, Orders and Rulings

2.1 Decisions

2.1.1 Lavell Systems Inc. - MRRS Decision

Headnote

Mutual Reliance Review System for Exemptive Relief Applications – Offeree issuer is not a reporting issuer and there is no published market in respect of the securities subject to the take-over bid - Offeror cannot rely upon the "private issuer exemption" from the formal take-over bid requirements because the offeree issuer has more than 50 holders of the class of securities subject to the bid, exclusive of holders who are current employees and former employees who acquired their securities while employed by the offeree issuer and have continued to hold such securities - Many of the securityholders have registered part of their holdings in companies, family trusts and in the names of their spouse and children - Offeror exempted from formal take-over bid requirements.

Applicable Ontario Statutory Provisions

Securities Act, R.S.O. 1990, c. S.5, as am., ss. 93(1)(d), 95-100, 104(2)(c).

November 27, 2007

IN THE MATTER OF
THE SECURITIES LEGISLATION OF
ONTARIO AND QUÉBEC
(THE "JURISDICTIONS")

AND

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

AND

IN THE MATTER OF
LAVELL SYSTEMS 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 formal take-over bid requirements (the "Take-Over Bid Requirements") of the Legislation in connection with the SkyPort Vend-In (as defined below).

Under the Mutual Reliance Review System for Exemptive Relief Applications

(a) Ontario 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 corporation incorporated under the laws of Canada on July 3, 2007. The Filer's registered and head office is located in Toronto, Ontario. The Filer is not currently a reporting issuer in any jurisdiction and its securities are not traded on any public market. The Filer was incorporated for the purpose of acquiring, managing and integrating satellite network providers.

2. The Filer filed a preliminary prospectus (the "Preliminary Prospectus") dated September 28, 2007 in each of the provinces (other than Québec) and territories of Canada and an amended and restated preliminary prospectus (the "Amended Prospectus") dated October 31, 2007 in each of the provinces and territories of Canada to qualify the initial public offering (the "Offering") of the common shares of the Filer (the "Lavell Shares").

3. The Preliminary Prospectus, the Amended Prospectus and a final prospectus of the Filer (the "Prospectus") describe two proposed significant acquisitions by the Filer: (i) the acquisition of Artel, Inc. (the "Artel Acquisition"); and (ii) the acquisition (the "SkyPort Vend-In") of SkyPort Global Communications, Inc. ("SkyPort").

4. The proceeds of the Offering will principally be used by the Filer to fund the Artel Acquisition. Artel designs, engineers, integrates and provides turn-key solutions that include terrestrial, satellite and IP-based telecommunication systems, IT systems and networks.

5. SkyPort is a corporation incorporated under the laws of the State of Texas on November 15, 1999. SkyPort is not currently a reporting issuer in any jurisdiction and its securities are not traded on any public market. SkyPort provides premium satellite and terrestrial managed network services to commercial and government enterprises.

6. SkyPort is a wholly-owned operating subsidiary of SkyComm Technologies Corporation ("SkyComm"). SkyComm is a corporation incorporated under the laws of the State of Delaware on May 6, 2004. SkyComm is not currently a reporting issuer in any jurisdiction and its securities are not traded on any public market. SkyComm is a holding company and its only material asset is the shares it holds in SkyPort. The authorized capital of SkyComm consists of one billion common shares (the "SkyComm Shares") of which 736,992,396 SkyComm Shares are issued and outstanding.

7. The SkyPort Vend-In will be effected by way of the purchase by the Filer from the shareholders of SkyComm (the "SkyComm Shareholders") of 100% of the SkyComm Shares in exchange for Lavell Shares and warrants of the Filer ("Vend-In Warrants"), all as more particularly described below.

8. On September 21, 2007, the Filer offered to purchase from the SkyComm Shareholders all of the SkyComm Shares in exchange for Lavell Shares (the "Bid"). At that time, the consideration under the Bid in most cases consisted of (i) a fixed portion and (ii) a variable portion based on the price (the "Offering Price") per Lavell Share under the Offering. On November 15, 2007, SkyComm sent an amended offering package to the SkyComm Shareholders which, among other things, (i) confirmed the consideration to be provided to the SkyComm Shareholders under the Bid and (ii) provided the rescission rights described below to the SkyComm Shareholders.

9. The number of Lavell Shares or Vend-In Warrants, as applicable, that SkyComm Shareholders will receive will depend upon the Offering Price in connection with the securities sold in the Offering. Currently, the Filer is proposing to sell units (the "Units") in the Offering. Each Unit will consist of one Lavell Share plus one-half of a Lavell Share purchase warrant ("Warrant"). Each whole Warrant will entitle the holder to purchase one Lavell Share at an exercise price of Cdn. $11.00 for a period of 18 months from the closing of the Offering.

10. Based on an expected Offering Price of Cdn. $8.50 per Unit, the Filer has offered to purchase the SkyComm Shares under the Bid for the following amended consideration:

    (a) U.S.$0.038635 per share ("Group A Consideration") for each of 251,807,080 SkyComm Shares purchased, payable in Lavell Shares valued at the Offering Price;

    (b) U.S.$0.062389 per share ("Group B Consideration") for each of 131,413,369 SkyComm Shares purchased, payable in Lavell Shares valued at the Offering Price;

    (c) for each of 277,936,689 SkyComm Shares, approximately 0.0027 warrants per share to acquire Lavell Shares at Cdn. $8.50 per share for 18 months from the closing of the Offering, and (ii) approximately 0.0027 warrants per share to acquire Lavell Shares at Cdn. $11.00 per share for 18 months from the closing of the Offering, (collectively, the "Vend-In Warrants") (the "Group C Consideration"), subject to any adjustments negotiated

between Blackmont Capital Inc., the agent acting in connection with the Offering and the SkyComm Shareholders receiving Group C Consideration, as may be required prior to the receipt for the Prospectus; and

(d) U.S.$0.03 per share ("Group D Consideration") for each of 75,835,258 SkyComm Shares purchased, payable in Lavell Shares valued at the Offering Price.

11. The Filer has granted to each SkyComm Shareholder the right to withdraw from the share purchase agreement whereby the SkyComm Shareholder agreed to sell its SkyComm Shares. This right may be exercised up until midnight on the second business day after the SkyComm Shareholder receives, or is deemed to have received, a copy of the Prospectus relating to the Offering (which the SkyComm Shareholder will receive either electronically, if it so elected, or in paper format as soon as the Prospectus is filed).

12. Based on the list of registered SkyComm Shareholders provided by SkyComm to the Filer, the following table sets out the jurisdictions in which the SkyComm Shareholders reside:

Jurisdiction	Number of SkyComm Shareholders	Number of SkyComm Shares Held	Approximate % of Outstanding SkyComm Shares
Ontario	7	455,963,880	61.8682%
Québec	5	3,766,720	0.5111%
United States	56	166,490,297	22.5905%
Europe and Middle East	12	110,771,499	15.0302%
	80	**736,992,396**	**100%**

Although there are 80 registered SkyComm Shareholders, the Filer is advised by SkyComm that there are 65 beneficial shareholders of SkyComm as a number of SkyComm Shareholders have registered part of their SkyComm Shares in companies, family trusts and other family positions (i.e., through spouses and children). In addition, 18 SkyComm Shareholders are also current or former employees, or current or former directors, of SkyPort and/or SkyComm.

13. As of the date of the Preliminary Prospectus, the Filer had contracted to acquire 93.64% of the SkyComm Shares under the Bid. As of the date of the Amended Prospectus, the Filer has contracted to acquire 99.31% of the SkyComm Shares under the Bid. Management of the Filer anticipates acquiring the remaining SkyComm Shares prior to completion of the Offering.

14. Each of the SkyComm Shareholders who has agreed to sell its SkyComm Shares has voluntarily agreed to do so in consideration for Lavell Shares or Vend-In Warrants, as applicable, pursuant to a share purchase agreement.

15. The Prospectus will qualify the issuance of the Lavell Shares under the Bid, including the Lavell Shares issued pursuant to the exercise of the Vend-In Warrants.

16. Each of the SkyComm Shareholders has been sent a copy of the Amended Prospectus and will also be sent a copy of the Prospectus prior to completion of the SkyPort Vend-In which contains disclosure that is substantially similar to what would be disclosed in a take-over-bid circular.

17. Of the seven Ontario SkyComm Shareholders, six arm's length SkyComm Shareholders will receive Group B Consideration which includes the highest amount payable for SkyComm Shares in connection with the SkyPort Vend-In. Such price represents the approximate cost base for their SkyComm Shares. The holdings of the six arm's length Ontario SkyComm Shareholders represent approximately 3.2565% of the total outstanding SkyComm Shares.

18. All five SkyComm Shareholders resident in Québec are arm's length to the Filer. The Québec resident SkyComm Shareholders will also receive Group B Consideration which includes the highest amount payable for SkyComm Shares in connection with the SkyPort Vend-In. The holdings of the five SkyComm Shareholders resident in Québec represent approximately 0.5111% of the total outstanding SkyComm Shares.

19. The remaining Ontario SkyComm Shareholder is Balaton Group Inc. ("Balaton") which holds approximately 58.62% of the SkyComm Shares. Balaton is the holder of a majority of the Lavell Shares and is a promoter of the Offering. For purposes of the SkyPort Vend-In, the Balaton SkyComm Shares can be broken into the following groups:

(a) 251,807,080 SkyComm Shares representing approximately 34.16684% of the SkyComm Shares which are to be exchanged for Group A Consideration. The Group A Consideration represents the approximate cost base for these SkyComm Shares, and

(b) 180,156,800 SkyComm Shares representing approximately 24.44486% of the SkyComm Shares which are to be exchanged for Group C Consideration. The Group C Consideration payable to this group is the lowest amount payable for SkyComm Shares in connection with the SkyPort Vend-In.

20. SkyComm Shareholders resident in the United States, Europe and the Middle East hold an aggregate of 277,261,796 SkyComm Shares representing approximately 37.62071% of the SkyComm Shares. Of this number, SkyComm Shareholders holding (i) 103,646,649 SkyComm Shares will receive Group B Consideration, (ii) 97,779,889 SkyComm Shares will receive Group C Consideration and (iii) 75,835,258 SkyComm Shares will receive Group D Consideration.

21. The closing of the Offering is conditional on the SkyPort Vend-In receiving preliminary FCC approval, which approval was obtained on November 8, 2007.

22. Both the Artel Acquisition and the SkyPort Vend-In are conditional on the closing of the Offering.

23. To the extent that any SkyComm Shareholder is resident in Ontario or Québec, the Bid constitutes a "take-over bid" under the Legislation.

24. The Legislation exempts a take-over bid from the Take-Over Bid Requirements provided that there are not more than 50 security holders, excluding holders who are or have been employees of the company or of an affiliate of the company (the "Private Company Exemption").

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.

"David L. Knight"
Commissioner
Ontario Securities Commission

"Margot C. Howard"
Commissioner
Ontario Securities Commission

2.1.2 Fédération des caisses Desjardins du Québec et al. - MRRS Decision

Headnote

MRRS – Approval of fund mergers – modified simplified prospectus of Continuing Funds provided to unitholders of the Terminating Funds and financial statements of Continuing Funds not required to be sent to unitholders of the Terminating Funds provided information circular sent in connection with the unitholders meeting clearly discloses the various ways unitholders can access the financial statements – unitholders of Desjardins Select Global Equity Fund (Continuing Fund to merge with Desjardins Fidelity Global Fund) approved the proposed change to it's investment objective.

Applicable Legislative Provisions

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

December 5, 2007

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 TERRITORY, NORTHWEST TERRITORIES
AND NUNAVUT TERRITORY
(the "Jurisdictions")

AND

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

AND

IN THE MATTER OF
THE FÉDÉRATION DES CAISSES DESJARDINS DU QUÉBEC
(the "Manager")

AND

DESJARDINS SELECT CANADIAN EQUITY FUND,
DESJARDINS CI CANADIAN INVESTMENT FUND,
DESJARDINS FIDELITY CANADIAN GROWTH COMPANY FUND,
DESJARDINS SELECT CANADIAN BALANCED FUND,
DESJARDINS SELECT AMERICAN EQUITY FUND,
DESJARDINS FIDELITY GLOBAL FUND AND
DESJARDINS GLOBAL SCIENCE AND TECHNOLOGY FUND
(the "Terminating 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 the Manager and the Terminating Funds (the "Filers") for a decision under the securities legislation of the Jurisdictions (the "Legislation") for approval of the merger of the Terminating Fund into Desjardins Canadian Equity Value Fund, Desjardins Canadian Small Cap Equity Fund, Desjardins Canadian Balanced Fund, Desjardins American Equity Value Fund, Desjardins Select Global Equity Fund and Desjardins Global Equity Value Fund (the "Continuing Funds") (collectively, the "Funds") under paragraph 5.5(1)(b) of National Instrument 81-102 *Mutual Funds* ("NI 81-102"). (the "Requested Relief").

Under the Mutual Reliance Review System for Exemptive Relief Applications:

(a) the Autorité des marchés financiers 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 Filers:

1. The Manager is the manager of the Funds and is principally responsible for the management and administration of the Funds.

2. The Funds are open-ended mutual fund trusts governed by the laws of the Province of Québec.

3. Securities of the Funds are qualified for distribution in all of the provinces and territories of Canada under a simplified prospectus and annual information form dated January 17, 2007 (the "Prospectus").

4. Each of the Funds is a reporting issuer under the securities legislation of each of the provinces and territories of Canada. The Funds are not in default of any of the requirements of the securities legislation of any of the provinces and territories of Canada.

5. Unless an exemption has been obtained, each of the Terminating Funds and Continuing Funds follow the standard investment restrictions and practices contained within NI 81-102.

6. The net asset values of the Terminating Funds and the Continuing Funds are calculated on a daily basis on each day that the Toronto Stock Exchange is open for trading.

7. The Manager intends to merge the Terminating Funds into the Continuing Funds on or about January 18, 2008. The proposed mergers of the Terminating Funds and the Continuing Funds, as identify in the chart bellow, are referred to in this Decision as the "Transactions".

Terminating Funds	Continuing Funds
Desjardins Select Canadian Equity Fund	Desjardins Canadian Equity Value Fund
Desjardins CI Canadian Investment Fund	Desjardins Canadian Equity Value Fund
Desjardins Fidelity Canadian Growth Company Fund	Desjardins Canadian Small Cap Equity Fund
Desjardins Select Canadian Balanced Fund	Desjardins Canadian Balanced Fund
Desjardins Select American Equity Fund	Desjardins American Equity Value Fund
Desjardins Fidelity Global Fund	Desjardins Select Global Equity Fund
Desjardins Global Science and Technology Fund	Desjardins Global Equity Value Fund

8. The Manager proposes to take the following steps to implement the Transactions:

   a) each Terminating Fund will liquidate substantially all of its portfolio securities on or prior to the date of the Transactions and will thereafter transfer its net assets, comprised of cash, cash equivalents (inclusive of dividend and sales proceeds receivable), less assets sufficient to satisfy its liabilities, to the applicable Continuing Fund in exchange for securities of the Continuing Fund;

   b) immediately thereafter, the securities of the Continuing Fund received by the Terminating Fund will be distributed to the unitholders of the Terminating Fund on a pro rata basis so that each unitholder will become a direct unitholder in the Continuing Fund;

   c) the Terminating Fund will be terminated and wound up as soon as practicable thereafter and in any event not later than March 31, 2008.

9. Unitholders of a Terminating Fund will continue to have the right to redeem their securities of the applicable Terminating Fund for cash at any time up to the close of business on January 17, 2008 (being the business day immediately preceding the anticipated merger date).

10. A unitholder of a Terminating Fund will receive a number of securities of the applicable Continuing Fund having a net asset value equal to the value of the securities of the Terminating Fund held by that unitholder.

11. All expenses related to the Transactions, including all brokerage expenses incurred in respect of any required sale of portfolio assets of the Terminating Funds, will be borne by the Manager.

12. No sales charges will be payable in connection with the acquisition by the Continuing Funds of the assets of the Terminating Funds.

13. Following the Transaction, the Continuing Funds will continue as a publicly offered open-end mutual fund trust and the Terminating Funds will be wound up as soon as reasonably practicable and in any event not later than March 31, 2008.

14. A press release and a material change report was filed on behalf of the Terminating Funds with the securities commissions of all provinces and territories with respect to the Transaction on August 30, 2007 under SEDAR.

15. A notice of meeting, a management information circular (the "Circular") and a proxy in connection with meetings of unitholders was mailed to unitholders of the Terminating Fund and the Continuing Fund commencing on or about October 15, 2007 and was filed on SEDAR on October 24, 2007.

16. Unitholders of the Terminating Funds approved the Transaction at a meeting held on November 9, 2007. At the same meeting, unitholders of Desjardins Select Global Equity Fund approved a change to the investment objective of that Continuing Fund. The Transaction relating to Desjardins Fidelity Global Fund was contingent upon the unitholders of Desjardins Select Global Equity Fund approving the Manager's proposed change to that Fund's investment objectives.

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

    a) the Transactions will not be structured as a "qualifying exchange" within the meaning of section 132.2 of the *Income Tax Act*;

    b) the investment objective of the Terminating Fund Desjardins Global Science and Technology Fund and the investment objective of the Continuing Fund Desjardins Global Equity Value Fund may not be considered to be substantially similar; and

    c) the meeting materials sent to unitholders of the Terminating Funds did not include the most recent simplified prospectus, annual and interim financial statements that have been made public for the Continuing Funds.

18. Unitholders of the Terminating Funds have been provided with information about the tax consequences of the Transactions in the Circular and they have considered this information prior to voting on the Transactions. It is anticipated that most of the Terminating Funds will be in loss positions meaning that most of the unitholders of the Terminating Funds will not be prejudiced and will not realize a capital gain as a result of the Transactions.

19. The fee structures of the Continuing Funds and the Terminating Funds are comparable.

20. The Circular which has been provided to unitholders of the Terminating Funds contained information regarding the Continuing Funds' investment objectives, investment advisers and investment strategies sufficient to consider the Transactions.

21. The Manager believes that the Transactions will benefit unitholders of the Terminating Funds in the following ways:

    a) unitholders of the Terminating Funds will enjoy increased economies of scale and lower fund operating expenses (which are borne indirectly by unitholders) as part of a larger combined Continuing Funds;

    b) to the extent that securities in the investment portfolio of a Terminating Fund are transferred to a Continuing Fund, there will be a savings in brokerage charges over a straight liquidation of those portfolio securities if the Terminating Fund was terminated;

    c) the Transactions will eliminate the administrative and regulatory costs of operating the Terminating Funds as separate mutual funds; and

    d) the Continuing Funds will have a portfolio of greater value allowing for increased portfolio diversification opportunities than the Terminating Funds.

22. The Circular sent to unitholders of the Terminating Funds prominently discloses that unitholders of the Terminating Funds can obtain the most recent interim and annual financial statements and the annual information form of the Continuing Fund at no cost from *www.sedar.com*, from the Manager's internet site, and by calling toll-free 1-866-666-1280.

23. The Circular sent to unitholders of the Terminating Funds include relevant extracts from Part A of the Prospectus and Part B of the Prospectus of the relevant Continuing Funds.

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 hereby approved.

"Josée Deslauriers"
Director of Capital Market

2.1.3 Capital Growth Financial, LLC - s. 6.1(1) of NI 31-102 National Registration Database and s. 6.1 of OSC Rule 13-502 Fees

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

Rules Cited

National Instrument 31-102 – National Registration Database (2007) 30 OSCB 5430, s. 6.1.
Ontario Securities Commission Rule 13-502 – Fees (2003) 26 OSCB 867, ss. 4.1, 6.1.

November 30, 2007

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

AND

IN THE MATTER OF
CAPITAL GROWTH FINANCIAL, LLC

DECISION
(Subsection 6.1(1) of National Instrument 31-102 – National Registration Database and Section 6.1 of Ontario Securities Commission Rule 13-502 – Fees)

UPON the Director having received the application of Capital Growth Financial, LLC (the **Applicant**) for an order pursuant to subsection 6.1(1) of National Instrument 31-102 – *National Registration Database* (**NI 31-102**) granting the Applicant relief from the electronic funds transfer requirement contemplated under NI 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 is organized as a limited liability company under the laws of the State of Florida in the United States. The head office of the Applicant is located in Boca Raton, Florida, USA.

2. The Applicant is registered as a broker-dealer with the United States Securities and Exchange Commission (**SEC**) and is a member of the Financial Industry Regulatory Authority (**FINRA**).

3. The Applicant is not a reporting issuer in any province or territory of Canada. The Applicant is in the process of applying to the Commission for registration under the Act as a dealer in the category of international dealer.

4. NI 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 the NRD by electronic pre-authorized debit (the **EFT Requirement**).

5. The Applicant anticipates encountering difficulties in setting up a Canadian based bank account for purposes of fulfilling the EFT Requirement.

6. The Applicant confirms that it is not registered in and does not intend to register in another category to which the EFT Requirement applies and that Ontario is the only jurisdiction in which it is seeking registration.

7. 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**).

8. 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 NI 31-102, that the Applicant is granted an exemption from the EFT Requirement for so long as the Applicant:

A. makes acceptable alternative arrangements with CDS for the payment of NRD fees and makes such payment within ten (10) business days of the date of the NRD filing or payment due date;

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 other Canadian 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, 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"
Manager, Registrant Regulation
Ontario Securities Commission

2.1.4 BGB Securities, Inc. - s. 6.1(1) of NI 31-102 National Registration Database and s. 6.1 of OSC Rule 13-502 Fees

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

Rules Cited

National Instrument 31-102 – National Registration Database (2007) 30 OSCB 5430, s. 6.1.
Ontario Securities Commission Rule 13-502 – Fees (2003) 26 OSCB 867, ss. 4.1, 6.1.

November 30, 2007

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

AND

IN THE MATTER OF
BGB SECURITIES, INC.

DECISION
(Subsection 6.1(1) of National Instrument 31-102 – National Registration Database and Section 6.1 of Ontario Securities Commission Rule 13-502 – Fees)

UPON the Director having received the application of BGB Securities, Inc. (the **Applicant**) for an order pursuant to subsection 6.1(1) of National Instrument 31-102 – *National Registration Database* (**NI 31-102**) granting the Applicant relief from the electronic funds transfer requirement contemplated under NI 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 the Director having considered 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 is organized as a corporation under the laws of the State of Delaware in the United States. The head office of the Applicant is located in Arlington, Virginia, USA.

2. The Applicant is registered with the United States Securities and Exchange Commission as a broker-dealer and is a member of the Financial Industry Regulatory Authority (**FINRA**).

3. The Applicant is not a reporting issuer in any province or territory of Canada. The Applicant is registered under the Act as a dealer, in the category of international dealer.

4. NI 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 (the **EFT Requirement**).

5. The Applicant currently relies on a third party agent with a commercial banking account in Canada to pay its fees. For business reasons the Applicant no longer wishes to rely on such agent, however the Applicant anticipates encountering difficulties in setting up a Canadian based bank account for purposes of fulfilling the EFT Requirement.

6. The Applicant confirms that it is not registered, and does not intend to register in another category to which the EFT Requirement applies and that Ontario is the only jurisdiction in which it is registered.

7. 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**).

8. 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 NI 31-102 that the Applicant is granted an exemption from the EFT Requirement for so long as the Applicant:

(a) makes acceptable alternative arrangements with CDS for the payment of NRD fees and makes such payment within ten (10) business days of the date of the NRD filing or payment due date;

(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 other Canadian 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, 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"
Manager, Registrant Regulation
Ontario Securities Commission

2.1.5 Ethical Funds Inc. and Credential Money Market Fund - MRRS Decision

Headnote

Mutual Reliance Review System for Exemptive Relief Applications - Securities Act s. 130 - Relief from certain self-dealing restrictions in Part 15 of the Act - A mutual fund wants relief from s. 127(1)(b) of the Act so that it can sell the securities of an issuer to the account of a responsible person - The fund manager manages funds that invested in ABCP that did, at the time of the investment, and does as of the date of the application, comply with the investment restrictions in NI 81-102; market conditions for the ABCP have deteriorated rapidly and unexpectedly, which is adversely affecting the liquidity of the ABCP; the fund manager is concerned that continuing to hold the ABCP may impact the confidence of investors in the funds and may result in excessive redemption requests; the fund manager or an affiliate of the fund manager wants to purchase the ABCP from the funds at a price equal to the cost plus accrued interest; this is the same value used for other commercial paper investments held by the funds; an independent review committee (IRC) has been appointed but the committee is not yet fully compliant with NI 81-107 Independent Review Committee for Investment Funds; although the IRC is not operational and is unable to review the transaction, the IRC members have represented in the decision document that the sales are in the best interests of the Fund.

Applicable Legislative Provisions

Securities Act, ss. 127(1)(b), 130.

October 31, 2007

IN THE MATTER OF
THE SECURITIES LEGISLATION OF
BRITISH COLUMBIA, ALBERTA, SASKATCHEWAN,
ONTARIO, NEW BRUNSWICK, NOVA SCOTIA
AND NEWFOUNDLAND
(the Jurisdictions)

AND

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

AND

IN THE MATTER OF
ETHICAL FUNDS INC.
(the Filer)

AND

IN THE MATTER OF
CREDENTIAL MONEY MARKET FUND
(the Fund)

MRRS DECISION DOCUMENT

Background

The local securities regulatory authority or regulator (Decision Maker) in each of the Jurisdictions has received an application (the Application) from the Filer on behalf of the Filer and Central Financial Corporation (1989) Ltd. (CFC) for relief from the prohibition in the securities legislation of the Jurisdictions that prohibits a portfolio manager or a responsible person (depending on the Jurisdiction) from causing a portfolio managed by it or a mutual fund (depending on the Jurisdiction) to purchase or sell securities of any issuer from or to the account of a responsible person, an associate of a responsible person, or to the portfolio manager, in order to permit the sale of all or any of the asset-backed commercial paper (ABCP), issued by the issuer listed in Schedule A and owned by the Fund on the date of the Application, to CFC;

Under the Mutual Reliance Review System (MRRS)

(a) the British Columbia Securities Commission is the principal regulator for the Application; and

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

Interpretation

Defined terms contained in National Instrument 14-101 – *Definitions* and in NI 81-102 have the same meaning in this MRRS decision document unless they are otherwise defined in this decision.

Representations

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

1. the Filer is a corporation incorporated under the federal laws of Canada, with a head office in Vancouver, British Columbia;

2. the Filer is the manager and trustee of the Fund;

3. CFC is the portfolio manager of the Fund. CFC is a wholly-owned subsidiary of Credit Union Central of British Columbia, which also owns 35.3% of the common shares of the Filer;

4. the Filer calculates the net asset value of the Fund;

5. the Fund is a reporting issuer in each of the Jurisdictions;

6. the Fund owns ABCP issued by the conduit issuers listed in Schedule A; as of the date of the Application, the face value of the ABCP held by the Fund was approximately $4,010,000;

7. ABCP is short-term commercial paper with a term to maturity typically between 90 and 180 days;

8. the ABCP owned by the Fund has a term to maturity of 91 days and matured on August 13, 2007;

9. the ABCP owned by the Fund had, when acquired, and continued to have, as of the date of the Application, an approved credit rating within the meaning of NI 81-102;

10. the Filer has determined that the appropriate method to value the ABCP owned by the Fund is cost plus accrued interest which is the valuation methodology used in respect of other commercial paper investments held by the Fund;

11. the Filer has determined that the ABCP owned by the Fund is appropriately valued at cost plus accrued interest;

12. the Filer has determined that current liquidity problems affecting the ABCP market may have an impact on the confidence of investors in the Fund and may result in unusual levels of redemption requests by investors in the Fund;

13. the Filer wishes to ensure that the Fund is able to meet any redemption requests received by the Fund;

14. in order to ensure an appropriate level of confidence of investors in the Fund, if CFC determines that a sale of all or any of the ABCP held by the Fund to CFC is in the best interests of the Fund, CFC will acquire all, or such lesser portion as CFC may determine, of the ABCP held by the Fund as of the date of the Application and issued by the issuers listed on Schedule A, at a price per security equal to cost plus accrued interest as of the date the transaction occurs; CFC proposes to acquire the ABCP by payment in cash and the proceeds of the sale will be invested in eligible securities for the Fund; such transactions may occur during the period between the date the Requested Relief is granted and October 31, 2007;

15. the Filer has appointed the initial members of the Fund's independent review committee (IRC) in accordance with National Instrument 81-107 – *Independent Review Committee for Investment Funds*, but as of the date of this Application, the IRC is not operational; and

16. the members of the IRC, as an *ad hoc* committee, have approved the making of the Application on behalf of the Fund and the completion of the transaction contemplated therein as being in the best interests of the Fund.

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 in respect of the Fund on the condition that:

(a) CFC determines that the sale is in the best interests of the Fund;

(b) the sale occurs during the period between the date hereof and October 31, 2007; and

(c) the price per security is equal to cost plus accrued interest.

"Martin Eady, CA"
Director, Corporate Finance
British Columbia Securities Commission

Schedule A

THIRD PARTY ABCP CONDUITS

Rocket Trust

2.1.6 Rand A Technology Corporation - MRRS Decision

Headnote

Subsection 1(10) of the Securities Act – Application by reporting issuer for an order that it is not a reporting issuer – Requested relief granted.

Applicable Ontario Statutory Provisions

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

December 7, 2007

IN THE MATTER OF
THE SECURITIES LEGISLATION OF
ALBERTA, SASKATCHEWAN, MANITOBA,
ONTARIO, QUEBEC, NEW BRUNSWICK,
NOVA SCOTIA, NEWFOUNDLAND AND LABRADOR,
(the Jurisdictions)

AND

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

AND

IN THE MATTER OF
RAND A TECHNOLOGY CORPORATION
(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 for the Filer for a decision under the securities legislation of the Jurisdictions (the **Legislation**) that the Filer is not a reporting issuer (the **Requested Relief**).

Under the Mutual Reliance Review System (**MRRS**) 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 meanings in this decision unless they are defined in this decision.

In this decision,

> **"Arrangement"** means the acquisition by the Ampersand Entities through their affiliated company, Acquireco, of all issued and outstanding common shares in the capital of the Filer for cash consideration of CDN $2.10 per common share pursuant to a court-approved plan of arrangement under Section 182 of the Business Corporations Act (Ontario);
>
> **"Acquireco"** means 2144258 Ontario Inc.; and
>
> **"Ampersand Entities"** means Ampersand 2001 Limited Partnership, Ampersand 2001 Companion Fund Limited Partnership and Ampersand 2006 Limited Partnership.

Representations

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

1. the Filer is a corporation governed by the laws of Ontario with its head office in Mississauga, Ontario;

2. pursuant to an arrangement agreement dated as of August 13, 2007 among the Ampersand Entities, Acquireco and the Filer, Acquireco agreed to acquire all of the issued and outstanding common shares in the capital of the Filer;

3. the Arrangement was approved by 77.31% of the votes cast at the Filer's special meeting of shareholders held on October 30, 2007, as well as by 75.15% of the votes cast at such meeting excluding the common shares held by two of the Filer's directors who had an interest in the Arrangement and who were required to be excluded pursuant to the minority approval provisions of applicable securities laws;

4. the Arrangement was also approved by the Ontario Superior Court of Justice at the final order hearing held on October 31, 2007;

5. the Arrangement was completed on November 1, 2007. Following the closing of the Arrangement, which was effective as at November 1, 2007, Acquireco became the sole owner of all of the outstanding common shares of the Filer. Upon completion of the Arrangement, the Filer's outstanding securities consisted solely of common shares;

6. the common shares of the Filer were de-listed from the Toronto Stock Exchange effective at the close on November 5, 2007;

7. the Filer is a reporting issuer in each of the Jurisdictions and is not in default of any of the reporting obligations under the Legislation, other than its obligation to file by November 14, 2007 interim financial statements, related management's discussion and analysis and certificates in respect of the interim period ended September 30, 2007;

8. as Acquireco became the sole beneficial holder of all of the issued and outstanding common shares of the Filer prior to the date upon which the Filer was required to file its interim financial statements and related management's discussion and analysis, the Filer has not prepared or filed its interim financial statements, related management's discussion and analysis or certificates;

9. the outstanding securities of the Filer, 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;

10. no securities of the Filer are traded on a marketplace as defined in National Instrument 21-101 *Marketplace Operation*;

11. the Filer has no current intention to seek public financing by way of an offering of securities in Canada or to list in securities on any stock exchange or market in Canada;

12. no other securities of the Filer are publicly held; and

13. upon the grant of the Requested Relief, the Filer will not be a reporting issuer or the equivalent in any jurisdiction of Canada.

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.

"James E. A. Turner"
Vice-Chair
Ontario Securities Commission

"Wendell S. Wigle"
Commissioner
Ontario Securities Commission

2.1.7 PLM Group Ltd. - s. 1(10)

Headnote

Mutual Reliance Review System for Exemptive Relief Applications – application for an order that the issuer is not a reporting issuer.

Ontario Statutes

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

December 6, 2007

Stikeman Elliott LLP
1155 René Lèvesque Blvd. West
40th Floor
Montréal, QC H3B 3V2

Attention: Jean-François Laroche

Dear M. Laroche:

Re: PLM Group Ltd. (the "Applicant") – application for an order not to be a reporting issuer under the securities legislation of Ontario and Alberta (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 not 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 marketplace as defined in National Instrument 21-101 Marketplace Operation;
- the Applicant is applying for relief not 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 not a reporting issuer.

"Erez Blumberger"
Manager, Corporate Finance
Ontario Securities Commission

2.1.8 CCS Inc. - s. 1(10)

Headnote

Mutual Reliance Review System for Exemptive Relief Applications – application for an order that the issuer is not a reporting issuer.

Ontario Statutes

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

December 6, 2007

Burnet, Duckworth & Pamer LLP
1400, 350 - 7 Avenue SW
Calgary, AB T2P 3N9

Attention: Grant A. Mackenzie

Dear Sir:

Re: CCS Inc. (the Applicant) - Application to Cease to be a Reporting Issuer under the securities legislation of Alberta, Saskatchewan, Manitoba, Ontario, Québec, Nova Scotia and Newfoundland and Labrador (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 6th day of December, 2007.

"Blaine Young"
Associate Director, Corporate Finance
Alberta Securities Commission

2.1.9 TD Asset Management Inc. and TD World Bond Pool - MRRS Decision

Headnote

Mutual Reliance Review System for Exemptive Relief Applications – Exemption from section 2.1(1) of National Instrument 81-102 Mutual Funds to permit mutual funds to investment more than 10 percent of net assets in debt securities issued by a foreign government or supranational agency – mutual funds include global bond fund.

Applicable Legislative Provisions

National Instrument 81-102 Mutual Funds, ss. 2.1(1), 19.1.

November 30, 2007

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
TD ASSET MANAGEMENT INC.
("TDAM")

AND

TD WORLD BOND POOL
(the "Fund")

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 TDAM on behalf of the Fund for a decision under the securities legislation of the Jurisdictions (the "**Legislation**") for an exemption pursuant to Section 19.1 of National Instrument 81-102 - *Mutual Funds* ("**NI 81-102**") from subsection 2.1(1) of NI 81-102 (the "**Concentration Restriction**") to permit the Fund to invest up to:

1. 20 percent of its net assets, taken at market value at the time of purchase, in evidences of indebtedness of any one issuer if those evidences of indebtedness are issued, or guaranteed fully as to principal and interest, by supranational

agencies or governments other than the government of Canada, the government of a province or territory of Canada or the government of the United States of America and are rated "AA" by Standard & Poor's, or have an equivalent rating by one or more other approved credit rating organizations; and

2. 35 percent of its net assets, taken at market value at the time of purchase, in evidences of indebtedness of any one issuer if those evidences of indebtedness are issued, or guaranteed fully as to principal and interest, by supranational agencies or governments other than the government of Canada, the government of a province or territory of Canada or the government of the United States of America and are rated "AAA" by Standard & Poor's, or have an equivalent rating by one or more other approved credit rating organizations (collectively, the "**Requested Relief"**).

Under the Mutual Reliance Review System for Exemptive Relief Applications:

(a) the Ontario Securities Commission ("**OSC**") 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 TDAM:

1. TDAM is registered with all the provincial and territorial securities regulators as an investment counselor and portfolio manager or their equivalents, registered as a limited market dealer with the OSC and the Securities Commission of Newfoundland and Labrador, and registered as a commodity trading manager with the OSC.

2. TDAM is the trustee, manager and portfolio adviser of the Fund.

3. The Fund is a mutual fund that is subject to NI 81-102 and is a reporting issuer in each of the Jurisdictions.

4. The investment objective of the Fund is to seek to earn interest income by investing primarily in, or gaining exposure to, fixed income securities of issuers from anywhere in the world.

5. The Fund invests primarily in fixed-income securities of governments, government agencies, supranational organizations or companies located anywhere in the world. In addition to investment-grade debt securities, the portfolio adviser may also invest in non-investment-grade debt securities and/or emerging market debt.

6. As a result of the Concentration Restriction, the Fund is restricted from purchasing a security of an issuer or entering into a specified derivatives transaction if, immediately after the transaction, more than 10 percent of the net assets of the Fund would be invested in securities of any issuer.

7. The Concentration Restriction does not apply to a purchase of a "government security", which, under NI 81-102, means an evidence of indebtedness issued, or fully and unconditionally guaranteed as to principal and interest, by any of the government of Canada, the government of a Jurisdiction or the government of the United States of America.

8. In some jurisdictions, the securities of the government are the predominant liquid or rated debt available. Accordingly, government securities in such jurisdictions are the Fund's strongly favoured means to gain exposure to those jurisdictions.

9. The increased maximum thresholds help reduce transaction costs and increase the speed of obtaining desired investment exposure for the Fund.

10. The Requested Relief will enable the Fund to better achieve its investment objectives of earning interest income by investing primarily in, or gaining exposure to, fixed income securities of issuers from anywhere in the world.

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:

(1) paragraphs (a) and (b) of the Requested Relief cannot be combined for any one issuer;

(2) the securities that are purchased pursuant to this Decision are traded on a mature and liquid market;

(3) the acquisition of the securities purchased pursuant to this Decision is consistent with the fundamental investment objective of the Fund;

(4) the simplified prospectus of the Fund discloses the additional risks associated with the concentration of the net assets of the Fund in securities of fewer issuers, such as the potential additional exposure to the risk of default of the issuer in which the Fund has so invested and the risks, including foreign exchange risks, of investing in the country in which that issuer is located; and

(5) the simplified prospectus of the Fund discloses, in the investment strategy section, the details of the Requested Relief above along with the conditions imposed and the type of securities covered by this Decision.

"Leslie Byberg"
Acting Director, Investment Funds Branch
Ontario Securities Commission

2.1.10 Fuller & Thaler Asset Management, Inc. - s. 6.1(1) of NI 31-102 National Registration Database and s. 6.1 of OSC Rule 13-502 Fees

Headnote

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

Rules Cited

National Instrument 31-102 National Registration Database (2007) 30 OSCB 5430, s. 6.1.
Ontario Securities Commission Rule 13-502 Fees (2003) 26 OSCB 867, ss. 4.1 and 6.1.

December 11, 2007

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

AND

IN THE MATTER OF
FULLER & THALER ASSET MANAGEMENT, INC.

DECISION
(Subsection 6.1(1) of National Instrument 31-102 National Registration Database and Section 6.1 of Ontario Securities Commission Rule 13-502 Fees)

UPON the Director having received the application of Fuller & Thaler Asset Management, Inc. (the **Applicant**) for an order pursuant to subsection 6.1(1) of National Instrument 31-102 *National Registration Database* (**NI 31-102**) granting the Applicant relief from the electronic funds transfer requirement contemplated under NI 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 is a corporation formed under the laws of the State of California in the United States. The head office of the Applicant is located in San Mateo, California. The Applicant is not a reporting issuer in any province or territory of Canada. The Applicant is seeking registration under the Act as an international adviser.

2. The Applicant is registered as an Investment Adviser with the United States Securities and Exchange Commission and such registration is in good standing.

3. NI 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 (the **electronic funds transfer requirement** or **EFT Requirement**).

4. The Applicant anticipates encountering difficulties in setting up a Canadian based bank account for purposes of fulfilling the EFT Requirement.

5. The Applicant confirms that it is not registered, does not intend to register in another category to which the EFT Requirement applies and that Ontario is the only jurisdiction in which it is seeking registration.

6. 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**).

7. 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 NI 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 and makes such payment within ten (10) business days of the date of the NRD filing or payment due date;

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 other Canadian 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"
Manager, Registrant Regulation
Ontario Securities Commission

2.1.11 Marathon Oil Corporation and 1339971 Alberta Ltd. - MRRS Decision

Headnote

Mutual Reliance Review System for Exemptive Relief Applications – Filer obtaining relief from continuous disclosure requirements, certification requirements, audit committee requirements, corporate governance disclosure requirements, insider reporting requirements and SEDI requirements in connection with a plan of arrangement, relief granted subject to conditions.

Applicable Ontario Statutory Provisions

Securities Act, R.S.O. 1990, c. S.5, as am., ss. 107, 108, 121(2)(a)(ii).
National Instrument 51-102 Continuous Disclosure Requirements.
Multilateral Instrument 52-109 Certification of Disclosure in Issuers' Annual and Interim Filings.
Multilateral Instrument 52-110 Audit Committees.
National Instrument 58-101 Disclosure of Corporate Governance Practices.
National Instrument 55-102 System for Electronic Disclosure by Insiders.

Citation: Marathon Oil Corporation, 2007 ABASC 835

November 29, 2007

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

AND

IN THE MATTER OF
THE MUTUAL RELIANCE REVIEW SYSTEM
FOR EXEMPTIVE RELIEF APPLICATION S

AND

IN THE MATTER OF
MARATHON OIL CORPORATION (MARATHON) AND
1339971 ALBERTA LTD. (ACQUISITIONCO),
(MARATHON AND ACQUISITIONCO ARE
COLLECTIVELY REFERRED TO AS THE FILER)

MRRS DECISION DOCUMENT

Background

1. 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 each of the Jurisdictions (the **Legislation**) that:

   (a) the requirements contained in National Instrument 51-102 Continuous Disclosure Obligations (**NI 51-102**) (the **Continuous Disclosure Requirements**) shall not apply to AcquisitionCo (the **Continuous Disclosure Relief**);

   (b) the requirements contained in Multilateral Instrument 52-109 Certification of Disclosure in Issuers' Annual and Interim Filings (**MI 52-109**) (the **Certification Requirements**) shall not apply to AcquisitionCo (the **Certification Relief**);

   (c) each of the requirements contained in (i) Multilateral Instrument 52-110 Audit Committees (**MI 52-110**), (ii) in Alberta only, section 171(1) of the Business Corporations Act (Alberta) (the "**ABCA**") and (iii) in British Columbia only, BC Instrument 52-509 Audit Committees (collectively, the **Audit Committee Requirements**) shall not apply to AcquisitionCo (the **Audit Committee Relie**f);

(d) the requirements contained in National Instrument 58-101 Disclosure of Corporate Governance Practices (**NI 58-101**) (the **Corporate Governance Disclosure Requirements**) shall not apply to AcquisitionCo (the **Corporate Governance Disclosure Relief**);

(e) the requirements contained in the Legislation with respect to insider reporting and the filing of an insider profile (the **Insider Reporting Requirements**) shall not apply to any insider of AcquisitionCo and AcquisitionCo (the **Insider Reporting Relief**); and

(f) the requirements contained in National Instrument 55-102 System for Electronic Disclosure by Insiders (SEDI) (**NI 55-102**) (the **SEDI Requirements**) shall not apply to any insider of AcquisitionCo and AcquisitionCo (the **SEDI Relief**),

in each case provided that certain conditions are satisfied as set forth below.

2. Under the Mutual Reliance Review System for Exemptive Relief Applications:

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

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

Interpretation

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

Representations

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

The Arrangement Agreement

(a) Western Oil Sands Inc. ("**Western**"), Marathon, AcquisitionCo and WesternZagros Resources Inc. ("**WesternZagros**") entered into an arrangement agreement dated July 30, 2007, as amended and restated on September 14, 2007 and as further amended on October 16, 2007 (the "**Arrangement Agreement**").

The Arrangement

(b) Under the terms of the Arrangement Agreement, Marathon acquired all of the issued and outstanding common shares of Western (the **Western Shares**) through its indirect wholly-owned subsidiary, AcquisitionCo, for consideration consisting of cash, shares of Marathon common stock (**Marathon Shares**), exchangeable shares in the capital of AcquisitionCo (**Exchangeable Shares**) or a combination thereof. Holders of Western Shares (the **Western Shareholders**) also received securities of a newly incorporated company, WesternZagros Resources Ltd. (**New WesternZagros**) which, together with its subsidiaries, will carry on the business of WesternZagros in the Federal Region of Kurdistan in Northern Iraq. Western Shareholders received one New WesternZagros Share (as defined below) and one-tenth of one New WesternZagros Warrant (as defined below) for each Western Share held. The Arrangement was implemented by way of a court-approved plan of arrangement (the **Plan of Arrangement**) under the ABCA pursuant to the terms of the Arrangement Agreement.

(c) The Arrangement required, among other things: (i) an application to the Court of Queen's Bench of Alberta (the **Court**) for an interim order (the **Interim Order**) requesting that certain requirements and procedures be specified for a special meeting (the **Western Meeting**) of the Western Shareholders for the purpose of approving the Arrangement; (ii) the approval of the Western Shareholders at the Western Meeting requiring the affirmative vote of not less than 662/3% of the votes validly cast at the Western Meeting by Western Shareholders; and (iii) the final approval of the Court (the **Final Order**). The Interim Order was granted by the Court on September 14, 2007. At the Western Meeting, Western Shareholders voted 99.3% in favour of the Arrangement. The Final Order was granted by the Court on October 16, 2007.

(d) Upon the Arrangement becoming effective, in accordance with elections made by Western Shareholders and subject to pro-ration, each issued and outstanding Western Share was exchanged for:

(i) Cdn. $35.50 in cash (the **Cash Consideration**);

(ii) 0.5932 of a Marathon Share (the **Marathon Share Consideration**);

(iii) 0.5932 of an Exchangeable Share (other than Western Shareholders who are non-residents of Canada for purposes of the Income Tax Act (Canada) (the **ITA**) and Western Shareholders that are exempt from tax under Part I of the ITA who are not entitled to elect to receive Exchangeable Shares) (the **Exchangeable Share Consideration**); or

(iv) a combination thereof.

(e) In addition, each Western Shareholder received, for each Western Share held, one common share in the capital of New WesternZagros (a **New WesternZagros Share**) and one tenth of a common share purchase warrant to purchase shares of New WesternZagros (**New WesternZagros Warrant**). Each whole New WesternZagros Warrant entitles the holder thereof to purchase one New WesternZagros Share at a price of $2.50 until the date which is three months from the effective date of the Arrangement (the **Effective Date**).

(f) Western Shareholders received, in aggregate, cash in respect of approximately 65% of the outstanding Western Shares and Marathon Shares and Exchangeable Shares in respect of approximately 35% of the outstanding Western Shares.

(g) The Arrangement became effective on October 18, 2007.

(h) The Western Shares have been delisted from the Toronto Stock Exchange (the **TSX**). The Exchangeable Shares will not be listed on any stock exchange. The Marathon Shares issued pursuant to the Arrangement and issuable upon exchange of the Exchangeable Shares have been listed on the New York Stock Exchange. The New WesternZagros Shares and the New WesternZagros Warrants have been listed on the TSX Venture Exchange.

(i) The Exchangeable Shares, Marathon Shares, New WesternZagros Shares and New WesternZagros Warrants issued to Western Shareholders pursuant to the Arrangement together with the Marathon Shares issuable upon the exchange of the Exchangeable Shares were issued pursuant to an exemption from the prospectus and registration requirements of applicable Canadian securities laws under section 2.11 of National Instrument 45-106 Prospectus and Registration Exemptions and will generally not be subject to any resale restrictions under applicable Canadian securities laws (provided the conditions set out in Subsection 2.6(3) of National Instrument 45-102 Resale Restrictions are satisfied).

(j) Upon completion of the Arrangement, each of Marathon, AcquisitionCo and New WesternZagros became a reporting issuer in certain of the provincial jurisdictions in which Western is a reporting issuer, by virtue of the completion of the Arrangement with Western.

AcquisitionCo

(k) AcquisitionCo is an indirect subsidiary of Marathon incorporated under the laws of the Province of Alberta for the purpose of implementing the Arrangement. AcquisitionCo undertook various issuances and exchanges of securities in connection with the Arrangement.

(l) The authorized capital of AcquisitionCo consists of an unlimited number of common shares, an unlimited number of Exchangeable Shares and an unlimited number of preferred shares, issuable in series. As of September 14, 2007, there was one common share of AcquisitionCo issued and outstanding, which was held by Marathon International Oil Company (an indirect subsidiary of Marathon). Each Exchangeable Share will initially be exchangeable on a one-for-one basis for Marathon Shares. The Exchangeable Shares have economic and voting rights that are, as nearly as practicable, the same as the rights of Marathon Shares, including the right to vote at meetings of holders of Marathon Shares. In addition, the exchange ratio for the Exchangeable Shares will be adjusted from time to time to account for cash dividends paid by Marathon on the Marathon Shares. Following the completion of the Arrangement, all of the outstanding Exchangeable Shares are held by former Western Shareholders who elected to receive Exchangeable Shares in exchange for their Western Shares pursuant to the Arrangement. Prior to the Effective Date, the board of directors of AcquisitionCo established the first series of preferred shares of AcquisitionCo designated as "preferred shares, special series 1". One preferred share, special series 1 (the **Special Preferred Share**) was authorized for issuance and such share was issued to a third party, which is not affiliated with Marathon, in consideration for services rendered. The Special Preferred Share does not have any voting rights and the holder of the Special Preferred Share is not entitled to receive notice of or to attend any meetings of shareholders of AcquisitionCo, except as otherwise provided by the ABCA. AcquisitionCo will redeem, to the extent it has legally available funds therefor, the Special Preferred Share on December 31, 2012 (the

Redemption Date) at a redemption price per share equal to US$65,000 plus accrued and accumulated and unpaid dividends thereon to the Redemption Date.

(m) The Continuous Disclosure Relief, the Certification Relief, the Audit Committee Relief, the Corporate Governance Disclosure Relief, the Insider Reporting Relief and the SEDI Relief under the Legislation were each designed to apply to issuers of exchangeable securities in circumstances where the continuous disclosure, insider reporting, audited financial information and other information relevant to holders of securities of the issuer of the exchangeable shares is the information of the issuer of the underlying securities (which, in the current context, is Marathon). The aforementioned exemptions under the Legislation will technically not be available to AcquisitionCo upon completion of the Arrangement as a result of the issuance by AcquisitionCo of the Special Preferred Share, which is held by a third party.

(n) Holders of Exchangeable Shares will have a participating interest determined by reference to Marathon, rather than to AcquisitionCo, as a result of the substantial economic and voting equivalence between the Exchangeable Shares (and ancillary rights) and Marathon Shares. The relevant continuous disclosure, insider reporting, audited financial information and other relevant information will be provided in respect of Marathon.

Decision

5. Each of the Decision Makers is satisfied that the tests contained in the Legislation that provides the Decision Maker with the jurisdiction to make the decisions described herein have been met.

6. The decision of the Decision Makers under the Legislation is that the Continuous Disclosure Relief, the Certification Relief, the Audit Committee Relief and the Corporate Governance Disclosure Relief are granted for so long as:

(a) Marathon remains the direct or indirect beneficial owner of all of the issued and outstanding voting securities of AcquisitionCo;

(b) Marathon remains an SEC issuer (as defined in section 1.1 of NI 51-102) with a class of securities listed or quoted on a U.S. marketplace (as defined in section 1.1 of NI 51-102) that has filed all documents it is required to file with the SEC;

(c) AcquisitionCo does not issue any securities other than:

(i) the Special Preferred Share;

(ii) the Exchangeable Shares;

(iii) securities issued to and held by Marathon or any affiliate of Marathon;

(iv) debt securities issued to and held by banks, loan corporations, loan and investment corporations, savings companies, trust corporations, treasury branches, savings or credit unions, financial services cooperatives, insurance companies or other financial institutions; or

(v) securities issued under exemptions from the registration requirement and prospectus requirement in section 2.35 of National Instrument 45-106 Prospectus and Registration Exemptions,

(d) AcquisitionCo files on SEDAR copies of all documents that Marathon is required to file with the SEC under the 1934 Act, at the same time as, or as soon as practicable after, the filing by Marathon of those documents with the SEC;

(e) AcquisitionCo concurrently sends to all holders of Exchangeable Shares, in the manner and at the time required by U.S. laws (as defined in section 1.1 of NI 51-102) and the requirements of any U.S. marketplace (as defined in section 1.1 of NI 51-102) on which securities of Marathon are listed or quoted, all disclosure materials that are sent to Marathon Shareholders;

(f) Marathon complies with U.S. laws (as defined in section 1.1 of NI 51-102) and the requirements of any U.S. marketplace (as defined in section 1.1 of NI 51-102) on which the securities of Marathon are listed or quoted in respect of making public disclosure of material information on a timely basis, and immediately issues in Canada and files on SEDAR any news release that discloses a material change in its affairs;

(g) AcquisitionCo complies with the requirements of the Legislation to issue a news release and file a material change report on SEDAR in accordance with Part 7 of NI 51-102 for all material changes in respect of the affairs of AcquisitionCo that are not also material changes in the affairs of Marathon; and

(h) Marathon includes in all mailings of proxy solicitation materials to holders of Exchangeable Shares a clear and concise statement that:

(i) explains the reason the mailed material relates solely to Marathon;

(ii) indicates that the Exchangeable Shares are intended to be, to the extent possible, the economic equivalent of Marathon Shares; and

(iii) describes the voting rights associated with the Exchangeable Shares,

and the Insider Reporting Relief and SEDI Relief are granted for so long as:

(i) no insider of AcquisitionCo receives, in the ordinary course, information as to material facts or material changes concerning Marathon before the material facts or material changes are generally disclosed;

(j) no insider of AcquisitionCo is an insider of Marathon in any capacity other than by virtue of being an insider of AcquisitionCo;

(k) Marathon remains the direct or indirect beneficial owner of all of the issued and outstanding voting securities of AcquisitionCo;

(l) Marathon remains an SEC issuer (as defined in section 1.1 of NI 51-102); and

(m) AcquisitionCo does not issue any securities other than:

(i) the Special Preferred Share;

(ii) the Exchangeable Shares;

(iii) securities issued to and held by Marathon or any affiliate of Marathon;

(iv) debt securities issued to and held by banks, loan corporations, loan and investment corporations, savings companies, trust corporations, treasury branches, savings or credit unions, financial services cooperatives, insurance companies or other financial institutions; or

(v) securities issued under exemptions from the registration requirement and prospectus requirement in section 2.35 of National Instrument 45-106 Prospectus and Registration Exemptions.

"Agnes Lau", CA
Associate Director, Corporate Finance
Alberta Securities Commission

2.2. Orders

2.2.1 Investors Group Securities Inc. - s. 74(1)

Subsection 74(1) of the Securities Act (Ontario) – relief from the registration requirements of paragraph 25(1)(a) of the Act granted to non-Ontario registered salespersons of the Applicant trading on behalf of an Ontario charitable foundation in connection with a charitable giving program.

Applicable Ontario Statutory Provisions

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

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

AND

IN THE MATTER OF
INVESTORS GROUP SECURITIES INC.

ORDER
(Subsection 74(1))

UPON the application (the **Application**) of Investors Group Securities Inc. (the **Applicant**) to the Ontario Securities Commission (the **Commission**) for an order pursuant to subsection 74(1) of the Act that the dealer registration requirements contained in paragraph 25(1)(a) of the Act (the **Dealer Registration Requirements**) shall not apply to the salespersons, investment representatives, consultants, or financial advisers (collectively, the **Salespersons**) of the Applicant, in respect of trading on behalf of a public foundation (the **Foundation**, as described below) in connection with the Applicant's charitable gift program (the **Investors Group Charitable Giving Program**, as described below);

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

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

The Applicant

1. The Applicant is a corporation incorporated under the *Canada Business Corporation Act* and is registered as a dealer in the category of investment dealer in Ontario and in all other provinces and territories in Canada. The Applicant is also a member of the Investment Dealers Association of Canada (the **IDA**).

The Salespersons

2. Each Salesperson is an independent contractor of the Applicant and is registered in one or more provinces or territories in Canada as a salesperson of the Applicant. Each Salesperson is also approved by the IDA as a registered representative.

The Foundation

3. The Strategic Charitable Giving Foundation (the **Foundation**) is an independent non-profit charitable organization with registered charitable status as a public foundation under the *Income Tax Act* (Canada) (the **Tax Act**). The Foundation was formed by Mackenzie Financial Corporation (**Mackenzie**), Investors Group Financial Services Inc. (**Investors**) and Quadrus Investment Services Ltd. (**Quadrus**, together with the Applicant, Mackenzie and Investors, the **Affiliates**), all of which are affiliates of the Applicant. The head office of the Foundation is located in Ontario.

4. The purpose of the Foundation is to support charities and other permitted entities as defined under the Tax Act (**Qualified Donees**) through charitable gifts received from donors. The Foundation specializes in the management and administration of donor-advised charitable gift funds and has entered into agreements with the Affiliates in connection with charitable giving programs.

Mackenzie

5. Mackenzie is a corporation governed by the laws of Ontario. Mackenzie is registered as an adviser in the categories of investment counsel and portfolio manager in each of Ontario, Manitoba and Alberta, as a dealer in the category of limited market dealer in Ontario and also as a commodity trading counsel & commodity trading manager in Ontario.

6. Mackenzie, pursuant to a charitable administration services agreement with the Foundation, serves as the Foundation's charitable administrative services provider to assist with the charitable back-office functions for all of the Foundation's charitable giving programs.

7. Mackenzie is not a registered mutual fund dealer or investment dealer in Ontario and does not have an internal team of representatives to serve as its sales force. Instead Mackenzie relies upon a diversified network of third party representatives (the **Third Party Representatives**) and their sponsoring mutual fund dealer or investment dealer firms (the **Mackenzie Network Dealers**) to distribute its products.

8. Mackenzie has entered into an agreement with the Foundation to establish a charitable giving program known as the "Mackenzie Charitable Giving Program".

Investors

9. Investors is a corporation governed by the laws of Canada. Investors is registered as a dealer in the category of mutual fund dealer, or equivalent, in all provinces and territories of Canada, and is a member of the Mutual Fund Dealers Association of Canada (the **MFDA**). Investors distributes its services through a sales force of representatives (the **Investor Representatives**) that are registered under the applicable legislation of all provinces and territories of Canada as salespersons, or the equivalent, of the Applicant.

10. Investors has entered into an agreement with the Foundation to establish a charitable giving program known as the "Investors Group Charitable Giving Program".

Quadrus

11. Quadrus is a corporation governed by the laws of Canada and Quadrus is registered as a dealer in the category of mutual fund dealer in all provinces and territories of Canada, and as a limited market dealer in Ontario and is a member of the MFDA. Quadrus distributes its services through a sales force of representatives (the **Quadrus Representatives**, and together with the Third Party Representatives, the Investor Representatives and the Salespersons, the **Representatives**) that are registered under the applicable legislation of all provinces and territories of Canada as salespersons, or the equivalent, of the Applicant.

12. Quadrus has entered into an agreement with the Foundation to establish a charitable giving program known as the "Quadrus Charitable Giving Fund". The Quadrus Charitable Giving Fund, the Mackenzie Charitable Giving Program and the Investors Group Charitable Giving Program are collectively referred to as the **Charitable Giving Programs**.

Related Relief

13. As set out in the order dated July 7, 2006, the Commission granted exemptive relief from the Dealer Registration Requirements to:

(a) Mackenzie and the Mackenzie Network Dealers; and

(b) the Third Party Representatives, the Investor Representatives and Quadrus Representatives

in connection with the charitable giving programs established by Mackenzie, Investors and Quadrus.

14. As a related party to Investors, the Applicant desires to offer and promote the Investors Group Charitable Giving Program in conjunction with Investors to members of the public through the Salespersons.

The Charitable Giving Programs

15. Prospective charitable donors to the Foundation will, prior to making a donation, receive a program guide (a **Program Guide**) which will outline the details of the operation of the relevant Charitable Giving Program and its fees. For example, the Program Guide applicable to the Investors Group Charitable Giving Program will, among other things, describe the Foundation and the Applicant, how prospective charitable donors (each, a **Donor**) can establish an Account (as defined below), the types of acceptable donations, the eligible mutual funds, along with the associated fees, expenses and commissions, and other matters relating to the Investors Group Charitable Giving Program.

16. Donors make an irrevocable charitable gift of cash, securities and/or a life insurance policy to the Foundation and receive a tax receipt generally equal to the cash, fair market value of securities, or the net surrender value of the life insurance policy donated to the Foundation. Securities donated to the Foundation will be liquidated through an investment dealer affiliated with one of the Affiliates.

17. The Foundation will deposit the proceeds of each Donor's gift into an individual account which it will open with whichever of the Applicant, Investors, Quadrus or one of the Mackenzie Network Dealers is the sponsoring dealer firm of the Representative servicing the account (each, an **Account**).

18. The Foundation's Board of Directors will pre-select a list of mutual funds offered by each of the respective Affiliates for their respective Charitable Giving Program (the **Eligible Funds**) and every Account opened as a result of a donation to a Charitable Giving Program will be restricted to investments in the Eligible Funds of that Charitable Giving Program. Each of the Eligible Funds will be a mutual fund governed under the laws of Ontario or Manitoba, qualified by way of a National Instrument 81-101 (**NI 81-101**) simplified prospectus. Each of the Eligible Funds is expected to be categorized as either a Canadian or Global Fixed Income or Balanced Fund.

19. In order to comply with the Tax Act, each of the Charitable Giving Programs will require that 95% of each donation be subject to a ten year hold period by the Foundation. During the hold period, each Account will have an annual disbursement percentage determined by the Foundation, which

must be disbursed to Qualified Donees each year. After the hold period, if the Donor wishes, the annual disbursement percentage may be increased by the Foundation.

20. Donors will recommend to the Foundation what an Account should be named and what Qualified Donees should receive grants from the Account. Each Account will have a designated account holder (the **Account Holder**). While the Account Holder will usually be the Donor, the Donor may designate another person, or a legal representative, to be the Account Holder for the Account set up with their donation. The Account Holder will be responsible for providing the Foundation advice regarding the grants from the Account to Qualified Donees, and will be provided an opportunity to express a preference regarding which Eligible Fund the Account should be invested in, through the Representative servicing the Account, to the Foundation.

21. The Representative that solicits the Donor's gift to the Foundation will have an ongoing relationship with the Donor or Account Holder and will service the Account set up with the proceeds of that Donor's gift. The Representative, with input from the Account Holder, will initially recommend to the Board which Eligible Fund the Account should invest in, and provide any future recommendations on changes to which Eligible Fund the Account is invested in.

22. The Foundation will have final authority over all investment decisions in each of the Accounts. After receiving a recommendation from the Representative, the Foundation will make a final decision on the investment for that Account, and will send trading instructions to the Representative servicing that Account.

23. The Applicant will deliver trade confirmations and account statements (**Account Statements**) to the Foundation with respect to each Account as required under the securities legislation in the jurisdiction where such Account is located. The Applicant will make a copy of any or all Account Statements available to the applicable Donor upon request. Further, regardless of whether a Donor requests copies of Account Statements, the Foundation will deliver a quarterly Account Statement to each Donor.

24. By trading securities on behalf of an Ontario client (the Foundation) in connection with the Investors Group Charitable Giving Program, the Salespersons (who may or may not be located in Ontario) will trigger the Dealer Registration Requirement. Consequently, in the absence of being granted the requested relief, the Salespersons not already registered in Ontario would be required to register as dealers under the Act.

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 74(1) of the Act, that the Dealer Registration Requirements shall not apply to the Salespersons in respect of registrable activities undertaken on behalf of the Foundation in connection with the Investors Group Charitable Giving Program, provided that:

(i) each Salesperson undertaking registrable activities on behalf of the Foundation is registered in one or more provinces or territories in Canada as a salesperson of the Applicant and is approved by the IDA as a registered representative;

(ii) all fees, expenses and commissions related to the Investors Group Charitable Giving Program will be fully disclosed in the Investors Group Charitable Giving Program's Program Guide, or equivalent document, and the Investors Group Charitable Giving Program's Program Guide Program Guide, or equivalent document, shall be provided to every Donor by the Applicant or the applicable Salesperson prior to the Donor making a gift to the Foundation;

(iii) the Donor making a gift to the Foundation receives a duplicate copy of any or all Account Statements delivered to the Foundation by the Applicant upon request; and

(iv) the Foundation delivers a quarterly Account Statement to each Donor.

December 4, 2007

"Kevin J. Kelly"
Commissioner
Ontario Securities Commission

"James E.A. Turner"
Vice-Chair
Ontario Securities Commission

2.2.2 XI Biofuels Inc. et al. - s. 127(7)

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

AND

IN THE MATTER OF
XI BIOFUELS INC., BIOMAXX SYSTEMS INC.,
RONALD DAVID CROWE
AND VERNON P. SMITH

ORDER
Section 127(7)

WHEREAS on November 22, 2007, the Ontario Securities Commission (the "Commission") issued a Temporary Order pursuant to section 127(1) and (5) of the *Securities Act*, R.S.O. 1990, c. S.5, as amended (the "Act") that all trading by XI Biofuels Inc. ("XI") and Biomaxx Systems Inc. ("Biomaxx") shall cease, that the Respondents cease trading in all securities and that the exemptions contained in Ontario securities law do not apply to the Respondents (the "Temporary Order");

AND WHEREAS the Commission further ordered that pursuant to subsection 127(6) of the Act, the Temporary Order shall take effect immediately and shall expire on the fifteenth day after its making unless extended by order of the Commission;

AND WHEREAS on November 22, 2007, the Commission issued a Notice of Hearing to be held on December 7, 2007 at 10:00 a.m., to consider, among other things, the extension of the Temporary Order;

AND WHEREAS on December 7, 2007, the Respondents requested an adjournment of this matter;

AND WHEREAS the Respondents have agreed to extend the Temporary Order during the period of the adjournment without prejudice to their ability to argue the merits of the grounds for granting the Temporary Order;

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

AND WHEREAS by Commission order made April 4, 2007 pursuant to section 3.5(3) of the Act, the Commission authorized each of W. David Wilson, James E.A. Turner, Lawrence E. Ritchie, Robert L. Shirriff, Harold P. Hands, Paul K. Bates and David L. Knight, acting alone, to exercise the powers of the Commission to make temporary orders under s. 127 of the Act.

IT IS ORDERED pursuant to subsection 127(7) of the Act that the Temporary Order is extended to March 25, 2008; and

IT IS FURTHER ORDERED that the Hearing is adjourned to March 25, 2008.

Dated at Toronto this 7th day of December, 2007

"Robert L. Shirriff"

2.2.3 Ateba Technology & Environmental Inc. - s. 144

Headnote

Section 144 - application for variation of cease trade order - issuer cease traded due to failure to file with the Commission and send to shareholders annual financial statements - issuer has applied for a variation of the cease trade order to permit the issuer to proceed with a private placement - potential investors to receive copy of cease trade order and partial revocation order prior to making investment decision - partial revocation granted subject to conditions.

Statutes Cited

Securities Act, R.S.O. 1990, c. S.5, as am., ss. 127, 144.

Rules Cited

National Instrument 45-106 – Prospectus and Registration Exemptions.
National Policy 12-202 – Revocation of a Compliance-related Cease Trade Order.

December 7, 2007

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

AND

IN THE MATTER OF
ATEBA TECHNOLOGY & ENVIRONMENTAL INC.

ORDER
(Section 144)

WHEREAS the securities of Ateba Technology & Environmental Inc. (the **Applicant**) are subject to a cease trade order issued on May 23, 2003 made pursuant to paragraph 2 of subsection 127(1) and subsection 127(5) of the Act, as extended by a further order dated June 4, 2003 made pursuant to subsection 127(8) of the Act (together, the **Cease Trade Order**);

AND WHEREAS the Applicant has applied to the Ontario Securities Commission (the **Commission**) pursuant to section 144 of the Act (the **Application**) for a partial revocation of the Cease Trade Order;

AND WHEREAS the Applicant has represented to the Commission that:

1. The Applicant was formed by articles of amalgamation under the *Business Corporations Act* (Ontario) on February 1, 1988.

2. The Applicant's registered and head office is located at 130 King Street West, Suite 3680, Toronto, Ontario, M5X 1B1.

3. The Applicant's authorized capital consists of an unlimited number of common shares (the **Common Shares**) and special shares (the **Special Shares**), issuable in series, of which 29,450,901 Common Shares and no Special Shares are issued and outstanding.

4. The Applicant's principal asset consists of twenty-five (25) patented (surface and mining rights) mining claims located in Gunterman and Joubin Township, Ontario.

5. Prior to the issuance of the Cease Trade Order, the Common Shares of the Applicant were traded on the Canadian Venture Exchange. The Common Shares have since been de-listed from the Canadian Venture Exchange. The Applicant has no securities, including debt securities, that are currently listed or quoted on any exchange or market in Canada or elsewhere.

6. The Cease Trade Order was issued due to the failure of the Applicant to file and mail to its shareholders (the **Shareholders**) audited financial statements for the year ended December 31, 2002. No further financial statements have been filed or mailed to the Shareholders since that time and no further continuous disclosure documents required by applicable securities legislation have been filed by the Applicant since that time.

7. The Applicant's failure to file financial statements commencing with the year ended December 31, 2002 was a result of financial distress. The Applicant had expended all of its resources in connection with a failed business combination and there were insufficient funds available to prepare the required financial statements and retain auditors to audit them.

8. The Applicant is a reporting issuer or the equivalent under the securities legislation of the Provinces of Ontario, British Columbia, Alberta and Quebec. The Applicant is not a reporting issuer in any other jurisdiction in Canada.

9. In addition to the Cease Trade Order, the Applicant is subject to the following cease trade orders, each of which was issued due to the failure of the Applicant to file and mail to its Shareholders audited financial statements for the year ended December 31, 2002:

   (a) order issued by the British Columbia Securities Commission (the **BCSC**) on June 3, 2003, as extended by a further order dated June 2, 2004;

(b) order issued by the Alberta Securities Commission (the **ASC**) on June 17, 2004, as extended by a further order dated June 30, 2004; and

(c) order issued by the Autorité des marchés financiers (the **AMF** and together with the BCSC and the ASC, the **Securities Regulators**) on May 26, 2003.

10. The Applicant is currently inactive and is seeking to effect the following transactions to enable the Applicant to reactivate its business, one or more of which, or the actions associated therewith, may constitute a contravention of the Cease Trade Order: completion of the following brokered private placements of its Common Shares (together, the **Private Placement**) with accredited investors (as such term is defined in National Instrument 45-106 – *Prospectus and Registration Exemptions*) resident in the Province of Ontario or to investors resident in offshore jurisdictions (each a **Potential Investor**) to raise gross proceeds of up to $1,050,000:

(i) 75,000,000 Common Shares at a price of $0.01 per share; and

(ii) 10,000,000 Common Shares at a price of $0.03 per share.

11. As the Private Placement will involve trades in securities of the Applicant (including, for greater certainty, acts in furtherance of trades in securities of the Applicant), the Private Placement cannot be completed without a variation of the Cease Trade Order.

12. The Private Placement will be completed in accordance with all applicable laws.

13. Prior to completion of the Private Placement, each Potential Investor will receive:

(a) a copy of the Cease Trade Order;

(b) a copy of this Order; and

(c) written notice from the Applicant, and will acknowledge, that all of the Applicant's securities, including the Common Shares issued in connection with the Private Placement, will remain subject to the Cease Trade Order until it is revoked, and that the granting of this Order does not guarantee the issuance of a full revocation order in the future.

14. The Applicant is not in default of any requirements of the Cease Trade Order or the Act or the rules and regulations made pursuant thereto, subject to the deficiencies outlined in paragraph 6 above.

15. Upon the issuance of this Order, the Applicant will:

(a) issue a press release and file a material change report announcing, among other things, the Private Placement and this Order;

(b) market the Private Placement and provide information relating to the Applicant to the Potential Investors in accordance with the provisions of this Order and in accordance with the Act and the rules and regulations made pursuant thereto; and

(c) issue Common Shares in connection with the Private Placement.

16. To bring its continuous disclosure record up to date, the Applicant intends, within a reasonable time following the completion of the Private Placement, to file the following documents on SEDAR once completed (collectively, the **SEDAR Documents**):

(a) the financial statements for the years ended December 31, 2006, December 31, 2005, December 31, 2004, December 31, 2003 and December 31, 2002 and the related management's discussion and analysis;

(b) its interim financial statements for the interim periods ending March 31, 2003 and the related management's discussion and analysis;

(c) all certifications by the Chief Executive Officer and the Chief Financial Officer of the Applicant with respect to the Applicant's annual and interim filings required by Multilateral Instrument 52-109 – Certification of Disclosure in Issuers' Annual and Interim Filings; and

(d) all other continuous disclosure documents required by applicable securities legislation to be filed by the Applicant.

17. The Applicant will use the proceeds from the Private Placement to:

(a) complete the audit and filing of the SEDAR Documents, as required;

(b) pay all outstanding participation fees, filing fees and late fees owing to the Commission; and

(c) pay certain other fees currently owing by the Applicant.

18. The Applicant intends, within a reasonable time following the completion of the Private Placement, to apply to the Commission and the Securities Regulators for a full revocation of the Cease Trade Order and the cease trade orders imposed by each of the Securities Regulators.

19. The Applicant is not considering, nor is it involved in any discussion relating to a reverse take-over, merger, amalgamation or other form of combination or transaction similar to any of the foregoing.

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

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

IT IS ORDERED, pursuant to section 144 of the Act, that the Cease Trade Order is partially revoked solely to permit trades in securities of the Applicant (including, for greater certainty, acts in furtherance of trades in securities of the Applicant) that are necessary for and are in connection with the Private Placement provided that:

(a) prior to completion of the Private Placement each Potential Investor:

(i) receives a copy of the Cease Trade Order;

(ii) receives a copy of this Order; and

(iii) receives written notice from the Applicant, and acknowledges, that all of the Applicant's securities, including the Common Shares issued in connection with the Private Placement, will remain subject to the Cease Trade Order until it is revoked, and that the granting of this Order does not guarantee the issuance of a full revocation order in the future.

(b) this Order will terminate on the earlier of:

(i) completion of the Private Placement; and

(ii) 60 days from the date hereof.

"Jo-Anne Matear"
Assistant Manager
Ontario Securities Commission

2.2.4 Hollinger Inc. et al.

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

AND

**HOLLINGER INC., CONRAD M. BLACK,
F. DAVID RADLER, JOHN A. BOULTBEE,
AND PETER Y. ATKINSON**

ORDER

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

AND WHEREAS the matter was set down for a hearing to commence on Wednesday, May 18, 2005;

AND WHEREAS the Commission granted a request for adjournment of this proceeding on consent of Staff and the Respondents from Wednesday, May 18, 2005 to Monday, June 27, 2005 in its Order dated May 10, 2005;

AND WHEREAS on June 27, 2005, the Commission granted a further request for adjournment of this proceeding on consent of Staff and the Respondents from Monday, June 27, 2005 to Tuesday, October 11, 2005 in its Order dated June 27, 2005;

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

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

AND WHEREAS following the Reasons and Order dated January 24, 2006, all the individual respondents provided Undertakings in a form satisfactory to the Commission;

AND WHEREAS on March 30, 2006, the Commission issued an order with attached Undertakings provided by the individual Respondents in a form satisfactory to the Commission, and ordered, among other things, that the hearing on the merits commence on Friday, June 1, 2007 at 9:30 a.m., or as soon thereafter as may be

fixed by the Secretary to the Commission and agreed to by the parties;

AND WHEREAS the individual Respondents further provided to the Commission Amended Undertakings stating that each of the respondents agree to abide by interim terms of a protective nature, as set out more fully in the Amended Undertakings, pending the Commission's final decision of liability and sanctions in the proceeding commenced by the Notice of Hearing;

AND WHEREAS on April 4, 2007, the Commission issued an order with attached Amended Undertakings provided by the individual Respondents in a form satisfactory to the Commission, and ordered that the hearing on the merits be scheduled to take place November 12 to December 14, 2007, and January 7 to February 15, 2008;

AND WHEREAS Black and Boultbee brought motions on the basis of certain grounds enumerated in Notices of Motion dated September 5, 2007 and September 6, 2007, respectively, requesting the following relief;

(i) an order adjourning the hearing of this matter, currently scheduled to take place on November 12 to December 14, 2007 and January 7, to February 15, 2008; and

(ii) an order to attend before the Commission on a date convenient in mid-December 2007, following the scheduled sentencing of the respondents Black and Boultbee in the criminal proceedings brought against them in the United States, for the purpose of obtaining further directions regarding the conduct of these proceedings;

AND WHEREAS on September 11, 2007, the Commission granted a request for adjournment of this proceeding on consent of Staff and the Respondents, and issued an order scheduling a hearing for December 11, 2007 for the purpose of addressing the scheduling of this proceeding;

AND WHEREAS Boultbee has requested an adjournment of the hearing on December 11, 2007 to a date in January, 2008, by letter addressed to the Secretary to the Commission dated November 29, 2007, for the purpose of addressing the scheduling of this proceeding;

AND WHEREAS the respondents and Staff of the Commission consent to the request for the adjournment of the hearing from December 11, 2007 to January 8, 2008 at 2:30 p.m.;

IT IS ORDERED THAT:

(i) The hearing of this matter, currently scheduled for December 11, 2007, is adjourned; and

(ii) The hearing is scheduled for Tuesday, January 8, 2008 at 2:30 p.m., or such other date as may be agreed to by the parties and fixed by the Secretary to the Commission, for the purpose of addressing the scheduling of this proceeding.

DATED at Toronto this "10th" day of December, 2007

"Lawrence E. Ritchie"

"Margot C. Howard"

2.2.5 Scotia Capital (USA) Inc. - s. 218 of the Regulation

Application for an order, pursuant to section 218 of the Regulation, exempting the Applicant from the requirement in section 213 of the Regulation that the Applicant be incorporated, or otherwise formed or created, under the laws of Canada or a province or territory of Canada, for the Applicant to be registered under the Act as a dealer in the category of limited market dealer

Regulation Cited

R.R.O. 1990, Regulation 1015, as am. to O. Reg. 500/06, ss. 213, 218.

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

AND

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

AND

IN THE MATTER OF
SCOTIA CAPITAL (USA) INC.

ORDER
(Section 218 of the Regulation)

UPON the application (the **Application**) of Scotia Capital (USA) Inc. (the **Applicant**) to the Ontario Securities Commission (the **Commission**) for an order, pursuant to section 218 of the Regulation, exempting the Applicant from the requirement in section 213 of the Regulation that the Applicant be incorporated, or otherwise a person formed or created, under the laws of Canada or a province or territory of Canada, in order for the Applicant to be registered under the Act as a dealer in the category of limited market dealer (the **Requested Relief**);

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 is a corporation formed under the laws of the State of New York, in the United States and is a wholly-owned subsidiary of Scotia Capital Inc. an indirect wholly-owned subsidiary of The Bank of Nova Scotia. The head office of the Applicant is located in New York, New York, USA.

2. The Applicant is currently registered as a broker-dealer with the United States Securities and Exchange Commission.

3. The Applicant's primary business activities are trading in securities and brokerage activities with a diverse group of corporations, governments and other institutional investors.

4. The Applicant is registered under the Act as a dealer in the category of limited market dealer. The Applicant has previously received an order from the Commission, dated December 3, 2004, granting the Requested Relief for a period of three (3) years.

5. Section 213 of the Regulation provides that a registered dealer that is not an individual must be a company incorporated, or a person formed or created, under the laws of Canada or a province or territory of Canada.

6. The Applicant was formed under the laws of the state of New York, in the United States in November 1939.

7. The Applicant is not resident in Canada and does not require a separate Canadian company in order to carry out its proposed limited market dealer activities in Ontario. It is more efficient and cost-effective for the Applicant to carry out those activities through the existing company.

8. Without the Requested Relief, the Applicant would not meet the requirements of the Regulation for registration as a dealer in the category of limited market dealer as the Applicant is not a company incorporated, or a person formed or created, under the laws of Canada or a province or territory of Canada.

AND UPON being satisfied that to make this order would not be prejudicial to the public interest;

IT IS ORDERED, pursuant to section 218 of the Regulation, and in connection with the registration of the Applicant as a dealer under the Act in the category of limited market dealer, section 213 of the Regulation shall not apply to the Applicant for a period of three (3) years, provided that:

1. The Applicant appoints an agent for service of process in Ontario.

2. The Applicant shall provide to each client resident in Ontario a statement in writing disclosing the non-resident status of the Applicant, the Applicant's jurisdiction of residence, the name and address of the agent for service of process of the Applicant in Ontario, and the nature of the risks to clients that legal rights may not be enforceable.

3. The Applicant will not change its agent for service of process in Ontario without giving the Commission thirty (30) days prior notice of such change by filing a new Submission to Jurisdiction and Appointment of Agent for Service of Process.

4. The Applicant and each of its registered salespersons, directors, officers or partners irrevocably and unconditionally submits to the non-exclusive jurisdiction of the judicial, quasi-judicial, and administrative tribunals of Ontario and any administrative proceedings in Ontario, in any proceedings arising out of or related to or concerning its registration under the Act or its activities in Ontario as a registrant.

5. The Applicant will not have custody of, or maintain customer accounts in relation to, securities, funds, and other assets of clients resident in Ontario.

6. The Applicant will inform the Director immediately upon the Applicant becoming aware:

   (a) that it has ceased to be registered in the United States as a broker-dealer;

   (b) of its registration in any other jurisdiction not being renewed or being suspended or revoked;

   (c) that it is the subject of a regulatory proceeding, investigation or disciplinary action by any financial services or securities regulatory authority or self-regulatory authority;

   (d) that the registration of its salespersons, officers, directors, or partners who are registered in Ontario have not been renewed or have been suspended or revoked in any Canadian or foreign jurisdiction; or

   (e) that any of its salespersons, officers, directors, or partners who are registered in Ontario are the subject of a regulatory proceeding, investigation or disciplinary action by any financial services or securities regulatory authority or self-regulatory authority in any Canadian or foreign jurisdiction.

7. The Applicant will pay the increased compliance and case assessment costs of the Commission due to the Applicant's location outside Ontario, including the cost of hiring a third party to perform a compliance review on behalf of the Commission.

8. The Applicant will make its books and records outside Ontario, including electronic records, readily accessible in Ontario, and will produce physical records for the Commission within a reasonable time if requested.

9. If the laws of the jurisdiction in which the Applicant's books and records are located prohibit production of the books and records in Ontario without the consent of the relevant client the Applicant shall, upon a request by the Commission:

   (a) so advise the Commission; and

   (b) use its best efforts to obtain the client's consent to the production of the books and records.

10. The Applicant will, upon the Commission's request, provide a representative to assist the Commission in compliance and enforcement matters.

11. The Applicant and each of its registered directors, officers or partners will comply, at the Applicant's expense, with requests under the Commission's investigation powers and orders under the Act in relation to the Applicant's dealings with Ontario clients, including producing documents and witnesses in Ontario, submitting to audit or search and seizure process or consenting to an asset freeze, to the extent such powers would be enforceable against the Applicant if the Applicant were resident in Ontario.

12. If the laws of the Applicant's jurisdiction of residence that are otherwise applicable to the giving of evidence or production of documents prohibit the Applicant or the witnesses from giving the evidence without the consent or leave of the relevant client or any third party, including a court of competent jurisdiction, the Applicant shall:

   (a) so advise the Commission; and

   (b) use its best efforts to obtain the client's consent to the giving of the evidence.

13. The Applicant will maintain appropriate registration and regulatory organization membership, in the jurisdiction of its principal operations and if required, in its jurisdiction of residence.

December 4, 2007

"Kevin J. Kelly"
Commissioner
Ontario Securities Commission

"James E.A. Turner"
Commissioner
Ontario Securities Commission

2.2.6 Sun Life Financial Inc. - s. 104(2)(c)

Headnote

Clause 104(2)(c) - Issuer bid - relief from issuer bid requirements in sections 95, 96, 97, 98 and 100 of the Act - Issuer proposes to purchase, at a discounted purchase price, approximately 2,600,000 of its common shares from one shareholder - due to discounted purchase price, proposed purchases cannot be made through TSX trading system - Issuer cannot rely on exemption available under section 93(3)(e) of the Act from issuer bid requirements because proposed purchases cannot be made through the facilities of the TSX - but for the fact that the proposed purchases cannot be made through the TSX trading system, the Issuer could otherwise acquire the subject shares in reliance upon the issuer bid exemption available under section 93(3)(e) of the Act and in accordance with the TSX rules governing normal course issuer bid purchases - no adverse economic impact on or prejudice to issuer or public shareholders - proposed purchases exempt from issuer bid requirements in sections 95, 96, 97, 98 and 100 of the Act, subject to conditions.

Statutes Cited

Securities Act, R.S.O. 1990, c. S.5, as am., ss. 93(3)(e), 95, 96, 97, 98, 100, 104(2)(c).

November 23, 2007

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

AND

IN THE MATTER OF
SUN LIFE FINANCIAL INC.

ORDER
(Clause 104(2)(c))

UPON the application (the **Application**) of Sun Life Financial Inc. (the **Issuer**) to the Ontario Securities Commission (the **Commission**) for an order pursuant to clause 104(2)(c) of the Act exempting the Issuer from the requirements of sections 95, 96, 97, 98 and 100 of the Act (the **Issuer Bid Requirements**) in connection with the proposed purchases by the Issuer of up to 2,600,000 common shares (the **Subject Shares**) of the Issuer from one of its shareholders (the **Selling Shareholder**);

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

AND UPON the Issuer having represented to the Commission that:

1. The Issuer is a corporation governed by the *Insurance Companies Act* (Canada) and its head office and registered office are located at 150 King Street West, Toronto, Ontario M5H 1J9.

2. The Issuer is a reporting issuer in each of the provinces and territories of Canada that incorporate such a concept in their legislation and is not in default of any requirements of the applicable securities legislation in any of the provinces or territories in which it is a reporting issuer.

3. The authorized share capital of the Issuer consists of, among others, an unlimited number of common shares (**Shares**), of which 566,427,224 Shares were outstanding as of October 31, 2007.

4. The Shares of the Issuer are listed for trading on the Toronto Stock Exchange (the **TSX)**, the New York Stock Exchange and the Philippines Stock Exchange.

5. Pursuant to a Notice of Intention dated and filed with the TSX on January 9, 2007 (the **Notice**), the Issuer is permitted to make normal course issuer bid purchases (each, an **NCIB Purchase**) of a maximum of 28,565,318 Shares through the facilities of the TSX during the period which commenced on January 12, 2007 and ending on January 11, 2008.

6. In accordance with section 629.3 of Part VI of the TSX Company Manual, the NCIB Purchases are subject to the rules of the TSX governing normal course issuer bid purchases that were in effect prior to June 1, 2007 (the **TSX NCIB Rules**). The Issuer intends to remain subject to such rules until the expiry of the period covered by the Notice. As of October 31, 2007, 7,300,000 Shares have been purchased as NCIB Purchases under the Notice through the facilities of the TSX.

7. In addition to making NCIB Purchases by means of open market transactions, the Notice contemplates that the Issuer may purchase Shares by way of exempt offer.

8. The Issuer and the Selling Shareholder propose to enter into one or more agreements of purchase and sale (each, an Agreement), pursuant to which the Issuer will agree to acquire, by one or more trades, the Subject Shares from the Selling Shareholder (each such purchase, a **Proposed Purchase**).

9. The purchase price for each Proposed Purchase (the **Purchase Price**) will be negotiated at arm's length between the Issuer and the Selling Shareholder and will be at a discount to the closing market price and below the bid-ask price for the Shares at the time of each Proposed Purchase.

10. The Selling Shareholder has advised the Issuer that it is the beneficial owner of more than 2,600,000 Shares.

11. The Selling Shareholder (i) is at arm's length to the Issuer, (ii) is not an "insider" of the Issuer, an "associate" of an "insider" of the Issuer, or an "associate" or an "affiliate" of the Issuer, as such terms are defined in the Act. In addition, the Selling Shareholder is an "accredited investor" within the meaning of National Instrument 45-106 *Prospectus and Registration Exemptions* (**NI 45-106**).

12. The Proposed Purchases will not affect control of the Issuer and will be carried out with a minimum of cost to the Issuer.

13. Each Proposed Purchase will comply with the limitations prescribed in: (i) the Notice and (ii) section 6-101 of the TSX NCIB Rules pertaining to the number of Shares permitted to be purchased by the Issuer as an NCIB Purchase.

14. Each Proposed Purchase will constitute an "issuer bid" for purposes of the Act to which the Issuer Bid Requirements will apply.

15. The Proposed Purchases cannot be made through the TSX trading system since each Purchase Price will be at a discount to the closing market price and below the bid-ask price of the Shares at the time of each Proposed Purchase. Since the Proposed Purchases cannot be made "through the facilities" of the TSX, the Issuer will be unable to acquire the Subject Shares from the Selling Shareholder in reliance upon the exemption from the Issuer Bid Requirements contained in section 93(3)(e) of the Act.

16. But for the fact that the Purchase Price for each Proposed Purchase will be at a discount to the closing market price and below the bid-ask price of the Shares at the time of each Proposed Purchase, the Issuer could otherwise acquire the Subject Shares as an NCIB Purchase in accordance with the provisions of the TSX NCIB Rules and the Notice and in reliance upon the exemption from the Issuer Bid Requirements contained in section 93(3)(e) of the Act.

17. For each Proposed Purchase, the Selling Shareholder will be able to sell the Subject Shares to the Issuer in reliance upon the exemption from the dealer registration requirements of the Act that is available as a result of the combined effect of section 2.16 of NI 45-106 and section 4.1(a) of Commission Rule 45-501 *Ontario Prospectus and Registration Exemptions*.

18. Management of the Issuer is of the view that the Proposed Purchases are an appropriate use of the Issuer's funds.

19. The market for the Shares is a "liquid market" (within the meaning of section 1.2 of Commission Rule 61-501) with an average daily trading volume on the TSX for the period from January 1, 2007 to October 31, 2007 of 1,228,285 Shares.

20. The Proposed Purchases will not have any effect on the ability of other shareholders of the Issuer to sell their Shares in the open market.

21. Other than the Purchase Price, no additional fee or other consideration will be paid in connection with each Proposed Purchase.

22. At the time that each Agreement is entered into by the Issuer and the Selling Shareholder and at the time of each Proposed Purchase, neither the Issuer nor the Selling Shareholder will be aware of any undisclosed material change or any undisclosed material fact in respect of the Issuer that could reasonably be expected to affect the value of the Shares.

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

IT IS ORDERED pursuant to clause 104(2)(c) of the Act that the Issuer be exempt from the Issuer Bid Requirements in connection with the Proposed Purchases, provided that:

(a) the Proposed Purchases will be taken into account by the Issuer when calculating the maximum annual aggregate limit for the Issuer's NCIB Purchases in accordance with the TSX NCIB Rules;

(b) each Proposed Purchase will comply with the limitations prescribed in: (i) the Notice and (ii) section 6-101 of the TSX NCIB Rules pertaining to the number of Shares permitted to be purchased by the Issuer as an NCIB Purchase;

(c) the Purchase Price in respect of each Proposed Purchase is not higher than the last "independent trade" (as that term is used in paragraph 629(1)1 of the TSX Company Manual) of a board lot of Shares at the time of each Proposed Purchase;

(d) the Issuer refrains from conducting any further Proposed Purchases during the calendar week that it completes each Proposed Purchase and does not make any further NCIB Purchases for the remainder of that calendar day; and

(e) immediately following the completion each Proposed Purchase, the Issuer

reports the purchase of the Subject Shares to the TSX.

"David L. Knight"
Commissioner
Ontario Securities Commission

"Margot C. Howard"
Commissioner
Ontario Securities Commission

2.2.7 Brazilian Resources, Inc. - s. 144

Headnote

Application by an issuer for a revocation of a cease trade order issued by the Commission -- cease trade order issued because the issuer had failed to file certain annual financial statements and management's discussion and analysis of financial condition and results of operations as required by Ontario securities law -- defaults subsequently remedied and the issuer is otherwise not in default of Ontario securities laws -- cease trade order revoked.

Statutes Cited

Securities Act, R.S.O. 1990, c. S.5, as am., s. 144.

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

AND

IN THE MATTER OF
BRAZILIAN RESOURCES, INC.
(the Filer)

ORDER
(Section 144)

WHEREAS the securities of the Filer are subject to a temporary cease trade order dated May 3, 2007 pursuant to paragraph 2 and paragraph 2.1 of subsection 127(1) of the Act, as extended by an order dated May 15, 2007 (together, the **Ontario Cease Trade Order**) pursuant to paragraphs 2 and 2.1 of subsection 127(1) of the Act directing that all trading in and all of the securities of the Filer cease until the Ontario Cease Trade Order is revoked by the Director;

AND WHEREAS the Filer has applied to the Ontario Securities Commission (the **Commission**) pursuant to section 144 of the Act for an order granting a full revocation of the Ontario Cease Trade Order;

AND WHEREAS the Filer has represented to the Commission as follows:

The Filer

1. The Filer is a corporation organized under the name Northeast Asset Management under the laws of the State of New Hampshire pursuant to articles of incorporation dated November 27, 1990. The Filer changed its name to Brazilian Resources, Inc. pursuant to articles of amendment dated September 26, 1994. The Filer's registered and head office is located at 48 Pleasant Street, Concord, New Hampshire, U.S.A. 03301.

2. The Filer is a reporting issuer under the securities legislation of Ontario, Alberta and British

Columbia. The Filer is not a reporting issuer or the equivalent in any other jurisdiction.

3. The authorized capital of the Filer consists of 320,000,000 common shares (the **Common Shares**) and 160,000,000 preferred shares, of which 106,449,124 Common Shares and no preferred shares are currently issued and outstanding as fully paid and non-assessable.

4. As of the close of business on December 11, 2007, there were 11,310,157 stock options outstanding under the Filer's stock option plan and 23,000,000 share purchase warrants outstanding to purchase an aggregate of 34,310,157 Common Shares. The Filer also currently has outstanding an aggregate of Cdn.$3,620,000 principal amount of convertible debentures, which are convertible into 9,050,000 Common Shares.

5. The Common Shares were listed on the TSX Venture Exchange (NEX Board) (the **NEX Board**) under the trading symbol BZI.H. On August 2, 2005, the Filer voluntarily delisted the Common Shares from the NEX Board. As a result, as of August 2, 2005 the Filer currently has no securities, including debt securities, that are listed or quoted on any exchange or market in Canada or elsewhere.

6. Other than the securities listed in paragraphs 3 and 4 above, the Filer has no securities, including debt securities, that are currently issued and outstanding.

Cease Trade Orders

7. In addition to the Ontario Cease Trade Order, the Filer is the subject of cease trade orders issued by:

   (a) the British Columbia Securities Commission on May 9, 2007 (the **BC Cease Trade Order**); and

   (b) the Alberta Securities Commission on August 24, 2007 (the **Alberta Cease Trade Order**).

8. The Ontario Cease Trade Order and the BC Cease Trade Order were issued as a result of the Filer failing to file its audited financial statements for the year ended December 31, 2006 and its management's discussion and analysis (**MD&A**) related thereto. The Alberta Cease Trade Order was issued as a result of the Filer failing to file its audited financial statements for the year ended December 31, 2006 and its unaudited financial statements for the interim period ended March 31, 2007.

9. The Filer's failure to file and deliver to its shareholders (the **Shareholders**), on a timely basis, the financial statements and related MD&A commencing with the year ended December 31, 2006 is the result of continuous work by the Filer's auditor to finalize the Filer's financial statements and its auditor's report in accordance with the provisions of National Instrument 52-107 – *Acceptable Accounting Principles, Auditing Standards and Reporting Currency*.

10. On October 18, 2007, the Filer filed via SEDAR all of its outstanding continuous disclosure documents, consisting of the following documents:

    (a) audited consolidated financial statements for the year ended December 31, 2006 together with the report of the auditor;

    (b) unaudited interim consolidated financial statements for the three month period ended March 31, 2007;

    (c) unaudited interim consolidated financial statements for the six month period ended June 30, 2007;

    (d) MD&A for the year ended December 31, 2006;

    (e) MD&A for the three month period ended March 31, 2007;

    (f) MD&A for the six month period ended June 30, 2007; and

    (g) all certifications by the Chief Executive Officer and the Chief Financial Officer of the Filer with respect to the Filer's annual filings for 2006 and the Filer's interim filings for the first and second interim periods of 2007 required by Multilateral Instrument 52-109 – *Certification of Disclosure in Issuer's Annual and Interim Filings*

    (collectively, the **Outstanding Documents**).

11. As a result of its filing the Outstanding Documents, the Filer has now brought its continuous disclosure filing up to date. In addition, the Filer has brought its SEDAR and SEDI profiles up to date.

12. On November 28, 2007, the Filer filed via SEDAR the following documents:

    (a) unaudited interim consolidated financial statements for the nine month period ended September 30, 2007;

    (b) MD&A for the nine month period ended September 30, 2007; and

(c) all certifications by the Chief Executive Officer and the Chief Financial Officer of the Filer with respect to the Filer's interim filings for the third interim period of 2007 required by Multilateral Instrument 52-109 – *Certification of Disclosure in Issuer's Annual and Interim Filings*.

13. The Filer is not in default of any requirements of the Ontario Cease Trade Order or the Act or the rules and regulations made pursuant thereto, subject to the deficiencies outlined in paragraph 10 above.

14. The Filer has paid all late fees relating to the delayed filing of the Outstanding Documents and all outstanding activity and participation fees owing to the Commission.

15. The Filer has applied to have each of the BC Cease Trade Order and the Alberta Cease Trade Order revoked.

16. The Filer intends to hold an annual meeting of Shareholders within three months of the date hereof.

17. Upon the issuance of this Order, the Filer will issue and file on SEDAR a press release.

AND WHEREAS the undersigned is satisfied that it would not be prejudicial to the public interest to grant an order fully revoking the Ontario Cease Trade Order;

THEREFORE IT IS ORDERED, pursuant to section 144 of the Act, that the Ontario Cease Trade Order is fully revoked.

DATED at Toronto this 11th day of December, 2007.

"Jo-Anne Matear"
Assistant Manager, Corporate Finance Branch
Ontario Securities Commission

2.2.8 FactorCorp Inc. et al. - ss. 127, 144

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

AND

IN THE MATTER OF
FACTORCORP INC.,
FACTORCORP FINANCIAL INC.,
AND MARK IVAN TWERDUN

TEMPORARY ORDER
(Sections 127 and 144 of the Act)

WHEREAS FactorCorp Inc. ("FactorCorp") is an Ontario corporation registered under Ontario securities law as a Limited Market Dealer ("LMD");

AND WHEREAS FactorCorp Financial Inc. ("FactorCorp Financial") is an Ontario corporation that is not a reporting issuer and is not registered with the Commission;

AND WHEREAS Mark Twerdun ("Twerdun") is the controlling shareholder and sole director and officer of both FactorCorp and FactorCorp Financial;

AND WHEREAS the Commission issued an order on July 6, 2007 (the "Temporary Order");

AND WHEREAS on July 27, 2007 the Commission varied the Temporary Order and ordered pursuant to subsection 127(1) of the *Securities Act*, R.S.O 1990, c. S.5 (as amended) (the "Act") that:

(a) pursuant to paragraph 127(1)2, all trading in any securities by and of the respondents cease except that Twerdun is permitted to trade, in his name only, in securities that have not been issued by FactorCorp or FactorCorp Financial, for his own account or for the account of a registered retirement savings plan or registered retirement income fund (as defined in the Income Tax Act (Canada)) in which he has legal and beneficial ownership and interest; and

(b) pursuant to paragraph 127(1)3 of the Act, but subject to paragraph (a) above, all exemptions contained in Ontario securities law do not apply to the respondents; and

(c) pursuant to paragraph 127(1)1 of the Act, the following terms and conditions are imposed on the registration of FactorCorp and Twerdun, effective immediately:

(i) Twerdun, FactorCorp and any company controlled, directly or indirectly, by Twerdun, and FactorCorp including but not limited to FactorCorp Financial, are prohibited from making repayments and participating in or acquiescing to any act, directly or indirectly, in furtherance of a redemption of securities of FactorCorp and FactorCorp Financial;

(ii) Twerdun and FactorCorp are prohibited from transferring their controlling interest in any company including but not limited to FactorCorp Financial; and

(iii) Twerdun and FactorCorp shall cause FactorCorp and FactorCorp Financial to retain a monitor (the "Monitor"), selected by Staff, by 5:00 p.m. Eastern Time on August 1, 2007. The Monitor's primary objective will be to review the business, operations and affairs of FactorCorp Financial, FactorCorp and any company controlled, directly or indirectly, by Twerdun, FactorCorp and FactorCorp Financial involved with the issuance of securities and related proceeds. The Monitor shall be retained on terms to be established by Staff.

AND WHEREAS by Orders dated August 27, 2007 and September 26, 2007, the Commission Ordered that, pursuant to subsection 127(6) and 144 of the Act, the Temporary Order, as varied on July 27, 2007, be extended and shall expire on October 26, 2007, unless further extended by the Commission;

AND WHEREAS by Order dated October 26, 2007, the Commission Ordered that, pursuant to subsection 127(6) and 144 of the Act, the Temporary Order, as extended and varied on October 26, 2007 in respect of the Respondent Mark Twerdun only, be extended and shall expire on December 6, 2007, unless further extended by the Commission;

AND WHEREAS on August 1, 2007 KPMG Inc. (“KPMG”) was appointed Monitor by FactorCorp and FactorCorp Financial pursuant to the Temporary Order, as varied;

AND WHEREAS by Order of the Superior Court of Justice dated October 17, 2007, KPMG was appointed Receiver and Manager (the “Receiver”) over the assets, undertakings and properties of FactorCorp and FactorCorp Financial;

AND WHEREAS by Order of the Superior Court of Justice dated October 30, 2007, such appointment of the Receiver was confirmed and extended until further Order of the Court;

AND WHEREAS the Commission has considered the Second and Supplemental Reports of the Receiver dated November 21 and 26, 2007, respectively, as well as certain pleadings and the Endorsement of the Hounourable Justice Mossip, dated September 21, 2007, in Court File No. CV-06-00227-00, filed, and the submissions of the parties;

AND WHEREAS the Commission is of the opinion that it is in the public interest to continue the Temporary Order, as varied on October 26, 2007, for the period expiring on Wednesday, February 13, 2008, unless further extended by the Commission;

IT IS ORDERED that the Temporary Order, as varied on October 26, 2007, be continued for the period expiring on February 13, 2008, unless further extended by the Commission, as follows:

(a) pursuant to paragraph 127(1)2, all trading in any securities by Twerdun cease except that Twerdun is permitted to trade, in his name only, in securities that have not been issued by FactorCorp or FactorCorp Financial, for his own account or for the account of a registered retirement savings plan or registered retirement income fund (as defined in the Income Tax Act (Canada)) in which he has legal and beneficial ownership and interest; and

(b) pursuant to paragraph 127(1)3 of the Act, but subject to paragraph (a) above, all exemptions contained in Ontario securities law do not apply to Twerdun; and

(c) pursuant to paragraph 127(1)1 of the Act, the following terms and conditions are imposed on the registration of Twerdun, effective immediately:

(i) Twerdun, and any company controlled, directly or indirectly, by him, are prohibited from making repayments and participating in or acquiescing to any act, directly or indirectly, in furtherance of a redemption of securities of FactorCorp and FactorCorp Financial without the prior written consent of the Receiver; and

(ii) Twerdun is prohibited from transferring his controlling interest in any company including but not limited to FactorCorp and FactorCorp Financial.

DATED at Toronto this 6th day of December 2007.

"Robert L. Shirriff"

"Suresh Thakrar"

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
Infowave Software, Inc.	28 Nov 07	10 Dec 07	10 Dec 07	
Brazilian Resources, Inc.	03 May 07	15 May 07	15 May 07	11 Dec 07

4.2.1 Temporary, Permanent & Rescinding Management Cease Trading Orders

Company Name	Date of Order or Temporary Order	Date of Hearing	Date of Permanent Order	Date of Lapse/ Expire	Date of Issuer Temporary Order
T S Telecom	06 Dec 07	19 Dec 07			
Luxell Technologies Inc.	07 Dec 07	20 Dec 07			

4.2.2 Outstanding Management & Insider Cease Trading Orders

Company Name	Date of Order or Temporary Order	Date of Hearing	Date of Permanent Order	Date of Lapse/ Expire	Date of Issuer Temporary Order
AldeaVision Solutions Inc.	03 May 07	16 May 07	16 May 07		
Argus Corporation Limited	25 May 04	03 Jun 04	03 Jun 04		
Constellation Copper Corporation	15 Nov 07	28 Nov 07	28 Nov 07		
CoolBrands International Inc.	30 Nov 06	13 Dec 06	13 Dec 06		
Fareport Capital Inc.	13 Jul 07	26 Jul 07	26 Jul 07		
Hip Interactive Corp.	04 Jul 05	15 Jul 05	15 Jul 05		
HMZ Metals Inc.	03 Apr 06	14 Apr 06	17 Apr 06		
VVC Exploration Corporation	04 Jun 07	15 Jun 07	15 Jun 07		

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Chapter 7

Insider Reporting

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

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

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

Chapter 8

Notice of Exempt Financings

REPORTS OF TRADES SUBMITTED ON FORMS 45-106F1 AND 45-501F1

Transaction Date	No of Purchasers	Issuer/Security	Total Pur. Price ($)	No of Securities Distributed
11/13/2007	83	AAER Inc. - Common Shares	12,650,000.00	11,000,000.00
10/04/2007	1	AAER Inc. - Common Shares	5,000,000.00	14,285,714.00
11/28/2007	1	Alliance Imaging Inc. - Notes	1,981,600.00	N/A
11/06/2007	11	Appia Energy Corp. - Flow-Through Shares	488,750.00	123,000.00
11/08/2007 to 11/14/2007	46	Astral Mining Corporation - Units	1,036,000.00	2,072,000.00
11/13/2007	5	BE Resources Inc. - Common Shares	180,000.00	900,000.00
11/28/2007	1	BE Resources Inc. - Common Shares	40,000.00	200,000.00
11/22/2007	27	Bearclaw Capital Corp. - Flow-Through Shares	3,970,599.80	N/A
11/26/2007	4	Bison Gold Exploration Inc. - Flow-Through Shares	269,900.00	N/A
11/06/2007	1	Bookham, Inc. - Common Shares	1,100,000.00	400,000.00
11/20/2007 to 11/30/2007	102	Boxxer Gold Corp - Units	2,000,000.00	2,000,000.00
11/23/2007	33	Campbell Resources Inc. - Common Shares	2,499,999.94	14,705,882.00
11/08/2007	1	Canarc Resource Corp. - Common Shares	6,750.00	15,000.00
11/22/2007	16	CareVest Blended Mortgage Investment Corporation - Preferred Shares	1,084,507.00	1,084,507.00
11/22/2007	20	CareVest First Mortgage Investment Corporation - Preferred Shares	598,162.00	598,162.00
11/21/2007	128	Cathay Forest Products Inc. - Common Shares	45,000,000.00	30,000,000.00
11/23/2007	54	Centamin Egypt Limited - Warrants	134,400,000.00	N/A
11/06/2007	1	CII Carbon, L.L.C. - Notes	3,000,000.00	3,000.00
11/26/2007 to 11/30/2007	5	CMC Markets Canada Inc. - Contracts for Differences	218,690.00	18.00
11/28/2007	3	CNG Global Services Inc. - Preferred Shares	499,948.75	743,750.00
11/28/2007	12	Critical Outcome Technologies Inc. - Common Shares	4,000,000.20	2,857,143.00
11/08/2007	52	Currie Rose Resources Inc. - Units	1,668,800.00	5,215,000.00
11/29/2007	3	DCP 2007 Limited Partnership - Limited Partnership Units	975,000.00	N/A

Transaction Date	No of Purchasers	Issuer/Security	Total Pur. Price ($)	No of Securities Distributed
11/06/2007	1	Deltek, Inc. - Common Shares	828,000.00	50,000.00
11/23/2007	2	Dianor Resources Inc. - Common Shares	555,000.00	956,896.00
11/26/2007	2	DP World Limited - Common Shares	15,087,117.50	11,750,000.00
09/27/2007 to 10/05/2007	110	Emgold Mining Corporation - Units	6,789,207.59	61,720,069.00
11/22/2007	2	Freewest Resources Canada Inc. - Units	11,625.00	75,000.00
11/19/2007 to 11/23/2007	25	General Motors Acceptance Corporation of Canada, Limited - Notes	12,493,231.96	12,493,231.96
11/16/2007	1	Heckmann Corporation - Units	8,536.00	1,100.00
10/19/2007	5	HMZ Metals Inc. - Units	80,000.00	1,600,000.00
10/25/2007	13	Intra-Cellular Therapies, Inc. - Preferred Shares	7,635,996.80	4,030,022.00
11/09/2007	1	Iotum Inc. - Debentures	200,000.00	N/A
08/23/2005 to 06/12/2007	11	Iotum Inc. - Debentures	430,000.00	N/A
06/26/2007 to 11/08/2007	242	Lake House Capital - Units	4,525,300.00	45,253.00
07/26/2007 to 11/08/2007	242	Lake House Investments - Common Shares	4,525.30	45,253.00
11/07/2007	1	Laurion Mineral Exploration Inc. - Common Shares	50,000.00	500,000.00
10/23/2007	8	Laurion Mineral Exploration Inc. - Common Shares	10,500.00	100,000.00
11/23/2007	55	Los Andes Copper Ltd. - Units	7,500,000.00	15,000,000.00
11/08/2007	1	M-L International Investment Fund - Units	244,141,475.65	2,441,414.76
12/02/2007	1	Mantis Mineral Corp. - Common Shares	0.00	350,000.00
11/22/2007	13	Medoro Resources Ltd. - Common Shares	2,249,990.36	3,308,809.00
11/23/2007	38	Merrill Lynch Canada Finance Company - Notes	6,414,716.00	65,000.00
11/30/2007	68	Newport Strategic Yield Fund Limited Partnership - Units	5,297,078.55	496,009.00
11/23/2007	112	NP Direct-Exshaw LP II - Units	3,680,310.00	368,031.00
11/22/2007	33	Ontex Resources Limited - Units	3,649,500.05	3,572,727.00
03/15/2007	1	PCM Special Opportunities Fund - Limited Partnership Units	65,000,000.00	650.00
08/14/2007	1	PCM Special Opportunities Fund - Limited Partnership Units	30,000,000.00	300.00
12/02/2007	6	Pioneering Technology Inc. - Warrants	143,000.00	2,200,000.00
11/09/2007	1	Polar Star Mining Corporation - Common Shares	13,500.00	15,000.00
11/16/2007	1	Rockwood Holdings, Inc. - Common Shares	82,450,000.00	2,500,000.00

Transaction Date	No of Purchasers	Issuer/Security	Total Pur. Price ($)	No of Securities Distributed
11/22/2007	1	Rocmec Mining Inc. - Units	481,534.92	N/A
11/23/2007	89	Shore Gold Inc. - Flow-Through Shares	30,000,600.00	4,762,000.00
11/14/2007	24	Silver Spruce Resources Inc. - Flow-Through Shares	6,325,000.00	5,500,000.00
11/28/2007	10	Tagish Lake Gold Corp. - Flow-Through Shares	436,197.90	2,565,870.00
11/16/2007	73	Trillium Power Wind Corporation - Units	2,469,401.00	1,257,300.00
11/26/2007	10	TrueContext Corporation - Units	8,569,945.98	N/A
10/23/2007	1	Truition Inc. - Debentures	2,500,000.00	1.00
11/22/2007	14	Walton Brant County Land 2 Investment Corporation - Common Shares	402,480.00	40,248.00
08/07/2006 to 10/29/2007	19	Westboro Mortgage Investment Corp. - Units	2,585,000.00	N/A
11/16/2007	1	Windsor Auto Trust - Notes	77,235,412.67	N/A

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Chapter 11

IPOs, New Issues and Secondary Financings

Issuer Name:
Adanac Molybdenum Corporation
Principal Regulator - British Columbia
Type and Date:
Preliminary Short Form Prospectus dated December 7, 2007
Mutual Reliance Review System Receipt dated December 10, 2007
Offering Price and Description:
$15,000,000.00
* Units
* Flow-Through Shares
Price: $ * per Unit
$* per Flow-Through Share
Underwriter(s) or Distributor(s):
Haywood Securities Inc.
MGI Securities Inc.
D&D Securities Company
Desjardins Securities Inc.
Fraser Mackenzie Inc.
Jennings Capital Inc.
Promoter(s):
-
Project #1195927

Issuer Name:
AIM Resources Limited
Type and Date:
Preliminary Non-Offering Prospectus dated December 6, 2007
Receipted on December 7, 2007
Offering Price and Description:
-
Underwriter(s) or Distributor(s):
-
Promoter(s):
-
Project #1195400

Issuer Name:
Allied Properties Real Estate Investment Trust
Principal Regulator - Ontario
Type and Date:
Preliminary Short Form Prospectus dated December 5, 2007
Mutual Reliance Review System Receipt dated December 5, 2007
Offering Price and Description:
$60,175,000.00 - 2,900,00 Units Price: $20.75 per Unit
Underwriter(s) or Distributor(s):
Scotia Capital Inc.
RBC Dominion Securities Inc.
BMO Nesbitt Burns Inc.
CIBC World Markets Inc.
Canaccord Capital Corporation
Genuity Capital Markets
National Bank Financial Inc.
Promoter(s):
-
Project #1194997

Issuer Name:
Canoro Resources Ltd.
Principal Regulator - Alberta
Type and Date:
Preliminary Short Form Prospectus dated December 6, 2007
Mutual Reliance Review System Receipt dated December 6, 2007
Offering Price and Description:
$30,090,000.00 - 17,700,000 Common Shares Price: $1.70 per Common Share
Underwriter(s) or Distributor(s):
Cormark Securities Inc.
CIBC World Markets Inc.
Fraser Mackenzie Limited
Jennings Capital Inc.
Westwind Partners Inc.
Promoter(s):
Canoro Resources Ltd.
Project #1195461

Issuer Name:
CC&L Balanced Growth Portfolio
CC&L Balanced Income Portfolio
CC&L Balanced Portfolio
CC&L Growth Portfolio
Principal Regulator - Ontario
Type and Date:
Preliminary Simplified Prospectuses dated December 7, 2007
Mutual Reliance Review System Receipt dated December 11, 2007
Offering Price and Description:
Series R5 and R7 Units
Underwriter(s) or Distributor(s):
-
Promoter(s):
Connor Clark & Lunn Managed Portfolios Inc.
Project #1195865

Issuer Name:
Centamin Egypt Limited
Principal Regulator - Ontario
Type and Date:
Preliminary Short Form Prospectus dated December 11, 2007
Mutual Reliance Review System Receipt dated December 11, 2007
Offering Price and Description:
$134,400,000.00 - 112,000,000 Ordinary Shares
to be issued upon the deemed exercise of
112,000,000 previously issued Special Warrants
$1.20 per Special Warrant
Underwriter(s) or Distributor(s):
Westwind Partners Inc.
Orion Securities Inc.
Cormack Securities Inc.
Promoter(s):
-
Project #1196545

Issuer Name:
CI New Canadian Asset Allocation Corporate Class
CI New Canadian Equity Corporate Class
CI New Global Equity Corporate Class
Principal Regulator - Ontario
Type and Date:
Amended and Restated Preliminary Simplified Prospectuses dated December 3, 2007
Mutual Reliance Review System Receipt dated December 5, 2007
Offering Price and Description:
Class AT5, AT8, FT5, FT8, IT5 and IT8 Shares
Underwriter(s) or Distributor(s):
-
Promoter(s):
CI Investments Inc.
Project #1184462

Issuer Name:
Emera Incorporated
Principal Regulator - Nova Scotia
Type and Date:
Preliminary Short Form Shelf Prospectus dated December 3, 2007
Mutual Reliance Review System Receipt dated December 5, 2007
Offering Price and Description:
$400,000,000.00 - Debt Securities (Unsecured)
Underwriter(s) or Distributor(s):
BMO Nesbitt Burns Inc.
CIBC World Markets Inc.
RBC Dominion Securities Inc.
Scotia Capital Inc.
TD Securities Inc.
Promoter(s):
-
Project #1194641

Issuer Name:
GCH Capital Partners Inc.
Principal Regulator - British Columbia
Type and Date:
Preliminary Prospectus dated December 7, 2007
Mutual Reliance Review System Receipt dated December 11, 2007
Offering Price and Description:
$* -* Common Shares
@ $ * per Common Share
Underwriter(s) or Distributor(s):
Canaccord Capital Corporation
Promoter(s):
Gerri Greenham
Project #1196440

Issuer Name:
IBI Income Fund
Principal Regulator - Ontario
Type and Date:
Preliminary Short Form Prospectus dated December 6, 2007
Mutual Reliance Review System Receipt dated December 7, 2007
Offering Price and Description:
$50,000,000.00 - 2,083,333 Units Price $24.00 per Unit
Underwriter(s) or Distributor(s):
CIBC World Markets Inc.
TD Securities Inc.
Blackmont Capital Inc.
BMO Nesbitt Burns Inc.
Canaccord Capital Corporation
Genuity Capital Markets
National Bank Financial Inc.
Raymond James Ltd.
Promoter(s):
IBI Group Management Partnership
Project #1195472

Issuer Name:
Inter Pipeline Fund
Principal Regulator - Alberta
Type and Date:
Preliminary Short Form Prospectus dated December 7, 2007
Mutual Reliance Review System Receipt dated December 7, 2007
Offering Price and Description:
$150,038,000.00 - 15,310,000 Class A Units Price: $9.80 per Class A Unit
Underwriter(s) or Distributor(s):
CIBC World Markets Inc.
TD Securities Inc.
BMO Nesbitt Burns Inc.
RBC Dominion Securities Inc.
Scotia Capital Inc.
National Bank Financial Inc.
HSBC Securities (Canada) Inc.
Canaccord Capital Corporation
Promoter(s):
-
Project #1195820

Issuer Name:
Liquor Stores Income Fund
Principal Regulator – Alberta
Type and Date:
Preliminary Short Form Prospectus dated December 6, 2007
Mutual Reliance Review System Receipt dated December 7, 2007
Offering Price and Description:
$50,000,000.00 - 6.75% Convertible Unsecured Subordinated Debentures Price: $1,000 per Debenture
Underwriter(s) or Distributor(s):
RBC Dominion Securities Inc.
Cormark Securities Inc.
National Bank Financial Inc.
Raymond James Ltd.
HSBC Securities (Canada) Inc.
Promoter(s):
-
Project #1195830

Issuer Name:
Nova Scotia Power Incorporated
Principal Regulator - Nova Scotia
Type and Date:
Preliminary Short Form Shelf Prospectus dated December 3, 2007
Mutual Reliance Review System Receipt dated December 5, 2007
Offering Price and Description:
$400,000,000.00 - Debt Securities (Unsecured)
Underwriter(s) or Distributor(s):
BMO Nesbitt Burns Inc.
CIBC World Markets Inc.
RBC Dominion Securities Inc.
Scotia Capital Inc.
TD Securities Inc.
Promoter(s):
-
Project #1194643

Issuer Name:
Pure Industrial Real Estate Trust
Principal Regulator - British Columbia
Type and Date:
Amended and Restated Preliminary Short Form Prospectus dated December 6, 2007
Mutual Reliance Review System Receipt dated December 6, 2007
Offering Price and Description:
$ * - * Units
Price: $ * per Unit
Underwriter(s) or Distributor(s):
Dundee Securities Corporation
RBC Dominion Securities Inc.
Raymond James Ltd.
BMO Capital Markets Inc.
Blackmont Capital Inc.
Bieber Securities Inc.
Canaccord Capital Corporation
MGI Securities Inc.
Sora Group Wealth Advisors Inc.
Promoter(s):
Sunstone Industrial Advisors Inc.
Project #1184611

Issuer Name:
RBC O'Shaughnessy U.S. Growth Fund II
Principal Regulator - Ontario
Type and Date:
Preliminary Simplified Prospectus dated December 6, 2007
Mutual Reliance Review System Receipt dated December 6, 2007
Offering Price and Description:
Series A, Advisor Series, Series D and Series F Units
Underwriter(s) or Distributor(s):
Royal Mutual Funds Inc.
RBC Direct Investing Inc.
Royal Mutual Funds Inc./RBC Direct Investing Inc.
Promoter(s):
RBC Asset Management Inc.
Project #1195277

Issuer Name:
Schwabo Capital Corporation
Principal Regulator - Ontario
Type and Date:
Preliminary CPC Prospectus dated December 3, 2007
Mutual Reliance Review System Receipt dated December 5, 2007
Offering Price and Description:
$225,000.00 - 1,500,000 COMMON SHARES ($0.15 per Common Share)
Underwriter(s) or Distributor(s):
Canaccord Capital Corporation
Promoter(s):
Zoran Arandjelovic
Project #1194662

Issuer Name:
Serica Energy PLC
Principal Regulator - Alberta
Type and Date:
Preliminary Short Form Prospectus dated December 10, 2007
Mutual Reliance Review System Receipt dated December 10, 2007
Offering Price and Description:
£ * - * Ordinary Shares
£ * per Placed Share
Underwriter(s) or Distributor(s):
JPMorgan Cazenove Limited
Tristone Capital Inc.
Promoter(s):
-
Project #1196127

Issuer Name:
Sherritt International Corporation
Principal Regulator - Ontario
Type and Date:
Preliminary Short Form Shelf Prospectus dated December 7, 2007
Mutual Reliance Review System Receipt dated December 10, 2007
Offering Price and Description:
$500,000,000.00 - Debt Securities; Common Shares; Subscription Receipts
Underwriter(s) or Distributor(s):
-
Promoter(s):
-
Project #1195792

Issuer Name:
Tech Titans Trust
Principal Regulator - Ontario
Type and Date:
Preliminary Prospectus dated December 6, 2007
Mutual Reliance Review System Receipt dated December 10, 2007
Offering Price and Description:
Maximum $ * (* Units)
Each Unit consisting of one Trust Unit and one Warrant to purchase one Trust Unit
Price: $12.00 per Unit
Underwriter(s) or Distributor(s):
CIBC World Markets Inc.
RBC Dominion Securities Inc.
BMO Nesbitt Burns Inc.
TD Securities Inc.
National Bank Financial Inc.
Canaccord Capital Corporation
Dundee Securities Corporation
HSBC Securities (Canada) Inc.
Raymond James Ltd.
Blackmont Capital Inc.
Desjardins Securities Inc.
Laurentian Bank Securities Inc.
Richardson Partners Financial Limited
Wellington West Capital Inc.
Promoter(s):
QUADRAVEST CAPITAL MANAGEMENT INC.
Project #1196105

Issuer Name:
Troy Resources NL
Principal Regulator - British Columbia
Type and Date:
Preliminary Prospectus dated December 7, 2007
Mutual Reliance Review System Receipt dated December 7, 2007
Offering Price and Description:
C$ * - * Shares Price: C$ * per Share
Underwriter(s) or Distributor(s):
Scotia Capital Inc.
Macquarie Capital Markets Canada Ltd.
National Bank Financial Inc.
RBC Dominion Securities Inc.
Promoter(s):
-
Project #1195850

Issuer Name:
Agrium Inc.
Principal Regulator - Alberta
Type and Date:
Amendment #1 dated December 3, 2007 to Final Shelf Prospectus dated August 22, 2007
Mutual Reliance Review System Receipt dated December 5, 2007
Offering Price and Description:
U.S.$3,000,000,000.00
Common Shares
Preferred Shares
Subscription Receipts
Debt Securities
Units
Underwriter(s) or Distributor(s):
-
Promoter(s):
-
Project #1140449

Issuer Name:
Athabasca Potash Inc.
Principal Regulator - Saskatchewan
Type and Date:
Final Prospectus dated December 6, 2007
Mutual Reliance Review System Receipt dated December 6, 2007
Offering Price and Description:
$43,095,000.00 - 10,140,000 Common Shares Price: $4.25 Per Common Share
Underwriter(s) or Distributor(s):
Genuity Capital Markets
National Bank Financial Inc.
TD Securities Inc.
Wellington Capital Markets Inc.
Research Capital Corporation
Promoter(s):
Dawn Zhou
Project #1180148

Issuer Name:
Bridgewater Systems Corporation
Principal Regulator - Ontario
Type and Date:
Final Prospectus dated December 10, 2007
Mutual Reliance Review System Receipt dated December 10, 2007
Offering Price and Description:
-
Underwriter(s) or Distributor(s):
CIBC World Markets Inc.
Genuity Capital Markets G.P.
GMP Securities L.P.
RBC Dominion Securities Inc.
TD Securities Inc.
Promoter(s):
-
Project #1176550

Issuer Name:
Canadian Hydro Developers, Inc.
Principal Regulator - Alberta
Type and Date:
Final Short Form Prospectus dated December 5, 2007
Mutual Reliance Review System Receipt dated December 5, 2007
Offering Price and Description:
$55,000,000.00 - 8,800,000 Subscription Receipts each representing the right to receive one Common Share
Price: $6.25 per Subscription Receipt
Underwriter(s) or Distributor(s):
Scotia Capital Inc.
Firstenergy Capital Corp.
Canaccord Capital Corporation
RBC Dominion Securities Inc.
Cormark Securities Inc,
GMP Securities L.P.
National Bank Financial Inc.
TD Securities Inc.
Promoter(s):
-
Project #1188510

Issuer Name:
Advanced Folio Fund
Aggressive Folio Fund
Balanced Folio Fund
Conservative Folio Fund
GWLIM Canadian Growth Fund
GWLIM North American Mid Cap Fund
GWLIM Corporate Bond Fund
London Capital Canadian Bond Fund
London Capital Canadian Diversified Equity Fund
London Capital Income Plus Fund
London Capital Canadian Dividend Fund
London Capital U.S. Value Fund
Mackenzie Focus Canada Fund
Mackenzie Focus Far East Class
Mackenzie Ivy European Class
Mackenzie Maxxum Canadian Balanced Fund
Mackenzie Maxxum Canadian Equity Growth Fund
Mackenzie Maxxum Dividend Fund
Quadrus Money Market Fund
Mackenzie Universal American Growth Class
Mackenzie Universal Canadian Resource Fund
Mackenzie Universal Emerging Markets Class
Mackenzie Universal Global Growth Fund
Mackenzie Universal Precious Metals Fund
Mackenzie Universal U.S. Growth Leaders Fund
Moderate Folio Fund
Quadrus AIM Canadian Equity Growth Fund
Quadrus Canadian Equity Corporate Class
Quadrus North American Specialty Corporate Class
Quadrus Cash Management Corporate Class
Quadrus Eaton Vance U.S. Value Corporate Class
Quadrus Fixed Income Corporate Class
Quadrus Laketon Fixed Income Fund
Quadrus Setanta Global Dividend Corporate Class
Quadrus Sionna Canadian Value Corporate Class
Quadrus Templeton International Equity Fund
Quadrus Trimark Balanced Fund
Quadrus Trimark Global Equity Fund
Quadrus U.S. and International Equity Corporate Class
Quadrus U.S. and International Specialty Corporate Class
Principal Regulator - Ontario
Type and Date:
Amendment #2 dated November 26, 2007 to Final Simplified Prospectuses and Annual Information Forms dated July 3, 2007
Mutual Reliance Review System Receipt dated December 5, 2007
Offering Price and Description:
Quadrus Series, H, N Series
Underwriter(s) or Distributor(s):
Quadrus Investment Serivces Ltd.
Quadrus Investment Services Ltd.
Quadrus Investment Services Inc.
none
Promoter(s):
Mackenzie Financial Corporation
Project #1108180

Issuer Name:
Counsel All Equity Portfolio
Counsel Balanced Portfolio
Counsel Conservative Portfolio
Counsel Fixed Income
Counsel Growth Portfolio
Counsel Income Managed Portfolio
Counsel Managed Portfolio
Counsel Money Market
Counsel Regular Pay Portfolio
Counsel Select America
Counsel Select Canada
Counsel Select International
Counsel Select Small Cap
Counsel World Managed Portfolio
Principal Regulator - Ontario
Type and Date:
Amendment #3 dated November 19, 2007 to Final Simplified Prospectuses and Annual Information Forms dated January 26, 2007
Mutual Reliance Review System Receipt dated December 5, 2007
Offering Price and Description:
Series A, D E, F and I Units
Underwriter(s) or Distributor(s):
-
Promoter(s):
Counsel Group of Funds Inc.
Project #1035361

Issuer Name:
Criterion Global Dividend Fund
Criterion International Equity Fund
Criterion Water Infrastructure Fund
Principal Regulator - Ontario
Type and Date:
Amended and Restated Simplified Prospectuses and Annual Information Forms dated November 29, 2007
Mutual Reliance Review System Receipt dated December 5, 2007
Offering Price and Description:
Class A, B, D, F, I, L, M, O, P and Q Units
Underwriter(s) or Distributor(s):
-
Promoter(s):
Criterion Investments Limited
Project #1171847

Issuer Name:
Lawrence India Fund
Principal Regulator - Ontario
Type and Date:
Final Simplified Prospectus dated December 4, 2007
Mutual Reliance Review System Receipt dated December 6, 2007
Offering Price and Description:
Series A, Series F and Series O Units
Underwriter(s) or Distributor(s):
Lawrence Asset Management Inc,
Promoter(s):
Lawrence Asset Management Inc.
Project #1144094

Issuer Name:
PrimeWest Mortgage Investment Corporation
Principal Regulator - Saskatchewan
Type and Date:
Final Prospectus dated December 5, 2007
Mutual Reliance Review System Receipt dated December 6, 2007
Offering Price and Description:
$6,000,000.00 (MAXIMUM OFFERING) (600,000 Common Shares); $2,000,000.00 (MINIMUM OFFERING) (200,000 Common Shares) 7.25% CONVERTIBLE UNSECURED DEBENTURE DUE DECEMBER 31, 2010 OFFERING $3,000,000 (MAXIMUM OFFERING) (3,000 Debentures)
Underwriter(s) or Distributor(s):
Union Securities Ltd.
Promoter(s):
-
Project #1167620

Issuer Name:
Saxon Balanced Fund
Saxon Bond Fund
Saxon High Income Fund
Saxon International Equity Fund
Saxon Money Market Fund
Saxon Small Cap
Saxon Stock Fund
Saxon US Equity Fund
Saxon World Growth
Principal Regulator - Ontario
Type and Date:
Amendment #1 dated December 3, 2007 to Final Simplified Prospectuses and Annual Information Forms dated May 2, 2007
Mutual Reliance Review System Receipt dated December 7, 2007
Offering Price and Description:
Class A Units, Class B Units and Class F Units
Underwriter(s) or Distributor(s):
MD Management Limited
Promoter(s):
-
Project #1077844

Issuer Name:
Saxon Global Small Cap Fund
Saxon Microcap Fund
Saxon U.S. Small Cap Fund
Principal Regulator - Ontario
Type and Date:
Final Simplified Prospectus and Annual Information Form (NI 81-101) dated December 3, 2007
Mutual Reliance Review System Receipt dated December 5, 2007
Offering Price and Description:
Investor Series Units, B-Series Units, Advisor Series Units and F-Series Units @ Net Asset Value
Underwriter(s) or Distributor(s):
MD Management Limited
Promoter(s):
Saxon Funds Management Limited
Project #1172266

Issuer Name:
Silver Bear Resources Inc.
Principal Regulator - Ontario
Type and Date:
Final Prospectus dated December 10, 2007
Mutual Reliance Review System Receipt dated December 11, 2007
Offering Price and Description:
$30,000,000.00 - 10,000,000 Common Shares Price $3.00 per Share
Underwriter(s) or Distributor(s):
RBC Dominion Securities Inc.
Merrill Lynch & Co.
GMP Securities L.P.
Wellington West Capital Markets Inc.
Promoter(s):
-
Project #1176365

Issuer Name:
The VenGrowth Advanced Life Sciences Fund Inc.
The VenGrowth III Investment Fund Inc.
The Vengrowth Traditional Industries Fund Inc.
Principal Regulator - Ontario
Type and Date:
Final Prospectus dated December 7, 2007
Mutual Reliance Review System Receipt dated December 7, 2007
Offering Price and Description:
Class A shares at net asset value
Underwriter(s) or Distributor(s):
-
Promoter(s):
-
Project #1173206

Issuer Name:
The VenGrowth Investment Fund Inc.
Type and Date:
Final Prospectus dated December 7, 2007
Receipted on December 7, 2007
Offering Price and Description:
Shares at net asset value
Underwriter(s) or Distributor(s):
-
Promoter(s):
-
Project #1172363

Issuer Name:
Uranium Focused Energy Fund
Principal Regulator - Ontario
Type and Date:
Final Prospectus dated December 4, 2007
Mutual Reliance Review System Receipt dated December 5, 2007
Offering Price and Description:
Investment trust securities at net asset value
Each Combined Units consists of one trust unit of the Fund and one transferable unit purchase warrant
Price: $8.35 per Combined Unit
Maximum Offering: 4,988,024 Combined Units ($50,000,000.00)
Underwriter(s) or Distributor(s):
CIBC World Markets Inc.
RBC Dominion Securities Inc.
BMO Nesbitt Burns Inc.
National Bank Financial Inc.
Scotia Capital Inc.
TD Securities Inc.
Canccord Capital Corporation
Raymond James Ltd.
Dundee Securities Corporation
HSBC Securities (Canada) Inc.
Berkshire Securities Inc.
Blackmont Capital Inc.
Desjardins Securities Inc.
Middlefield Capital Corporation
Research Capital Corporation
Richardson Partners Financial Ltd.
Wellington West Capital Inc.
Promoter(s):
Middlefield Fund Management Limited
Project #1179313

Chapter 12

Registrations

12.1.1 Registrants

Type	Company	Category of Registration	Effective Date
New Registration	ING Direct Asset Management Limited	Investment Counsel & Portfolio Manager	December 5, 2007
Name Change	From: AGF Private Investment Management Limited/Gestion privée des investissements AGF Limitée To: Magna Vista Investment Management Limited/Gestion des investissements Magna Vista Limitée	Limited Market Dealer and Investment Counsel & Portfolio Manager	December 3, 2007
Name Change	From: Orion Securities Inc. To: Macquarie Capital Markets Canada Ltd.	Investment Dealer and Futures Commission Merchant	December 1, 2007
New Registration	Bloombergsen Inc.	Limited Market Dealer & Investment Counsel & Portfolio Manager	December 11, 2007

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Chapter 13

SRO Notices and Disciplinary Proceedings

13.1.1 MFDA Sets Date for Paul Edward Lloyd Hearing in Toronto, Ontario

NEWS RELEASE
For immediate release

MFDA SETS DATE FOR
PAUL EDWARD LLOYD HEARING
IN TORONTO, ONTARIO

December 6, 2007 (Toronto, Ontario) – The Mutual Fund Dealers Association of Canada ("MFDA") commenced a disciplinary proceeding in respect of Paul Edward Lloyd by Notice of Hearing dated October 26, 2007.

As specified in the Notice of Hearing, the first appearance in this proceeding took place today at 10:00 a.m. (Eastern) before a three-member Hearing Panel of the MFDA Central Regional Council.

The commencement of the hearing of this matter on the merits has been scheduled to take place before a Hearing Panel of the Central Regional Council on Tuesday, February 12, 2008 at 11:00 a.m. (Eastern) in the Hearing Room located at the offices of the MFDA at 121 King Street West, Suite 1000, Toronto, Ontario, or as soon thereafter as the hearing 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 161 members and their approximately 75,000 Approved Persons with a mandate to protect investors and the public interest.

For further information, please contact:
Yvette MacDougall
Hearings Coordinator
(416) 943-4606 or ymacdougall@mfda.ca

13.1.2 CDS Rule Amendment Notice – Technical Amendments to CDS Procedures Relating to Pledge and Settlement Procedures

CDS CLEARING AND DEPOSITORY SERVICES INC. (CDS®)

TECHNICAL AMENDMENTS TO CDS PROCEDURES

PLEDGE AND SETTLEMENT PROCEDURES

NOTICE OF EFFECTIVE DATE

A. DESCRIPTION OF THE RULE AMENDMENT

Background

The proposed amendments to the CDS User Guide entitled *Pledge and Settlement Procedures* are housekeeping, grammatical, and typographical in nature and are proposed in the normal course of CDS's ongoing maintenance of its Participant Procedures.

In the course of the normal review of CDS's participant procedures, CDS became aware of an error relating to the number of collateral items and loan items that may be included in a new pledge. The current limit on such items is 300 collateral items and 300 loan items per new pledge. The current version of the Procedures refers, however, to a limit of 40 such items. These limits, as currently contained in the Procedures, are incorrect.

The Procedures marked for the amendments may be accessed at the CDS website at:

http://www.cds.ca/cdsclearinghome.nsf/Pages/-EN-UserDocumentation?Open

[en francais: http://www.cds.ca/cdsclearinghome.nsf/Pages/-FR-Documentation?Open]

Description of Proposed Amendments

Reference to the 40 item limits on collateral and loan items will be amended to reflect the correct limits of 300 items for collateral and loan items.

B. REASONS FOR TECHNICAL CLASSIFICATION

The amendments proposed pursuant to this Notice are considered technical amendments; they are intended to ensure consistency or compliance with an existing rule.

C. EFFECTIVE DATE OF THE RULE

Pursuant to Appendix A ("Rule Protocol Regarding The Review And Approval Of CDS Rules By The OSC") of the OSC Recognition and Designation Order, as amended 1 November, 2006, and *Annexe A* (*"Protocole d'examen et d'approbation des Règles de Services de Dépôt et de Compensation CDS Inc. par l'Autorité des marchés financiers"*) of AMF Decision 2006-PDG-0180, made effective on 1 November, 2006, CDS has determined that these amendments will be effective on **January 7th, 2008**.

D. QUESTIONS

Questions regarding this notice may be directed to:

Tony Hoffmann
Legal Counsel
The Canadian Depository for Securities Limited
85 Richmond Street West,
Toronto, Ontario, M5H 2C9

Telephone: 416-365-3768; Fax: 416-365-1984
e-mail: attention@cds.ca

JAMIE ANDERSON
Managing Director, Legal

13.1.3 TSX Inc. Notice - Approval of Amendments to the Rules of the Toronto Stock Exchange: Direct Access Trading – Eligible Client Definition

TSX INC. NOTICE

APPROVAL OF AMENDMENTS
TO THE RULES OF THE TORONTO STOCK EXCHANGE:
DIRECT ACCESS TRADING – ELIGIBLE CLIENT DEFINITION

Introduction

In accordance with the Protocol for Commission Oversight of Toronto Stock Exchange Rule Proposals between the Ontario Securities Commission (OSC) and TSX Inc. (TSX), TSX has adopted and the OSC has approved certain amendments (Amendments) to broaden the prescribed classes of eligible clients set out in Policy 2-501(1) of the Rules of Toronto Stock Exchange (Rule Book) and make other related housekeeping changes. The Amendments will become effective on December 14, 2007.

Background to the Amendments

A Request for Comments was initially published in the OSC Bulletin (OSCB) on January 13, 2006. It included the Amendments with three other substantive proposed changes to the eligible client definition:

(i) to expand the eligible client definition to include "regulated entities" as defined in the General Notes and Definitions section of the Joint Regulatory Financial Questionnaire and Report (JRFQ);

(ii) to expand the existing class of investment counsellors and portfolio managers to include other Canadian registrants other than POs (TSX Policy 2-501(1)(b)); and

(iii) to expand the existing class of foreign dealers who are affiliated with POs to include any foreign dealer whose home jurisdiction is a Basel Accord Country (TSX Policy 2-501(1)(c)).

TSX has withdrawn proposed changes (i) to (iii) above. OSC staff considers the three proposals referenced above to be a significant departure from the existing sponsored direct access rules. To avoid delaying the approval process for the Amendments, TSX has agreed to withdraw the proposed changes (i) to (iii) at this time.

Amendments

The Amendments make one significant substantive change to broaden the categories of eligible client to include clients that are non-individuals with total securities under administration or management exceeding $10 million, where the client is resident in a Basel Accord country.

The Amendments include housekeeping changes such as the deletion of references to the eVWAP facility and POSIT Call Market. TSX no longer operates these facilities.

The Amendments are provided in Appendix A and are outlined below.

Policy 2-501(1)(i)

A new category of eligible client is added to include clients that are non-individuals with total securities under administration or management exceeding $10 million, where the client is resident in a Basel Accord country (as defined in the JRFQ).

Policy 2-501(1)(j)

Former Policy 2-501(1)(i) is now Policy 2-501(1)(j).

Policy 2-502(2)(a)

Reference to the eVWAP facility and POSIT Call Market are deleted.

Policy 2-502(5)

This subsection (about eVWAP requirements) is deleted in its entirety.

Policy 2-502(6)

This subsection (about POSIT Call Market requirements) is deleted in its entirety.

Discussion of Amendments

The intent of the Amendments is to modernize the definition of an eligible client to better service the needs of market participants. We also believe that the Amendments will increase order flow and therefore add liquidity to Toronto Stock Exchange.

The Amendments are drafted to be consistent with the definition of institutional customer in the IDA Policy 4. We believe that consistent definitions among self-regulatory organizations and marketplaces provide clarity to market participants. IDA Policy 4 includes a "non-individual with total securities under administration or management exceeding $10 million" as an institutional customer.

This definition recognizes that smaller accounts of non-individuals may indeed represent sophisticated order flow and trading strategies. When using a high threshold financial means test to determine whether a client is sophisticated, the aggregate value of securities held in a company's portfolio is assumed to determine the sophistication of the client. We believe that in this evolving global market, assessing sophistication based solely on assets held is a faulty measurement because technology now allows smaller pools of capital to trade with sophisticated strategies. The sophistication of a client may better be determined by assessing the velocity in which securities are traded through its portfolio.

The Amendments provide a new TSX Policy 2-501(1)(i) which uses the language from IDA Policy 4, but narrows this eligible client category to include only those entities that are resident in a Basel Accord country. This should provide protection to Canadian markets if regulatory investigations with respect to these clients are undertaken.

Comments Received

TSX received three comment letters in response to the initial Request for Comments. The comment letters from TD Newcrest and BMO Nesbitt Burns were wholly supportive of the initial proposed amendments.

The third comment letter was submitted by Market Regulation Services Inc. (RS). RS agreed that an institutional customer for the purposes of IDA Policy 4 should be eligible to have sponsored direct access. RS advocated that the test for an institutional customer should be based on residency in a Basel Accord country rather than on its domicile status in order to more closely correspond with the tax status of the customer. We have made this drafting change in the Amendments.

RS also advised that it would be ideal to incorporate IDA Policy 4 by reference into the Rule Book, to ensure that all classes of institutional customers described in IDA Policy 4 qualify as eligible clients. We do not believe that it is necessary or particularly advantageous to incorporate by reference IDA Policy 4 into the Rule Book. TSX will continue to monitor any changes made to IDA Policy 4 in the future and adopt these changes where relevant. The Amendments therefore do not reflect this RS suggestion.

Appendix A

Rules of the Toronto Stock Exchange

Amendments to Part 2, Division 5 –

Designation of Eligible Clients

The Rules of the Toronto Stock Exchange are amended as follows:

1. Policy 2-501(1)(i) is deleted and replaced by the following:

   (i) a client that is a non-individual with total securities under administration or management exceeding $10 million, where the client is resident in a jurisdiction that falls within the definition of "Basle Accord Countries" as defined in the General Notes and Definitions section of the Joint Regulatory Financial Questionnaire and Report; and

2. Former Policy 2-501(1)(i) is now Policy 2-501(1)(j) and reads as follows:

   (j) a client that enters an order through an Order-Execution Account.

3. Policy 2-502(2)(a) is amended by deleting ",eVWAP Facility, or the POSIT Call Market;".

4. Policy 2-502(5) is deleted.

5. Policy 2-502(6) is deleted.

13.1.4 CDS Rule Amendment Notice – Technical Amendments to CDS Procedures Relating to Regulation SHO Procedures

CDS CLEARING AND DEPOSITORY SERVICES INC. (CDS®)

TECHNICAL AMENDMENTS TO CDS PROCEDURES

REGULATION SHO PROCEDURES

NOTICE OF EFFECTIVE DATE

A. DESCRIPTION OF THE RULE AMENDMENT

Background

On September 28th, 2007, CDS's Regulators published a Notice of Effective Date in respect of amendments to CDS Participant Procedures relating to Regulation SHO (U.S. Securities and Exchange Commission). Regulation SHO was amended by the S.E.C. on June 13th, 2007, and the amendments came into force on October 15th, 2007.

The proposed amendments are made to ensure that CDS and its Participants will be in compliance with the aforementioned SEC amendments.

The Procedures marked for the amendments may be accessed at the CDS website at:

http://www.cds.ca/cdsclearinghome.nsf/Pages/-EN-UserDocumentation?Open

[en francais: http://www.cds.ca/cdsclearinghome.nsf/Pages/-FR-Documentation?Open]

Description of Proposed Amendments

The proposed amendments to the CDS User Guide entitled *New York Link Participant Procedures* are as follows:

1. In order to assure that CDS and its Participants are in compliance with Regulation SHO, participants are asked to contact CDS Customer Service in respect of Rule 144 securities by the **twelfth (12th)** consecutive business day, not the thirteenth (13th) day, as is currently indicated.

2. The section dealing with the required documentation has been amended to correct a typographical error and clarify that, where an affidavit is required, participants must submit such an affidavit for each affected security.

B. REASONS FOR TECHNICAL CLASSIFICATION

The amendments proposed pursuant to this Notice are considered technical amendments; they are amendments required to ensure consistency or compliance with an existing rule, securities legislation or other regulatory requirement.

C. EFFECTIVE DATE OF THE RULE

Pursuant to Appendix A ("Rule Protocol Regarding The Review And Approval Of CDS Rules By The OSC") of the OSC Recognition and Designation Order, as amended 1 November, 2006, and *Annexe A* (*"Protocole d'examen et d'approbation des Règles de Services de Dépôt et de Compensation CDS Inc. par l'Autorité des marchés financiers"*) of AMF Decision 2006-PDG-0180, made effective on 1 November, 2006, CDS has determined that these amendments will be effective on **January 7, 2008**.

D. QUESTIONS

Questions regarding this notice may be directed to:

Tony Hoffmann
Legal Counsel
The Canadian Depository for Securities Limited
85 Richmond Street West,
Toronto, Ontario, M5H 2C9

Telephone: 416-365-3768 ; Fax: 416-365-1984
e-mail: attention@cds.ca

JAMIE ANDERSON
Managing Director, Legal

Chapter 25

Other Information

25.1 Exemptions

25.1.1 Innovation Fund Inc. - OSC Rule 41-502 Prospectus Requirements for Mutual Funds, s. 5.2 and Part 11

Headnote

Exemption from the requirement to include financial statements in the prospectus provided that the prospectus incorporates by reference such statements. – Section 5.2 and Part 11 of Ontario Securities Commission Rule 41-502 Prospectus Requirements for Mutual Funds.

Applicable Legislative Provisions

Ontario Securities Commission Rule 41-502 Prospectus Requirements for Mutual Funds, s. 5.2 and Part 11.
Securities Act, R.S.O. 1990, c. S.5, as am.

December 3, 2007

Borden Ladner Gervais LLP
World Exchange Plaza
100 Queen Street, Suite 1100
Ottawa, ON K1P 1J9

Attention: R. Steve Thomas

Dear Sirs/Mesdames:

Re: Return on Innovation Fund Inc. (the "Fund")
Exemptive Relief Application under Part 11 of OSC Rule 41-502 *Prospectus Requirements for Mutual Funds* ("Rule 41-502")
Application No. 2007/0989, SEDAR Project No. 1184944

By letter dated November 19, 2007 (the "Application"), you applied on behalf of the Fund to the Director of the Ontario Securities Commission (the "Director") pursuant to Part 11 of Rule 41-502 for an exemption to allow the Fund not to include in its prospectus the financial statements (the "Financial Statements") set out in Section 5.2 of Rule 41-502, including annual financial statements and interim financial statements (the "Requested Relief").

This letter confirms that, based on the information and representations made in the Application, and for the purposes described in the Application, the Director intends to grant the requested exemption to be evidenced by the issuance of a receipt for the Fund's prospectus provided that the prospectus incorporates by reference the Financial Statements.

Yours very truly,

"Vera Nunes"
Assistant Manager, Investment Funds Branch

25.2 Approvals

25.2.1 Tanren Corporation - s. 213(3)(b) of the LTCA

Headnote

Clause 213(3)(b) of the Loan and Trust Corporations Act – application by manager, with no prior track record acting as trustee, for approval to act as trustee of pooled funds and future pooled funds to be established and managed by the applicant and offered pursuant to a prospectus exemption.

Statutes Cited

Loan and Trust Corporations Act, R.S.O. 1990, c. L.25, as am., s. 213(3)(b).

December 11, 2007

Stikeman Elliott LLP
Barristers & Solicitors
5300 Commerce Court West
199 Bay Street
Toronto, ON M5L 1B9

Attention: Stephen Johnson

Dear Sirs/Medames:

Re: Tanren Corporation (the "Applicant")
Application pursuant to clause 213(3)(b) of the Loan and Trust Corporations Act (Ontario) for approval to act as trustee
Application No. 2007/0981

Further to your application dated November 14, 2007 (the "Application") filed on behalf of the Applicant, and based on the facts set out in the Application and the representation by the Applicant that the assets of Tanren Bond Engine Trust and such other trusts as the Applicant may establish from time to time, will be held in the custody of: (1) a U.S. bank qualified to act as a sub-custodian under NI 81-102; or (2) a trust company incorporated and licensed or registered under the laws of Canada or a jurisdiction or a bank listed in Schedule I, II or III of the Bank Act (Canada) or an affiliate of such bank or trust company, the Ontario Securities Commission (the "Commission") makes the following order.

Pursuant to the authority conferred on the Commission in clause 213(3)(b) of the Loan and Trust Corporations Act (Ontario), the Commission approves the proposal that the Applicant act as trustee of Tanren Bond Engine Trust and such other trusts which may be established and managed by the Applicant from time to time, the securities of which will be offered pursuant to a prospectus exemption.

Yours truly,

"David L. Knight"

"Carol S. Perry"

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