

The Ontario Securities Commission

# OSC Bulletin

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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)

**The Ontario Securities Commission**

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## Chapter 1

# Notices / News Releases

1.1	Notices	<u>SCHEDULED OSC HEARINGS</u>	
1.1.1	Current Proceedings Before The Ontario Securities Commission	June 15, 2009	Goldpoint Resources Corporation, Lino Novielli, Brian Moloney, Evanna Tomeli, Robert Black, Richard Wylie and Jack Anderson
	JUNE 12, 2009	10:00 a.m.	
	CURRENT PROCEEDINGS		s. 127(1) and 127(5)
	BEFORE		M. Boswell in attendance for Staff
	ONTARIO SECURITIES COMMISSION		Panel: JEAT
	-----	June 15, 2009	Paladin Capital Markets Inc., John David Culp and Claudio Fernando Maya
	Unless otherwise indicated in the date column, all hearings will take place at the following location:	10:00 a.m.	
	The Harry S. Bray Hearing Room Ontario Securities Commission Cadillac Fairview Tower Suite 1700, Box 55 20 Queen Street West Toronto, Ontario M5H 3S8		s. 127
	Telephone: 416-597-0681 Telecopier: 416-593-8348		C. Price in attendance for Staff
CDS	TDX 76		Panel: LER
	Late Mail depository on the 19 <sup>th</sup> Floor until 6:00 p.m.	June 16, 2009	Sextant Capital Management Inc., Sextant Capital GP Inc., Sextant Strategic Opportunities Hedge Fund L.P., Otto Spork, Robert Levack and Natalie Spork
	-----	10:00 a.m.	
	<u>THE COMMISSIONERS</u>		s. 127
W. David Wilson, Chair	—	WDW	S. Kushneryk in attendance for Staff
James E. A. Turner, Vice Chair	—	JEAT	Panel: JEAT
Lawrence E. Ritchie, Vice Chair	—	LER	
Mary G. Condon	—	MGC	June 16, 2009
Margot C. Howard	—	MCH	Imagin Diagnostic Centres Inc., Patrick J. Rooney, Cynthia Jordan, Allan McCaffrey, Michael Shumacher, Christopher Smith, Melvyn Harris and Michael Zelyony
Kevin J. Kelly	—	KJK	10:00 a.m.
Paulette L. Kennedy	—	PLK	
David L. Knight, FCA	—	DLK	June 17-19, 2009
Patrick J. LeSage	—	PJL	9:30 a.m.
Carol S. Perry	—	CSP	s. 127 and 127.1
			J. Feasby in attendance for Staff
			Panel: MGC/MCH
		June 16, 2009	Nest Acquisitions and Mergers and Caroline Frayssignes
		2:30 p.m.	
			s 127(1) and 127(8)
			C. Price in attendance for Staff
			Panel: JEAT

June 22, 24-26, 2009	<b>Biovail Corporation, Eugene N. Melnyk, Brian H. Crombie, John R. Miszuk and Kenneth G. Howling</b>	June 29, 2009	<b>M P Global Financial Ltd., and Joe Feng Deng</b>
10:00 a.m.	s. 127(1) and 127.1	11:00 a.m.	s. 127(1)
June 23, 2009	J. Superina, A. Clark in attendance for Staff		M. Britton in attendance for Staff
2:30 p.m.	Panel: JEAT/DLK/PLK		Panel: JEAT
June 22, 2009	<b>MRS Sciences Inc. (formerly Morningside Capital Corp.), Americo DeRosa, Ronald Sherman, Edward Emmons and Ivan Cavric</b>	June 30, 2009	<b>FactorCorp Inc., FactorCorp Financial Inc. and Mark Twerdun</b>
10:00 a.m.	s. 127 and 127(1)	10:00 a.m.	s. 127
June 26, 2009	D. Ferris in attendance for Staff		A. Sonnen in attendance for Staff
10:00 a.m.	Panel: PJL/CSP		Panel: LER
June 25, 2009	<b>Gold-Quest International, Health and Harmony, Iain Buchanan and Lisa Buchanan</b>	July 6, 2009	<b>Lyndz Pharmaceuticals Inc., Lyndz Pharma Ltd., James Marketing Ltd., Michael Eatch and Rickey McKenzie</b>
2:00 p.m.	s. 127		s. 127(1) and (5)
	H. Craig in attendance for Staff		J. Feasby in attendance for Staff
	Panel: TBA	July 9, 2009	<b>Berkshire Capital Limited, GP Berkshire Capital Limited, Panama Opportunity Fund and Ernest Anderson</b>
June 25, 2009	<b>Gold-Quest International, 1725587 Ontario Inc. carrying on business as Health and Harmony, Harmony Club Inc., Donald Iain Buchanan, Lisa Buchanan and Sandra Gale</b>	10:00 a.m.	s. 127
2:00 p.m.	s. 127		E. Cole in attendance for Staff
	H. Craig in attendance for Staff		Panel: TBA
	Panel: TBA	July 10, 2009	<b>Hollinger Inc., Conrad M. Black, F. David Radler, John A. Boulton and Peter Y. Atkinson</b>
June 25, 2009	<b>Paul Iannicca</b>	9:30 a.m.	s. 127
2:00 p.m.	s. 127		J. Superina in attendance for Staff
	H. Craig in attendance for Staff		Panel: TBA
	Panel: TBA	July 10, 2009	<b>Uranium308 Resources Inc., Uranium308 Resources PLC., Michael Friedman, George Schwartz, Peter Robinson, Alan Marsh Shuman and Innovative Gifting Inc.</b>
June 29, 2009	<b>Goldbridge Financial Inc., Wesley Wayne Weber and Shawn C. Lesperance</b>	10:00 a.m.	s. 127
10:00 a.m.	s. 127		M. Boswell in attendance for Staff
	J. Feasby in attendance for Staff		Panel: TBA
	Panel: JEAT		

July 21, 2009 2:30 p.m.	<b>Lehman Cohort Global Group Inc., Anton Schnedl, Richard Unzer, Alexander Grundmann and Henry Hehlsinger</b>  s. 127  H. Craig in attendance for Staff  Panel: DLK	August 10-17; 19-21, 2009  10:00 a.m.	<b>New Life Capital Corp., New Life Capital Investments Inc., New Life Capital Advantage Inc., New Life Capital Strategies Inc., 1660690 Ontario Ltd., L. Jeffrey Pogachar, Paola Lombardi and Alan S. Price</b>  s. 127  S. Kushneryk in attendance for Staff  Panel: TBA
July 22 2009  10:00 a.m.	<b>Andrew Keith Lech</b>  s. 127(10)  J. Feasby in attendance for Staff  Panel: TBA	August 31, 2009  10:00 a.m.	<b>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.</b>  s. 127 and 127.1  Y. Chisholm in attendance for Staff  Panel: JEAT/DLK/CSP
July 23, 2009  10:00 a.m.	<b>W.J.N. Holdings Inc., MSI Canada Inc., 360 Degree Financial Services Inc., Dominion Investments Club Inc., Leveragepro Inc., Prosporex Investment Club Inc., Prosporex Investments Inc., Prosporex Ltd., Prosporex Inc., Networth Financial Group Inc., Networth Marketing Solutions, Dominion Royal Credit Union, Dominion Royal Financial Inc., Wilton John Neale, Ezra Douse, Albert James, Elnonieth "Noni" James, David Whitely, Carlton Ivanhoe Lewis, Mark Anthony Scott, Sedwick Hill, Trudy Huynh, Dorlan Francis, Vincent Arthur, Christian Yeboah, Azucena Garcia and Angela Curry</b>  s. 127  H. Daley in attendance for Staff  Panel: LER	September 3, 2009  10:00 a.m.	<b>Brilliant Brasilcan Resources Corp., York Rio Resources Inc., Brian W. Aidelman, Jason Georgiadis, Richard Taylor and Victor York</b>  s. 127  S. Horgan in attendance for Staff  Panel: TBA
July 23, 2009  2:00 p.m.	<b>Teodosio Vincent Pangia</b>  s. 127  J. Feasby in attendance for Staff  Panel: LER	September 9, 2009  10:00 a.m.	<b>Oversea Chinese Fund Limited Partnership, Weizhen Tang and Associates Inc., Weizhen Tang Corp., and Weizhen Tang</b>  s. 127 and 127.1  M. Britton in attendance for Staff  Panel: LER
July 27-31; August 5-14, 2009  10:00 a.m.	<b>Shane Suman and Monie Rahman</b>  s. 127 and 127(1)  C. Price in attendance for Staff  Panel: TBA	September 10, 2009  10:30 a.m.	<b>Abel Da Silva</b>  s. 127  M. Boswell in attendance for Staff  Panel: DLK

September 10, 2009  
10:00 a.m.

**Shallow Oil & Gas Inc., Eric O'Brien, Abel Da Silva, Gurdip Singh Gahunia aka Michael Gahunia and Abraham Herbert Grossman aka Allen Grossman**

s. 127(7) and 127(8)

M. Boswell in attendance for Staff

Panel: DLK

September 21-25, 2009

**Swift Trade Inc. and Peter Beck**

s. 127

10:00 a.m.

S. Horgan in attendance for Staff

Panel: TBA

September 29, 2009

**Adrian Samuel Leemhuis, Future Growth Group Inc., Future Growth Fund Limited, Future Growth Global Fund limited, Future Growth Market Neutral Fund Limited, Future Growth World Fund and ASL Direct Inc.**

2:30 p.m.

s. 127(5)

K. Daniels/A. Sonnen in attendance for Staff

Panel: LER

September 30 – October 23, 2009

**Rene Pardo, Gary Usling, Lewis Taylor Sr., Lewis Taylor Jr., Jared Taylor, Colin Taylor and 1248136 Ontario Limited**

10:00a.m.

s. 127

M. Britton in attendance for Staff

Panel: TBA

October 14, 2009

**Axcess Automation LLC, Axcess Management, LLC, Axcess Fund, L.P., Gordon Alan Driver and David Rutledge**

10:00 a.m.

s. 127

M. Adams in attendance for Staff

Panel: TBA

October 19 – November 10; November 12-13, 2009

**Irwin Boock, Stanton Defreitas, Jason Wong, Saudia Allie, Alena Dubinsky, Alex Khodjiaints Select American Transfer Co., Leasesmart, Inc., Advanced Growing Systems, Inc., International Energy Ltd., Nutrione Corporation, Pocketop Corporation, Asia Telecom Ltd., Pharm Control Ltd., Cambridge Resources Corporation, Compushare Transfer Corporation, Federated Purchaser, Inc., TCC Industries, Inc., First National Entertainment Corporation, WGI Holdings, Inc. and Enerbrite Technologies Group**

10:00 a.m.

s. 127 and 127.1

H. Craig in attendance for Staff

Panel: TBA

October 20, 2009

**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**

10:00 a.m.

s. 127 and 127.1

Y. Chisholm in attendance for Staff

Panel: TBA

November 16, 2009

**Maple Leaf Investment Fund Corp. and Joe Henry Chau**

10:00 a.m.

s. 127

A. Sonnen in attendance for Staff

Panel: TBA



November 16- December 11, 2009	<b>Sulja Bros. Building Supplies, Ltd. (Nevada), Sulja Bros. Building Supplies Ltd., Kore International Management Inc., Petar Vucicevich and Andrew DeVries</b>	TBA	<b>Juniper Fund Management Corporation, Juniper Income Fund, Juniper Equity Growth Fund and Roy Brown (a.k.a. Roy Brown-Rodrigues)</b>
10:00 a.m.	s. 127 and 127.1		s. 127 and 127.1
	M. Britton in attendance for Staff		D. Ferris in attendance for Staff
	Panel: TBA		Panel: TBA
January 11, 2010	<b>Firestar Capital Management Corp., Kamposse Financial Corp., Firestar Investment Management Group, Michael Ciavarella and Michael Mitton</b>	TBA	<b>Merax Resource Management Ltd. carrying on business as Crown Capital Partners, Richard Mellon and Alex Elin</b>
10:00 a.m.	s. 127		s. 127
	H. Craig in attendance for Staff		H. Craig in attendance for Staff
	Panel: TBA		Panel: JEAT/MC/ST
TBA	<b>Yama Abdullah Yaqeen</b>	TBA	<b>Gregory Galanis</b>
	s. 8(2)		s. 127
	J. Superina in attendance for Staff		P. Foy in attendance for Staff
	Panel: TBA		Panel: TBA
TBA	<b>Microsourceonline Inc., Michael Peter Anzelmo, Vito Curalli, Jaime S. Lobo, Sumit Majumdar and Jeffrey David Mandell</b>	TBA	<b>Franklin Danny White, Naveed Ahmad Qureshi, WNBC The World Network Business Club Ltd., MMCL Mind Management Consulting, Capital Reserve Financial Group, and Capital Investments of America</b>
	s. 127		s. 127
	J. Waechter in attendance for Staff		C. Price in attendance for Staff
	Panel: TBA		Panel: PJJ/ST
TBA	<b>Frank Dunn, Douglas Beatty, Michael Gollogly</b>	TBA	<b>Global Energy Group, Ltd. and New Gold Limited Partnerships</b>
	s. 127		s. 127
	K. Daniels in attendance for Staff		H. Craig in attendance for Staff
	Panel: TBA		Panel: DLK

**ADJOURNED SINE DIE**

Global Privacy Management Trust and Robert Cranston

S. B. McLaughlin

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

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

Global Petroleum Strategies, LLC, Petroleum Unlimited, LLC, Aurora Escrow Services, LLC, John Andrew, Vincent Cataldi, Charlotte Chambers, Carl Dylan, James Eulo, Richard Garcia, Troy Gray, Jim Kaufman, Timothy Kaufman, Chris Harris, Morgan Kimmel, Roger A. Kimmel, Jr., Erik Luna, Mitch Malizio, Adam Mills, Jenna Pelusio, Rosemary Salveggi, Stephen J. Shore and Chris Spinler

LandBankers International MX, S.A. De C.V.; Sierra Madre Holdings MX, S.A. De C.V.; L&B LandBanking Trust S.A. De C.V.; Brian J. Wolf Zacarias; Roger Fernando Ayuso Loyo, Alan Hemingway, Kelly Friesen, Sonja A. McAdam, Ed Moore, Kim Moore, Jason Rogers and Dave Urrutia

### 1.1.2 CSA Staff Notice 31-311 – Proposed NI 31-103 Registration Requirements and Exemptions – Transition into the new registration regime

[Editor's Note: This Notice has been reposted on Monday, June 15, 2009. The following changes, which are incorporated in print, were received after this Notice was initially posted on the web on Friday, June 12, 2009. Footnote 1 has been added on page 4833, and the footnotes on pages 4833 and 4844 have been renumbered accordingly. New footnotes on page 4844 have been added.]

#### CSA STAFF NOTICE 31-311

##### PROPOSED NATIONAL INSTRUMENT 31-103 REGISTRATION REQUIREMENTS AND EXEMPTIONS TRANSITION INTO THE NEW REGISTRATION REGIME

Proposed National Instrument 31-103 *Registration Requirements and Exemptions* (**NI 31-103**) was last published for comment on February 29, 2008 and has not yet been approved by the securities regulatory authorities. Over the next month, staff of the Canadian Securities Administrators (the **CSA**) will seek final approval of NI 31-103 and expect to publish it in its final form, on or about July 17, 2009. Subject to ministerial approvals in some jurisdictions, NI 31-103 would come into force on or about September 28, 2009 (the **effective date**).

Accordingly, this notice only reflects what CSA staff is recommending to the relevant securities regulatory authorities and ministries.

#### Introduction

This notice describes how staff of the CSA and the Investment Industry Regulatory Organization (**IIROC**) foresee transitioning firms and individuals from the existing registration regime to the new registration regime under NI 31-103. The CSA and IIROC staff are committed to making the transition as smooth and efficient as possible for all registrants. IIROC plans to publish its own notice regarding the conversion of registration categories as a supplement to this notice.

This notice discusses a number of issues concerning the planned implementation of NI 31-103:

- **National Registration Database (NRD) freeze period.** Subject to further notification, NRD would be shut down from 5:00 p.m. Eastern Time, September 25, 2009 to 11:59 p.m. Eastern Time, October 12, 2009.
- **Conversion.** Staff propose to convert existing categories of registration for firms and individuals to new categories of registration. In some cases, conversion would not take place if a firm's category of registration no longer exists under NI 31-103. Certain designations of unregistered individuals would not be converted (see section on Conversion below for more detail).
- **Transition timelines.** Staff propose transition periods that would give sufficient time for firms and individuals to adjust to, and comply with, certain new requirements.

#### NRD freeze period

**NRD would be shut down for two weeks from 5:00 p.m. Eastern Time, September 25, 2009 to 11:59 p.m. Eastern Time, October 12, 2009.**

It would be necessary to shut down NRD in order to convert

- existing categories of registration to the new categories of registration for firms and individuals under NI 31-103; and
- existing forms to the proposed revised forms under proposed revised National Instrument 33-109 *Registration Information* (**NI 33-109**).

#### Would firms have access to NRD during the freeze period?

Authorized firm representatives (**AFRs**) would be unable to create new submissions via NRD. Firms would have read-only access to NRD during the freeze period.

### **Would firms be required to make submissions during the freeze period?**

Firms would be required to submit the following material information during the freeze period:

- Reinstatements: Using the paper version of the Form 33-109F7 *Reinstatement of Registered Individuals and Permitted Individuals*
- Termination notices for individuals who resign or are dismissed for cause: Using the paper version of the Form 33-109F1 *Notice of Termination of Registered Individuals and Permitted Individuals*
- Notices of changes to civil, criminal and financial information: Using the paper version of the Form 33-109F5 *Change of Registration Information*

These submissions would be made on paper using the forms under NI 33-109 that would also come into effect on September 28, 2009. Firms would have to re-file these notices on NRD after the freeze period is over, for recording purposes, **no later than November 10, 2009.**

Firms would be required to submit all other notices that should have otherwise been submitted during the freeze period **no later than November 24, 2009.**

Firms may continue to make applications on paper during the freeze period with the understanding that these applications may not be processed and would therefore have to be re-filed on NRD once the freeze period is over. For an application that is approved during the freeze period, it must be re-filed on NRD **no later than November 10, 2009.**

### **Would firms be charged for making submissions on paper during the freeze period?**

Firms would not be required to pay any fees during the freeze period for filings made on paper that they would normally make through NRD. These fees would be payable when the filing is made on NRD after the freeze period ends.

### **What would happen to applications (including NRD submissions) submitted to the regulator before NI 31-103 comes into force?**

CSA staff would use their best efforts to process applications submitted before NI 31-103 comes into force. However, if an application has been submitted but not approved by the effective date, the following would apply:

- NRD submissions would not be processed. The outstanding NRD submissions would be withdrawn from NRD. We anticipate that reports would be generated for these withdrawn submissions and the principal regulator would provide each firm with a list of these submissions.
- Firms and individuals would have to re-apply using the new forms as prescribed under revised NI 33-109.
- Firms and individuals applying for registration would be required to comply with the new requirements under NI 31-103 in order to be registered. For example, a firm would have to file Form 33-109F6 *Firm Registration (F6)* and comply with the new capital, insurance and proficiency requirements to obtain approval. **No transition is available.**

### **What would happen to submissions in a firm's work in progress as of the freeze period?**

The applications that are in progress but not yet submitted to the regulator would be deleted by the system. We anticipate that reports would be generated for these deleted submissions and the principal regulator would provide each firm with a list of these submissions.

### **Would firms be charged fees again for submissions re-filed after they are withdrawn during the freeze?**

The fees would be automatically withdrawn from NRD for individual applications and therefore it is recommended that firms use the "related to deficiency" function of NRD to avoid having fees withdrawn a second time. The regulator would, however, refund any duplicate fee withdrawals. There would be no new application fee for a firm registration.

## How can firms increase the likelihood that applications are processed before NI 31-103 comes into force?

Applications should be submitted well in advance according to the following schedule:

Type of application	Submission date
Firm	On or before June 26, 2009
Individual – registration with adviser	On or before July 15, 2009
Individual – registration with an existing firm in any category other than adviser	On or before August 14, 2009

## What about notices of reinstatement where a notice of termination was filed prior to the freeze period?

After the freeze period is over, NRD would prevent a reinstatement from being filed if an individual was terminated prior to the freeze period. In this case, a reactivation on Form 33-109F4 *Registration of Individual and Review of Permitted Individuals* must be filed. As fees would be automatically withdrawn for this submission, they would be refunded if the individual was moving from one firm to another within 90 days.

## Summary of NRD freeze period

The following table describes how the freeze period would work:

NRD freeze period September 28, 2009 to October 12, 2009	After NRD freeze period ends From October 13, 2009 onwards
NRD would be shut down at 5:00 p.m. eastern time on Friday, September 25, 2009.	
<ul style="list-style-type: none"> <li>Conversion of existing categories of registration to new categories of registration takes place. All outstanding submissions in a firm's/AFR's work in progress would be deleted and those not yet processed by regulators would be withdrawn from NRD. A firm's/AFR's submissions would be deleted on September 28, 2009 whereas the regulators' submissions would be withdrawn on October 5, 2009.</li> <li>Firms/AFRs would be unable to create new submissions via NRD.</li> <li>Firms/AFRs would have read-only access during the freeze period.</li> <li>Firms would only be required to continue to file material information (all reinstatements, terminations for cause, changes in civil, criminal and financial information). The filings would be made: <ul style="list-style-type: none"> <li>(i) on paper,</li> <li>(ii) using the new forms, and</li> <li>(iii) fees are not required until material information re-filed on NRD.</li> </ul> </li> </ul>	<ul style="list-style-type: none"> <li>No later than November 10, 2009, firms would need to re-file the material information filed on paper during the freeze period (i.e. all reinstatements, terminations for cause, changes in civil, criminal and financial information).</li> <li>No later than November 24, 2009, firms would have to file all other notices not filed during the freeze period that would otherwise have been required.</li> <li>If an application for registration is filed during the freeze period on paper and not approved during the freeze, firms would have to re-file it on NRD after the freeze period to receive regulatory approval. If an application was approved, it must also be re-filed on NRD no later than November 10, 2009.</li> <li>Firms would have to re-file all submissions that were withdrawn from NRD during the freeze period in order to receive regulatory approval. The principal regulator would provide each firm with a list of these submissions.</li> <li>Fees would be withdrawn from a firm's NRD account for individual submissions re-filed and therefore firms should relate any re-filed submissions with those withdrawn to avoid being charged again.</li> <li>There would be no new application fee for a firm registration if application was made prior to September 28, 2009 and not approved by then.</li> </ul>

## Conversion

**Staff propose to convert existing categories of registration for firms and individuals to new categories of registration, where applicable. Please refer to Appendix A for the accompanying tables.**

During the freeze period, existing categories of registration would be converted to new categories of registration as shown in the tables in Appendix A.

Some categories of registration would no longer exist under NI 31-103. These categories are set out in the tables in Appendix A. For example, the registration category of Security/Securities Issuer would be eliminated under NI 31-103. This would mean the firm is no longer registered.

### ***Conversion to permitted individual status***

Under NI 33-109, permitted individuals would include a director, chief executive officer, chief financial officer, chief operating officer or those performing the functional equivalent of any of those positions. In addition it would include shareholders who are the beneficial owners of, or exercise direct or indirect control or direction over, 10 percent or more of the voting securities of the firm. This is meant to capture only the mind and management that directly influence the firm. Junior officers are no longer required to seek approval. All individuals who meet the current definition of permitted individual (i.e. the more restricted group) under NI 33-109 would be converted during the freeze period.

All officers that would not be captured by the revised definition of permitted individuals should surrender the permitted activity or be terminated as permitted individuals after the effective date. However, firms should not make these surrender or termination filings during the freeze period. These individuals should be removed from NRD by December 31, 2009, otherwise the firm would be charged NRD user fees for these individuals. **These fees are non-refundable.**

Lists of officers would be generated by CDS Clearing and Depository Services Inc. (CDS). The regulator would send these lists to firms after the effective date to assist firms with removing officers that are not permitted individuals.

Firms can avoid NRD user fees by doing any one of the following:

- ***File a separate submission for each individual by December 1, 2009***

Firms may file a separate notice of termination (Form 33-109F1 *Notice of Termination of Registered Individuals and Permitted Individuals*) or change/surrender (Form 33-109F2 *Change or Surrender of Individual Categories*) on NRD for each individual no longer captured by the definition of permitted individual under NI 31-103 by December 1, 2009.

Notices of termination are required for individuals surrendering their last category or permitted activity on NRD. Change/surrender submissions are required for individuals who would remain active on NRD after removing the permitted activity no longer captured by NI 33-109.

CSA staff cannot guarantee that submissions filed after December 1, 2009 would be approved by December 31, 2009.

- ***File a bulk submission for firms with more than 10 officers***

CDS would provide assistance to firms with more than 10 officers that are no longer required to be on NRD. Lists of officers would be generated by CDS and would be sent to firms after the effective date with instructions. We expect that, after receiving this list, firms would provide their principal regulator with confirmation of the officers that need to be removed from NRD.

For more information, IIROC-member firms may contact Lisa Mullen at [registration@iirroc.ca](mailto:registration@iirroc.ca). All other firms may contact Helen Walsh of the CSA Systems Office at [inquiries@nrd-info.ca](mailto:inquiries@nrd-info.ca).

- ***File an annual fee exclusion by December 31, 2009***

Firms may file an annual fee exclusion submission on NRD by December 31, 2009 for any individual that is no longer captured by the definition of permitted individual under NI 31-103 and is required to submit a notice of termination. Firms can only use this process if the individual is only approved in one category. For example, firms cannot use this process if an individual is both an officer and a representative.

The filing of an annual fee exclusion would avoid NRD fees being pulled from the firm's NRD account for that individual. It does not however, exempt the firm from filing a notice of termination to remove the individual as a permitted individual. See the NRD Information website for instruction on filing an annual fee exclusion <http://www.nrd-info.ca/using/hint8.jsp?lang=en>

### Transition timelines

**CSA staff have recommended transition periods to allow for firms and individuals to comply with the new requirements. Refer to Appendix B for a chart on transition timelines.**

If a firm fails to meet the prescribed timelines set out for a transition period, it must cease to carry on business until all the requirements under NI 31-103 are met.

**We anticipate that the following transition periods would apply to firms and individuals registered before the effective date. All times listed below are from the effective date.**

#### ***For firms registered before the effective date***

##### *Generally:*

- 3 months for firms to designate an individual in the category of Ultimate Designated Person (**UDP**) and to apply for registration for the registered individual as the UDP of the firm
- 3 months for firms to designate an individual in the category of Chief Compliance Officer (**CCO**) and to apply for registration of the individual as the CCO of the firm
- 6 months for firms to satisfy bonding or insurance requirements and notify the regulator of a change, claim or cancellation to an insurance policy – current bonding and insurance must be maintained until the new requirements are satisfied
- 6 months for firms to comply with the referral arrangements requirement
- 12 months for firms to deliver relationship disclosure information to clients
- 12 months for firms to satisfy capital requirements and notify the regulator of a subordination agreement – current capital must be maintained until the new requirements are satisfied
- 24 months for firms to ensure that independent dispute resolution or mediation services are made available to clients to resolve complaints<sup>1</sup>

A firm that obtained discretionary relief relating to registration requirements existing before the effective date would be exempt from any substantially similar provision of NI 31-103

##### *Mutual Fund Dealer:*

- 24 months for firms registered in the category of mutual fund dealer to comply with the requirement to deliver client statements

##### *International Dealer:*

- 1 month for firms registered in the category of international dealer<sup>2</sup> to submit a completed Form 31-103F2 *Submission to Jurisdiction and Appointment of Agent for Service* – the firm's registration in the category of international dealer is revoked immediately

##### *International Adviser:*

- 12 months for firms registered in the category of international adviser<sup>3</sup> to submit a completed Form 31-103F2 *Submission to Jurisdiction and Appointment of Agent for Service*

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<sup>1</sup> Except in Québec, where a transition period is not required.

<sup>2</sup> Ontario and Newfoundland and Labrador category only.

<sup>3</sup> Ontario category only.

During the 12 month transition period, international advisers may continue to operate under the conditions of OSC Rule 35-502 *Non-Resident Advisers* while considering whether their business would operate under the conditions of the exemption in NI 31-103 or whether they wish to be registered as a portfolio manager. If a firm currently registered as an international adviser would operate under the conditions of the exemption, it must file a completed Form 31-103F2 *Submission to Jurisdiction and Appointment of Agent for Service* within 12 months of the effective date. The firm's registration category of international adviser would be converted to portfolio manager during the freeze but would be revoked in 12 months.

*Portfolio Manager & Investment Counsel (Foreign):*

- 12 months for firms registered in the category of portfolio manager & investment counsel (foreign)<sup>4</sup> to submit a completed Form 31-103F2 *Submission to Jurisdiction and Appointment of Agent for Service*

During the 12 month transition period, firms registered as portfolio manager & investment counsel (foreign) may continue to operate under the conditions of their registration and should consider whether their business would operate under the conditions of the exemption in NI 31-103 or whether they wish to be registered as a portfolio manager. If the firm would operate under the conditions of the exemption, it must file a completed Form 31-103F2 *Submission to Jurisdiction and Appointment of Agent for Service* within 12 months of the effective date. The firm's registration category of portfolio manager & investment counsel (foreign) would be converted to portfolio manager during the freeze but would be revoked in 12 months.

In some jurisdictions, although there is no category of international adviser, foreign advising firms may have been registered as portfolio managers with terms and conditions restricting their activities similar to the restrictions imposed on firms that are registered in the category of international adviser in other jurisdictions. These firms should consider using the international adviser registration exemption in NI 31-103 and surrender their registration in these jurisdictions. They should submit a completed Form 31-103F2 *Submission to Jurisdiction and Appointment of Agent for Service*.

**For individuals registered before the effective date:**

*Generally:*

- If an individual is registered in one of the following categories, that individual would not be required to satisfy formal proficiency requirements of the category so long as the individual remains registered in the category:
  - A dealing representative of a mutual fund dealer
  - An advising representative of a portfolio manager
  - An associate advising representative of a portfolio manager
  - An advising representative with terms and conditions on that registration that are equivalent to the scope of authority of an associate advising representative under NI 31-103

*Except:*

- For an individual registered as a dealing representative of a scholarship plan dealer or of an exempt market dealer transitioning from the limited market dealer category in Ontario (**ON**) and Newfoundland and Labrador (**NL**), the individual has 12 months to satisfy formal proficiency requirements and the NRD record must be updated to reflect that proficiency requirements have been met.
- An individual who was entitled to rely on an exemption granted by a regulator relating to registration requirements existing before the effective date would be exempt from any substantially similar proficiency requirements in NI 31-103

*Exempt market dealers (transitioning from limited market dealer category in ON and NL):*

- 12 months for an individual designated as the CCO to satisfy proficiency requirements and the NRD record must be updated to reflect that proficiency requirements have been met.

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<sup>4</sup> Alberta category only.



*Portfolio Manager (Pre-approval of advice for associate advising representatives)*

- Staff has not recommended a transition for the requirement to pre-approve advice of an associate advising representative. A registered adviser must designate an advising representative to review the advice of the associate advising representative (or advising representative with equivalent terms and conditions). A firm must advise the regulator of the names of the advising representative and the associate advising representative subject to this designation on the seventh day after the designation. If your firm has already advised the regulator of this, there is no need to do this again unless there is a change.

**The following transition periods apply to firms and individuals not required to register before the effective date, but that would be required to register under NI 31-103. All times listed below are from the effective date.**

All requirements must be met at the time of the firm's application for registration. For example, if an application to register is made by a firm six months after the effective date, all requirements under NI 31-103 must be met at that time. For example, if an application to register is made by a firm on March 28, 2010, all requirements under NI 31-103 must be met by March 28, 2010.

*Exempt market dealers (other than ON and NL):*

- No transition for firms not active prior to the effective date. Regulatory approval must be obtained prior to carrying on business after the effective date.
- 12 months to apply for registration and comply with requirements if the firm is acting as a dealer in the exempt market prior to the effective date.

*Investment fund managers with a head office in Canada:*

- No transition for firms not active prior to the effective date. Regulatory approval must be obtained prior to carrying on business after the effective date.
- 12 months, for firms active prior to the effective date, to apply for registration in the jurisdiction where its head office is located
- 24 months, for firms active prior to the effective date, to apply for registration in other applicable Canadian jurisdictions\*

*Investment fund managers whose head office is outside Canada:*

- 24 months to apply for registration if active prior to the effective date\*
- 24 months to apply for registration if not active prior to the effective date\*

\* The CSA plans to publish a proposal for comment during the next year to explain under what circumstances an investment fund manager that has a head office outside Canada would need to register. This proposal would also indicate under what circumstances an investment fund manager that has a head office in Canada and is registered in that jurisdiction, would need to register in other Canadian jurisdictions.

The following chart summarizes the transition for investment fund managers

Head office in Canada?	Active as of the effective date?	Transition Period
Y	N	<ul style="list-style-type: none"> <li>• None – regulatory approval must be obtained prior to carrying on business</li> </ul>
Y	Y	<ul style="list-style-type: none"> <li>• 12 months – to apply in the jurisdiction where its head office is located</li> <li>• 24 months – to apply in other applicable Canadian jurisdictions where it operates</li> </ul>
N	Y	<ul style="list-style-type: none"> <li>• 24 months – to apply for registration</li> </ul>
N	N	<ul style="list-style-type: none"> <li>• 24 months – to apply for registration</li> </ul>

If an investment fund manager is registered in another category prior to the effective date, only certain items of the F6 need to be completed (these items are identified on the F6) to add this category to the existing registration.

## **Questions**

Please refer your questions to any of the following CSA staff:

### **Alberta**

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**June 12, 2009**

## APPENDIX A

*Conversion of dealer firms*

	Existing Category	New Category
<b>Alberta</b>	Investment Dealer	Investment Dealer
	Mutual Fund Dealer	Mutual Fund Dealer
	Scholarship Plan Dealer	Scholarship Plan Dealer
	Dealer	Restricted Dealer
	Dealer (Exchange Contracts)	Restricted Dealer
	Dealer (Restricted)	Restricted Dealer
	Security Issuer	--
<b>British Columbia</b>	Investment Dealer	Investment Dealer
	Mutual Fund Dealer	Mutual Fund Dealer
	Scholarship Plan Dealer	Scholarship Plan Dealer
	Exchange Contracts Dealer	Restricted Dealer
	Special Limited Dealer	Restricted Dealer
	Security Issuer	--
	Real Estate Securities Dealer	Restricted Dealer
<b>Manitoba</b>	Investment Dealer	Investment Dealer
	Mutual Fund Dealer	Mutual Fund Dealer
	Scholarship Plan Dealer	Scholarship Plan Dealer
	Securities Issuer	--
	Underwriter	Investment Dealer
	Specific Securities Dealer	Restricted Dealer
<b>New Brunswick</b>	Investment Dealer	Investment Dealer
	Mutual Fund Dealer	Mutual Fund Dealer
	Scholarship Plan Dealer	Scholarship Plan Dealer
<b>Newfoundland &amp; Labrador</b>	Broker	Investment Dealer
	Investment Dealer	Investment Dealer
	Mutual Fund Dealer	Mutual Fund Dealer
	Scholarship Plan Dealer	Scholarship Plan Dealer
	Financial Intermediary Dealer	--
	Foreign Dealer	--
	International Dealer	--
	Limited Market Dealer	Exempt Market Dealer *
	Securities Dealer	Investment Dealer
	Securities Issuer	--
<b>Northwest Territories</b>	Investment Dealer	Investment Dealer
	Mutual Fund Dealer	Mutual Fund Dealer
	Scholarship Plan Dealer	Scholarship Plan Dealer
	Restricted Dealer	Restricted Dealer
<b>Nova Scotia</b>	Broker	Investment Dealer
	Investment Dealer	Investment Dealer
	Mutual Fund Dealer	Mutual Fund Dealer
	Scholarship Plan Dealer	Scholarship Plan Dealer
	Real Estate Securities Dealer	Restricted Dealer
	Securities Dealer	Investment Dealer
	Security Issuer	--

<b>Nunavut</b>	Investment Dealer	Investment Dealer
	Mutual Fund Dealer	Mutual Fund Dealer
	Scholarship Plan Dealer	Scholarship Plan Dealer
	Restricted Dealer	Restricted Dealer
<b>Ontario</b>	Investment Dealer	Investment Dealer
	Mutual Fund Dealer	Mutual Fund Dealer
	Scholarship Plan Dealer	Scholarship Plan Dealer
	Limited Market Dealer	Exempt Market Dealer *
	International Dealer	--
	Securities Issuer	--
<b>Prince Edward Island</b>	Investment Dealer	Investment Dealer
	Mutual Fund Dealer	Mutual Fund Dealer
	Scholarship Plan Dealer	Scholarship Plan Dealer
	Restricted Dealer	Restricted Dealer
<b>Québec</b>	Unrestricted Practice Dealer	Investment Dealer
	Unrestricted Practice Dealer (introducing broker)	Investment Dealer
	Unrestricted Practice Dealer (International Financial Centre)	Investment Dealer
	Discount Broker	Investment Dealer
	Firm in Group-Savings Plan Brokerage	Mutual Fund Dealer
	Scholarship Plan Dealer	Scholarship Plan Dealer
	Québec Business Investment Company (QBIC)	Restricted Dealer
	Debt Securities Dealer	Restricted Dealer
	Restricted Practice Dealer	Restricted Dealer
	Firm in Investment Contract Brokerage	Restricted Dealer
	Unrestricted Practice Dealer (NASDAQ)	Restricted Dealer
<b>Saskatchewan</b>	Investment Dealer	Investment Dealer
	Mutual Fund Dealer	Mutual Fund Dealer
	Scholarship Plan Dealer	Scholarship Plan Dealer
	Security Issuer	--
<b>Yukon</b>	Broker - Securities	Investment Dealer
	Broker - Mutual Funds	Mutual Fund Dealer
	Broker - Scholarship Plan Dealer	Scholarship Plan Dealer
	Broker - Security Issuer	--

\* Limited market dealers would be converted to exempt market dealer and would not be required to submit an application seeking registration as an exempt market dealer.

**Conversion of adviser firms**

	Existing Category	New Category
<b>Alberta</b>	Investment Counsel	Portfolio Manager
	Portfolio Manager	Portfolio Manager
	Portfolio Manager/Investment Counsel	Portfolio Manager
	Portfolio Manager/Investment Counsel (Foreign)	Portfolio Manager (operating under existing terms and conditions)
	Portfolio Manager/Investment Counsel (Exchange Contracts)	Portfolio Manager
	Securities Adviser	--
<b>British Columbia</b>	Investment Counsel	Portfolio Manager
	Portfolio Manager	Portfolio Manager
	Securities Adviser	--
<b>Manitoba</b>	Investment Counsel	Portfolio Manager
	Portfolio Manager	Portfolio Manager
	Securities Adviser	--
<b>New Brunswick</b>	Portfolio Manager and Investment Counsel	Portfolio Manager
	Securities Adviser	--
<b>Newfoundland &amp; Labrador</b>	Investment Counsel	Portfolio Manager
	Portfolio Manager	Portfolio Manager
	Financial Adviser	--
	Securities Adviser	--
<b>Northwest Territories</b>	Investment Counsel	Portfolio Manager
	Portfolio Manager	Portfolio Manager
	Investment Counsel / Portfolio Manager	Portfolio Manager
<b>Nova Scotia</b>	Investment Counsel	Portfolio Manager
	Portfolio Manager	Portfolio Manager
	Securities Adviser	--
<b>Nunavut</b>	Investment Counsel	Portfolio Manager
	Portfolio Manager	Portfolio Manager
	Investment Counsel / Portfolio Manager	Portfolio Manager
<b>Ontario</b>	Investment Counsel	Portfolio Manager with applicable conditions on a case-by-case basis
	Portfolio Manager	Portfolio Manager
	Extra Provincial Investment Counsel & Portfolio Manager	Portfolio Manager
	Non-Canadian Investment Counsel & Portfolio Manager	Portfolio Manager
	International Adviser	Portfolio Manager (operating under OSC Rule 35-502 conditions for International Advisers)
	Securities Adviser	--
<b>Prince Edward Island</b>	Investment Counsel	Portfolio Manager
	Portfolio Manager	Portfolio Manager
	Securities Adviser	--

<b>Québec</b>	Unrestricted Practice Adviser	Portfolio Manager
	Unrestricted Practice Adviser (International Financial Centre)	Portfolio Manager
	Restricted Practice Adviser	Restricted Portfolio Manager
<b>Saskatchewan</b>	Investment Counsel	Portfolio Manager
	Portfolio Manager	Portfolio Manager
	Securities Adviser	--
<b>Yukon</b>	Broker - Investment Counsel	Portfolio Manager

### Conversion of individuals

Under NI 31-103, if an individual is trading or advising, this registration category would be either dealing representative or advising representative. If the individual also holds the position of an officer or partner of the firm, this position would be reflected on NRD as a separate designation (see column on far right of chart).

	Existing Category	New Category	Position
<b>Alberta</b>	Officer (trading)	Dealing Representative	Officer
	Partner (trading)	Dealing Representative	Partner
	Salesperson	Dealing Representative	
	Officer (advising)	Advising Representative	Officer
	Partner (advising)	Advising Representative	Partner
	Advising Employee	Advising Representative	
	Junior Officer (advising)	Associate Advising Representative	Officer
<b>British Columbia</b>	Salesperson	Dealing Representative	
	Trading Partner	Dealing Representative	Partner
	Trading Director	Dealing Representative	Director
	Trading Officer	Dealing Representative	Officer
	Advising Employee	Advising Representative	
	Advising Partner	Advising Representative	Partner
	Advising Director	Advising Representative	Director
	Advising Officer	Advising Representative	Officer
<b>Manitoba</b>	Salesperson	Dealing Representative	
	Branch Manager	Dealing Representative	
	Trading Partner	Dealing Representative	Partner
	Trading Director	Dealing Representative	Director
	Trading Officer	Dealing Representative	Officer
	Advising Employee	Advising Representative	
	Advising Officer	Advising Representative	Officer
	Advising Director	Advising Representative	Director
	Advising Partner	Advising Representative	Partner
	Associate Advising Officer	Associate Advising Representative	Officer
	Associate Advising Director	Associate Advising Representative	Director
	Associate Advising Partner	Associate Advising Representative	Partner
	Associate Advising Employee	Associate Advising Representative	
<b>New Brunswick</b>	Salesperson	Dealing Representative	
	Officer (trading)	Dealing Representative	Officer

<b>New Brunswick</b>	Partner (trading)	Dealing Representative	Partner
	Representative (advising)	Advising Representative	
	Officer (advising)	Advising Representative	Officer
	Partner (advising)	Advising Representative	Partner
	Sole Proprietor (advising)	Advising Representative	
	Associate Officer (advising)	Associate Advising Representative	Officer
	Associate Partner (advising)	Associate Advising Representative	Partner
	Associate Representative (advising)	Associate Advising Representative	
<b>Newfoundland &amp; Labrador</b>	Salesperson	Dealing Representative	
	Officer (trading)	Dealing Representative	Officer
	Partner (trading)	Dealing Representative	Partner
	Officer (advising)	Advising Representative	Officer
	Partner (advising)	Advising Representative	Partner
<b>Northwest Territories</b>	Salesperson	Dealing representative	
	Officer (trading)	Dealing representative	Officer
	Partner (trading)	Dealing representative	Partner
	Representative (advising)	Advising Representative	
	Officer (advising)	Advising Representative	Officer
	Partner (advising)	Advising Representative	Partner
<b>Nova Scotia</b>	Salesperson	Dealing Representative	
	Officer - trading	Dealing Representative	Officer
	Partner - trading	Dealing Representative	Partner
	Director - trading	Dealing Representative	Director
	Officer - advising	Advising Representative	Officer
	Officer - counselling	Advising Representative	Officer
	Partner - advising	Advising Representative	Partner
	Partner - counselling	Advising Representative	Partner
	Director - advising	Advising Representative	Director
	Director - counselling	Advising Representative	Director
<b>Nunavut</b>	Salesperson	Dealing representative	
	Officer (trading)	Dealing representative	Officer
	Partner (trading)	Dealing representative	Partner
	Representative (advising)	Advising Representative	
	Officer (advising)	Advising Representative	Officer
	Partner (advising)	Advising Representative	Partner
<b>Ontario</b>	Salesperson	Dealing representative	
	Officer (trading)	Dealing representative	Officer
	Officer (non-trading)	--	Officer
	Partner (trading)	Dealing representative	Partner
	Partner (non-trading)	--	Partner
	Advising Representative	Advising Representative	
	Officer (advising)	Advising Representative	Officer



<b>Ontario</b>	Officer (non-advising)	--	Officer
	Partner (advising)	Advising Representative	Partner
	Partner (non-advising)	-- eliminated under NI 31-103 --	Partner
	Associate Advising Representative	Associate Advising Representative	
	Associate Advising Officer	Associate Advising Representative	Officer
	Director	--	Director
	Sole Proprietor	Dealing representative or Advising Representative	
<b>Prince Edward Island</b>	Salesperson	Dealing representative	
	Officer (trading)	Dealing representative	
	Partner (trading)	Dealing representative	
	Counselling Officer (officer)	Advising Representative	
	Counselling Officer (partner)	Advising Representative	
	Counselling Officer (other)	Advising Representative	
<b>Québec</b>	Representative	Dealing representative	
	Representative - Group-Savings Plan (salesperson)	Dealing representative	
	Representative - Scholarship Plan (salesperson)	Dealing representative	
	Representative (portfolio manager)	Advising Representative	
	Representative (advising)	Advising Representative	
	Representative Options	Advising Representative	
	Representative Futures	Advising Representative	
<b>Saskatchewan</b>	Officer (trading)	Dealing representative	Officer
	Partner (trading)	Dealing representative	Partner
	Salesperson	Dealing representative	
	Officer (advising)	Advising Representative	Officer
	Partner (advising)	Advising Representative	Partner
	Employee (advising)	Advising Representative	
	Junior Advising Representative (under Saskatchewan Local Policy 34-701 <i>Registration of Individuals as Investment Counsel</i> )	Associate Advising Representative	
<b>Yukon</b>	Salesperson	Dealing representative	
	Officer (trading)	Dealing representative	Officer
	Partner (trading)	Dealing representative	Partner
	Sole proprietor (trading)	Dealing representative	
	Representative (advising)	Advising Representative	
	Officer (advising)	Advising Representative	Officer
	Partner (advising)	Advising Representative	Partner

# APPENDIX B - TRANSITION TIMELINES

Firms registered prior to September 28, 2009 (Effective Date of NI 31-103)

Requirement	Investment Dealer (IIROC members)	Mutual Fund Dealer (MFDA members <sup>1</sup> )	Scholarship Plan Dealer	Exempt Market Dealer (ON & NL only)	Portfolio Manager
Firms must apply for registration for their Ultimate Designated Person	3 months	3 months	3 months	3 months	3 months
Firms must apply for registration for their Chief Compliance Officer	3 months	3 months	3 months	3 months	3 months
Firms must satisfy new insurance requirements	SRO rules apply	SRO rules apply <sup>2</sup>	6 months <sup>3</sup>	6 months	6 months
Firms must have policies for referral arrangements	6 months	6 months	6 months	6 months	6 months
Firms must satisfy new capital requirements	SRO rules apply	SRO rules apply <sup>2</sup>	12 months	12 months	12 months
Firms must provide clients with relationship disclosure information	SRO rules apply	SRO rules apply <sup>4</sup>	12 months	12 months	12 months
Firms must satisfy requirement for client statements	No exemption for IIROC and no transition	24 months	No transition available	No transition available	No transition available
Firms must have policies and procedures for complaint handling <sup>5</sup>	24 months	24 months	24 months	24 months	24 months
Representatives must satisfy new proficiency requirements	SRO rules apply	Grandfathered	12 months	12 months	Grandfathered
Chief Compliance Officers must satisfy new proficiency requirements	SRO rules apply	Grandfathered	Grandfathered	12 months	Grandfathered

<sup>1</sup> Mutual fund dealers registered in Québec only are not required to be MFDA members.

<sup>2</sup> N/A for mutual fund dealers registered in Québec only.

<sup>3</sup> The new insurance requirements do not apply to scholarship plan dealers registered in Québec only.

<sup>4</sup> Mutual fund dealers registered in Québec only must comply with the requirement in Regulation 31-103.

<sup>5</sup> No transition applies in Québec in respect of complaint handling.

**1.2 Notices of Hearing**

**1.2.1 Paladin Capital Markets Inc. et al. – ss. 127(7), 127(8)**

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

**AND**

**IN THE MATTER OF  
PALADIN CAPITAL MARKETS INC.,  
JOHN DAVID CULP, AND  
CLAUDIO FERNANDO MAYA**

**NOTICE OF HEARING  
Sections 127(7) and 127(8)**

**WHEREAS** on June 2, 2009, the Ontario Securities Commission (the "Commission") issued a temporary cease trade order (the "Temporary Order") pursuant to sections 127(1) and 127(5) of the *Securities Act*, R.S.O. 1990, c. S.5, as amended (the "Act"), ordering that:

1. the registration of Paladin Capital Markets Inc. ("Paladin") and John David Culp be suspended;
2. all trading in any securities by the respondents cease;
3. all trading in securities of Paladin cease; and
4. all exemptions contained in Ontario securities law do not apply to the respondents.;

**TAKE NOTICE THAT** the Commission will hold a hearing pursuant to subsections 127(7) and (8) of the Act at the offices of the Commission, 20 Queen Street West, 17th Floor, commencing on June 15, 2009 at 10:00 a.m. in Hearing Room B, or as soon thereafter as the hearing can be held:

**TO CONSIDER** whether it is in the public interest for the Commission:

1. to extend the Temporary Order pursuant to subsections 127(7) and (8) of the Act until the conclusion of the hearing, or until such other time as considered necessary by the Commission; and,
2. to make such further orders as the Commission considers appropriate;

**BY REASON OF** the allegations recited in the Temporary Order and by reason of such allegations and evidence 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 further notice of the proceeding.

**DATED** at Toronto, this 4th day of June 2009.

"Daisy Aranha"  
Per: John Stevenson

**1.4 Notices from the Office of the Secretary**

**1.4.1 Adrian Samuel Leemhuis et al.**

**FOR IMMEDIATE RELEASE  
June 4, 2009**

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

**AND**

**IN THE MATTER OF  
ADRIAN SAMUEL LEEHUIS, FUTURE GROWTH  
GROUP INC., FUTURE GROWTH FUND LIMITED,  
FUTURE GROWTH GLOBAL FUND LIMITED,  
FUTURE GROWTH MARKET NEUTRAL FUND  
LIMITED, FUTURE GROWTH WORLD FUND, and  
ASL DIRECT INC.**

**TORONTO** – The Commission issued an Order in the above noted matter extending the Temporary Orders to September 30, 2009 and adjourning the hearing to September 29, 2009 at 2:30 p.m.

The Commission also issued a Variation Order pursuant to sections 127 and 144 of the Act with respect to Adrian Samuel Leemhuis.

A copy of the Order dated June 3, 2009 and the Variation Order dated June 3, 2009 are available at [www.osc.gov.on.ca](http://www.osc.gov.on.ca).

**OFFICE OF THE SECRETARY  
JOHN P. STEVENSON  
SECRETARY**

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Director, Communications  
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416-593-8120

Laurie Gillett  
Manager, Public Affairs  
416-595-8913

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 Lehman Cohort Global Group Inc. et al.**

**FOR IMMEDIATE RELEASE  
June 4, 2009**

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

**AND**

**IN THE MATTER OF  
LEHMAN COHORT GLOBAL GROUP INC.,  
ANTON SCHNEDL, RICHARD UNZER,  
ALEXANDER GRUNDMANN AND  
HENRY HEHLSINGER**

**TORONTO** – The Commission issued an Order today in the above matter extending the Temporary Order to July 22, 2009 and adjourning the hearing to July 21, 2009 at 2:30 p.m.

A copy of the Order dated June 4, 2009 is available at [www.osc.gov.on.ca](http://www.osc.gov.on.ca).

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**1.4.3 Abel Da Silva**

**FOR IMMEDIATE RELEASE**  
**June 5, 2009**

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

**AND**

**IN THE MATTER OF  
ABEL DA SILVA**

**TORONTO** – The Commission issued an Order today which provides that the hearing with respect to the Notice of Hearing dated October 21, 2008 and Staff's Statement of Allegations dated October 20, 2008 is adjourned to September 10, 2009 at 10:30 a.m.

A copy of the Order dated June 5, 2009 is available at [www.osc.gov.on.ca](http://www.osc.gov.on.ca).

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SECRETARY

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1-877-785-1555 (Toll Free)

**1.4.4 Paladin Capital Markets Inc. et al.**

**FOR IMMEDIATE RELEASE**  
**June 5, 2009**

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

**AND**

**IN THE MATTER OF  
PALADIN CAPITAL MARKETS INC.,  
JOHN DAVID CULP, AND  
CLAUDIO FERNANDO MAYA**

**TORONTO** – The Office of the Secretary issued a Notice of Hearing on June 4, 2009 setting the matter down to be heard on June 15, 2009 at 10:00 a.m. in Hearing Room B to consider whether it is in the public interest for the Commission:

- (1) to extend the Temporary Order pursuant to subsections 127(7) and (8) of the Act until the conclusion of the hearing, or until such further time as considered necessary by the Commission; and
- (2) to make such further orders as the Commission considers appropriate.

A copy of the Notice of Hearing dated June 4, 2009 and Temporary Order dated June 2, 2009 are available at [www.osc.gov.on.ca](http://www.osc.gov.on.ca).

OFFICE OF THE SECRETARY  
JOHN P. STEVENSON  
SECRETARY

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**1.4.5 Global Energy Group, Ltd. and New Gold Limited Partnerships**

**FOR IMMEDIATE RELEASE  
June 10, 2009**

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

**AND**

**IN THE MATTER OF  
GLOBAL ENERGY GROUP, LTD. AND  
NEW GOLD LIMITED PARTNERSHIPS**

**TORONTO** – The Commission issued an Order extending the Temporary Order to October 9, 2009 in the above named matter.

This matter is set to return before the Commission on October 8, 2009 at 10:00 a.m.

A copy of the Order dated June 10, 2009 is available at [www.osc.gov.on.ca](http://www.osc.gov.on.ca).

OFFICE OF THE SECRETARY  
JOHN P. STEVENSON  
SECRETARY

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Public Affairs  
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416-593-8314  
1-877-785-1555 (Toll Free)

**1.4.6 Shallow Oil & Gas Inc. et al.**

**FOR IMMEDIATE RELEASE  
June 10, 2009**

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

**AND**

**IN THE MATTER OF  
SHALLOW OIL & GAS INC., ERIC O'BRIEN,  
ABEL DA SILVA, GURDIP SINGH GAHUNIA,  
also known as MICHAEL GAHUNIA,  
ABRAHAM HERBERT GROSSMAN,  
also known as ALLEN GROSSMAN,  
MARCO DIADAMO, GORD McQUARRIE,  
KEVIN WASH, and WILLIAM MANKOFSKY**

**TORONTO** – The Commission issued an Order in the above noted matter which provides that the hearing with respect to the Notice of Hearing dated June 11, 2008 and Staff's Statement of Allegations dated June 10, 2008 is adjourned to September 10, 2009 at 10 a.m.

A copy of the Order dated June 4, 2009 is available at [www.osc.gov.on.ca](http://www.osc.gov.on.ca).

OFFICE OF THE SECRETARY  
JOHN P. STEVENSON  
SECRETARY

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## Chapter 2

# Decisions, Orders and Rulings

### 2.1 Decisions

#### 2.1.1 BOC International (USA) Inc. – 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.

June 3, 2009

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

AND

IN THE MATTER OF  
BOC INTERNATIONAL (USA) 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 BOC International (USA) 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 incorporated under the laws of the State of Delaware in the United States of America. The head office of the Applicant is located in New York, New York, United States of America.
2. The Applicant is registered as a broker-dealer with the United States Securities and Exchange Commission and is a member of the Financial Industry Regulatory Authority in the United States.
3. The Applicant is not registered in any capacity under the Act and is not a reporting issuer in any province or territory of Canada. However, 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 NRD by electronic pre-authorized debit (the **electronic funds transfer requirement** or **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, or has received an exemption from the EFT Requirement in each jurisdiction 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.

"Erez Blumberger"  
Manager, Registrant Regulation  
Ontario Securities Commission

**2.1.2 Rosenblatt Securities 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 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.

**June 3, 2009**

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

**AND**

**IN THE MATTER OF  
ROSENBLATT 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 Rosenblatt Securities Inc. (the **Applicant**) for a decision pursuant to subsection 6.1(1) of National Instrument 31-102 – **National Registration Database (NI 31-102)** granting the Applicant an exemption from the Electronic Funds Transfer Requirement (as defined below) contemplated under NI 31-102 and for a decision pursuant to section 6.1 of Ontario Securities Commission Rule 13-502 – **Fees (Rule 13-502)** granting the Applicant an exemption from the Activity Fee Requirement (as defined below) contemplated under section 4.1 of Rule 13-502 in respect of its application;

**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 New York in the United States of America. The head office of the Applicant is located in New York, New York, United States of America.



2. The Applicant is registered as a broker-dealer with the Securities and Exchange Commission and is a member of the Financial Industry Regulatory Authority in the United States.
3. The Applicant is not registered in any capacity under the Act and is not a reporting issuer in any province or territory of Canada. However, the Applicant has applied 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 NRD by electronic pre-authorized debit (the **Electronic Funds Transfer Requirement** or **EFT Requirement**). Part 4 of NI 31-102 sets out 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 (the **Application Fee Requirement**) 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 exempted 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 under the securities legislation in any jurisdiction of Canada other than Ontario in another category to which the EFT Requirement applies, or has received an exemption from the EFT Requirement in each jurisdiction to which the EFT Requirement applies;

**AND IT IS THE FURTHER DECISION** of the Director, pursuant to section 6.1 of Rule 13-502, that the Applicant is exempt from the Application Fee Requirement contemplated under section 4.1 of Rule 13-502 in respect of this application.

"Erez Blumberger"  
Manager, Registrant Regulation  
Ontario Securities Commission

### 2.1.3 Crescent Point Energy Trust and Wild River Resources Ltd.

#### Headnote

National Policy 11-203 Process For Exemptive Relief Applications in Multiple Jurisdictions – exemption granted from the requirement to include three years of audited financial statements for an issuer for which securities are being distributed in connection with a restructuring transaction – transaction is in substance a significant acquisition for which a 3rd year of financial statement information would not be required

#### Applicable Legislative Provisions

National Instrument 51-102 Continuous Disclosure Obligations, s. 13.1.  
Form 51-102F5 Information Circular, item 14.2.

May 27, 2009

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

**AND**

**IN THE MATTER OF  
THE PROCESS FOR EXEMPTIVE RELIEF  
APPLICATIONS IN MULTIPLE JURISDICTIONS**

**AND**

**IN THE MATTER OF  
CRESCENT POINT ENERGY TRUST (the Trust)  
AND  
WILD RIVER RESOURCES LTD. (Wild River)  
(the Filers)**

**DECISION**

#### Background

The securities regulatory authority or regulator in each of the Jurisdictions (the **Decision Maker**) has received an application from the Filers for a decision under the securities legislation of the Jurisdictions (the **Legislation**) that the Trust and Wild River be exempt from the requirement under Item 14.2 of Form 51-102F5 *Information Circular* to include in a joint information circular (the **Joint Information Circular**) for the Arrangement (defined below) the audited annual financial statements of Wild River for the year ended March 31, 2007 (the **Exemption Sought**).

Under the Process for Exemptive Relief Applications in Multiple Jurisdictions (for a dual application):

- (a) the Alberta Securities Commission is the principal regulator for this application,

- (b) the Filers have provided notice that section 4.7(1) of Multilateral Instrument 11-102 *Passport System (MI 11-102)* is intended to be relied upon in British Columbia, Saskatchewan, Manitoba, Québec, New Brunswick, Nova Scotia, Prince Edward Island and Newfoundland and Labrador, and
- (c) the decision is the decision of the principal regulator and evidences the decision of the securities regulatory authority or regulator in Ontario.

#### Interpretation

Terms defined in National Instrument 14-101 *Definitions* and MI 11-102 have the same meaning if used in this decision, unless they are otherwise defined.

#### Representations

This decision is based on the following facts represented by the Trust and by Wild River:

#### The Arrangement

1. On May 7, 2009, the Trust, Crescent Point General Partner Corp. and Wild River entered into an arrangement agreement in respect of an arrangement (the **Arrangement**) under section 193 of the *Business Corporation Act* (Alberta) pursuant to which, among other things, the holders (the **Trust Unitholders**) of trust units (the **Trust Units**) will exchange their Trust Units for common shares of Wild River (**Wild River Shares**), thereby providing for the conversion of the Trust into a corporation.
2. The Arrangement is subject to the approval of the shareholders of Wild River (the **Wild River Shareholders**) and the Trust Unitholders. The Joint Information Circular detailing the Arrangement is anticipated to be mailed to the Wild River Shareholders and the Trust Unitholders on or about May 27, 2009.

#### The Trust

3. The head office and registered office of the Trust are in Calgary, Alberta.
4. The Trust is a reporting issuer in each of the Provinces of Canada and is not in default of its obligations as a reporting issuer.

#### Wild River

5. The head office and registered office of Wild River are in Calgary, Alberta.
6. Wild River is not a reporting issuer or its equivalent in any jurisdiction and the common shares of Wild River are not listed or posted for trading on the facilities of any stock exchange.

7. Wild River was incorporated in British Columbia on April 20, 1994 under the name "Westport Research Inc." Wild River continued into Alberta on August 1, 2006. Wild River had a financial year-end of March 31.
8. Prior to June 13, 2006, Wild River was a wholly-owned subsidiary of Westport Innovations Inc. (**Westport**) and was involved in the research and development of environmental technologies to allow diesel engines to operate on cleaner burning fuels such as natural gas.
9. On June 13, 2006, Westport entered into an agreement with Matco Capital Ltd. to reorganize Wild River. Effective July 31, 2006, Westport transferred all of the current assets, liabilities and operations of Wild River to other wholly-owned subsidiaries of Westport and Matco Capital Inc. acquired a 45% equity interest in Wild River with Westport retaining a 55% equity interest in Wild River.
10. On October 11, 2006, Wild River changed its name to "1259126 Alberta Ltd." and on February 8, 2007 Wild River changed its name to "Wild River Resources Ltd."
11. On February 8, 2007, Wild River completed a reorganization whereby it: (i) adjusted its stated capital account; (ii) subdivided its common shares; (iii) appointed a new management team and slate of directors; (iv) created a new class of non-voting common shares; (v) properly eliminated approximately \$228 million of inter-company debt that was on the balance sheet of Wild River, without the degradation of any tax pools of Wild River; and (vi) completed a series of private placements.
12. In March 2007, Wild River became engaged in the acquisition of, exploration for and development of crude oil and natural gas in western Canada.
13. During July 2007, Wild River changed its financial year end from March 31 to December 31.
14. The business Wild River will conduct following the completion of the Arrangement will be the exploration, development and production of oil and natural gas.
15. The Trust will constitute the primary business of the entity resulting from the completion of the Arrangement and the transaction will be accounted for as a reverse takeover.
16. The form of prospectus that Wild River would be eligible to use for a distribution of securities is the form of prospectus prescribed by National Instrument 41-101 *General Prospectus Requirements*.

#### The Joint Information Circular

17. Form 41-101F1 *Information Required in a Prospectus* requires the Joint Information Circular to contain, *inter alia*, three years of historical income statements, statements of retained earnings and cash flow statements of Wild River.
18. As a result of the reorganization and the change in business during 2007, the financial information otherwise required for the year ended March 31, 2007 would not be relevant or assist in providing Trust Unitholders with an accurate representation of Wild River.
19. The Joint Information Circular will contain the following disclosure regarding Wild River and the Trust:

#### *Wild River Financial Statements*

- (a) audited statements of income, retained earnings and cash flows for the year ended December 31, 2008 and the period from February 8, 2007 to December 31, 2007 and audited balance sheets as at December 31, 2008 and 2007;
- (b) unaudited balance sheet as at March 31, 2009 and comparative statements of income, retained earnings and cash flows for the three months ended March 31, 2009;

#### *The Trust financial Statements*

- (c) audited statements of income, retained earnings and cash flows for each of the years ended December 31, 2008 and 2007 and audited balance sheets as at December 31, 2008 and 2007;
- (d) unaudited balance sheet as at March 31, 2009 and comparative statements of income, retained earnings and cash flows for the three months ended March 31, 2009;

#### *Pro forma financial statements reflecting the acquisition of the Trust by Wild River:*

- (e) a pro forma balance sheet as at March 31, 2009 giving effect to the Arrangement;
- (f) a pro forma income statement for the three months ending March 31, 2009 that gives effect to the Arrangement; and
- (g) a pro forma income statement for the year ended December 31, 2008 that gives effect to the Arrangement.

(collectively, the **Proposed Financial Disclosure**).

20. The Joint Information Circular will contain sufficient information for the Trust Unitholders and Wild River Shareholders to make a reasoned decision about whether to approve the Arrangement.

#### Decision

Each of the Decision Makers is satisfied that the decision meets the test set out in the Legislation for the Decision Maker to make the decision.

The Decision of the Decision Makers under the Legislation is that the Exemption Sought is granted provided that the Joint Information Circular includes the Proposed Financial Disclosure.

“Agnes Lau, CA”  
Associate Director, Corporate Finance

#### 2.1.4 Masters Energy Inc.

##### Headnote

National Policy 11-203 Process for Exemptive Relief Applications in Multiple Jurisdictions – Issuer deemed to no longer be a reporting issuer under securities legislation.

##### Applicable Legislative Provisions

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

**Citation:** Masters Energy Inc., Re, 2009 ABASC 255

June 3, 2009

**IN THE MATTER OF  
THE SECURITIES LEGISLATION OF  
ALBERTA, SASKATCHEWAN, MANITOBA,  
ONTARIO AND QUÉBEC  
(THE JURISDICTIONS)**

**AND**

**IN THE MATTER OF  
THE PROCESS FOR EXEMPTIVE RELIEF  
APPLICATIONS IN MULTIPLE JURISDICTIONS**

**AND**

**IN THE MATTER OF  
MASTERS ENERGY INC.  
(the Filer)**

**DECISION**

#### Background

The securities regulatory authority or regulator in each of the Jurisdictions (**Decision Maker**) has received an application from the Filer under the securities legislation of the Jurisdictions (the **Legislation**) for a decision under the Legislation to be deemed to have ceased to be a reporting issuer in the Jurisdictions (the **Exemptive Relief Sought**).

Under the Process for Exemptive Relief Applications in Multiple Jurisdictions (for a coordinated review application):

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

#### Interpretation

Terms defined in National Instrument 14-101 *Definitions* have the same meaning if used in this decision, unless otherwise defined.

## Representations

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

1. The Filer was incorporated under the *Business Corporations Act* (Alberta) (the **ABCA**). Following completion of the Arrangement (as defined herein) on April 29, 2009, the Filer became a wholly-owned subsidiary of Zargon Oil & Gas Ltd.
2. The head office of the Filer is located in Calgary, Alberta.
3. Prior to the Arrangement, the authorized capital of the Filer consisted of an unlimited number of common shares (the **Common Shares**) and an unlimited number of preferred shares (the **Preferred Shares**), issuable in series, of which 15,410,021 Common Shares and nil Preferred Shares were issued and outstanding.
4. Pursuant to a plan of arrangement (the **Arrangement**) under section 193 of the ABCA involving Zargon Energy Trust (**Zargon**), Zargon Oil & Gas Ltd. (**Zargon Oil & Gas**) and the Filer, Zargon, through its wholly-owned subsidiary, Zargon Oil & Gas, acquired all of the issued and outstanding Common Shares. As a result of the Arrangement, the Filer became a wholly-owned subsidiary of Zargon Oil & Gas.
5. The Common Shares were delisted from the Toronto Stock Exchange on May 5, 2009 and the Filer does not have any other securities listed on any stock exchange.
6. The Filer has no intention to seek public financing by way of an offering of its securities.
7. The outstanding securities of the Filer, including debt securities, are beneficially owned, directly or indirectly, by fewer than 15 security holders in each of the jurisdictions in Canada and fewer than 51 security holders in total in Canada.
8. No securities of the Filer are traded on a marketplace as defined in National Instrument 21-101 *Marketplace Operation*.
9. The Filer is applying for a decision that it is not a reporting issuer in all of the jurisdictions in Canada in which it is currently a reporting issuer.
10. The Filer is not in default of any of its obligations under the Legislation as a reporting issuer, other than its obligation to file its interim financial statements and related management's discussion and analysis for the interim period ended March 31, 2009 and the interim certificates under National Instrument 52-109 *Certification of Disclosure in Issuers' Annual and Interim Filings* in respect of its interim filings for the interim period

ended March 31, 2009 which were due on May 15, 2009.

## Decision

Each of the Decision Makers is satisfied that the decision meets the test set out in the Legislation for the Decision Maker to make the decision.

The decision of the Decision Makers under the Legislation is that the Exemptive Relieve Sought is granted.

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

## 2.1.5 Southwestern Resources Corp.

### Headnote

Multilateral Instrument 11-102 Passport System and National Policy 11-203 Process for Exemptive Relief Applications in Multiple Jurisdictions – Takeover Bids and Issuer Bids – Exemption from the issuer bid requirements of MI 62-104 and the Securities Act (Ontario) – Exemption from the valuation requirement applicable to issuer bids in MI 61-101 – issuer requires an exemption from issuer bid requirements to acquire its own shares in connection with a negotiated settlement – issuer acquired securities resulting from the settlement of claims or potential claims – acquisition is not an independent transaction in which the issuer is repurchasing its own securities from one securityholder in preference to other shareholders – settlement was negotiated at arm's length between the issuer and the transferring securityholder's legal representatives – value of the consideration being paid to the transferring securityholder does not exceed the market value of the securities being acquired by the issuer.

### Applicable Legislative Provisions

Securities Act, R.S.O. 1990, c. S.5, as am., ss. 93 to 99.1, 104(2)(c).

Multilateral Instrument 11-102 Passport System.

National Policy 11-203 Process for Exemptive Relief Applications in Multiple Jurisdictions.

Multilateral Instrument 61-101 Protection of Minority Security Holders in Special Transactions.

May 13, 2009

**IN THE MATTER OF  
THE SECURITIES LEGISLATION OF  
BRITISH COLUMBIA AND ONTARIO  
(the Jurisdictions)**

**AND**

**IN THE MATTER OF  
THE PROCESS FOR EXEMPTIVE RELIEF  
APPLICATIONS IN MULTIPLE JURISDICTIONS**

**AND**

**IN THE MATTER OF  
SOUTHWESTERN RESOURCES CORP.  
(the Filer)**

**DECISION**

### Background

1 The securities regulatory authority or regulator in each of the Jurisdictions (**Decision Maker**) has received an application from the Filer for a decision under the securities legislation of the Jurisdictions (the **Legislation**) for an exemption from the issuer bid requirements (the **Exemption Sought**) with respect to an acquisition by the Filer

of common shares of the Filer pursuant to a settlement agreement (the **Settlement**) with Global Gold Corporation (**Global**) in respect of a legal action commenced by the Filer (the **Action**).

Under the Process for Exemptive Relief Applications in Multiple Jurisdictions (for a dual application):

- (a) the British Columbia Securities Commission is the principal regulator for this application; and
- (b) the decision is the decision of the principal regulator and evidences the decision of the securities regulatory authority or regulator in Ontario.

### Interpretation

2 Terms defined in National Instrument 14-101 *Definitions*, Multilateral Instrument 11-102 *Passport System* and Multilateral Instrument 62-104 *Take-Over Bids and Issuer Bids* (MI 62-104) have the same meaning if used in this decision, unless otherwise defined.

### Representations

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

- 1. the Filer is incorporated under the laws of British Columbia and has a head office located in Vancouver, British Columbia;
- 2. the Filer is a reporting issuer in the jurisdictions of British Columbia, Alberta, Manitoba and Ontario;
- 3. as at April 7, 2009, the Filer's issued and outstanding capital consists of 44,552,660 common shares;
- 4. the common shares of the Filer are listed on the Toronto Stock Exchange (the **TSX**) under the stock symbol "SWG";
- 5. the Filer is an exploration stage mineral exploration company engaged in the identification, evaluation, acquisition and exploration of mineral properties with the potential to host gold, silver and base metals; the Filer's material mineral property interests are in Peru;
- 6. Global is a company incorporated under the laws of Ontario; Global's registered office is in Ontario and its last address shown on the books of the Filer is in Vancouver, British Columbia;

7. Global directly or indirectly owns 7,117,600 common shares of the Filer, representing approximately 16% of the Filer's issued and outstanding common shares; Global is not a reporting issuer in any jurisdiction;
8. John Paterson (**Paterson**), the Filer's former President and Chief Executive Officer, previously held an approximate 8% interest in the shares of Global and exercised voting control and dispositive power over the common shares of the Filer held by Global;
9. the Filer had commenced the Action against Paterson, Global and others; pursuant to the Settlement, Global has agreed to transfer to the Filer 452,908 common shares of the Filer (the **Settlement Shares**) in exchange for a full and final release by the Filer of its claims against Global under the Action (the **Release**); the value of the consideration paid for the Settlement Shares under Settlement will not be greater than the market price of the Filer's common shares on the TSX as determined in accordance with section 1.11 of MI 62-104;
10. the board of directors of the Filer has determined that the entering into and completion of the Settlement, including the acquisition of the Settlement Shares by the Filer, is in the best interests of the Filer and its shareholders and that the acquisition of the Settlement Shares by the Filer will not adversely affect the financial position of the Filer or the shareholders to whom the bid is not extended;
11. in approving the Settlement, the board of directors of the Filer, considered the merits of the claims and the likelihood of success, the cost of pursuing the claims, including both management time and monetary costs of engaging external advisors, and the ability to collect on any judgment;
12. the acquisition of the Settlement Shares by the Filer is an integral part of the Settlement; it is not being proposed for the purpose or with the intention of providing preferential treatment to one shareholder; and the Settlement Shares will be cancelled immediately after such shares are acquired by the Filer, which will improve the equity position of the other Filer shareholders;
13. the Settlement was negotiated at arm's length through legal counsel and finalized after extensive negotiations between the parties;
14. Global is a defendant in the Action commenced by the Filer;
15. Global has had no representation on the board of directors of the Filer and no involvement in the management of the Filer since Paterson's resignation as President and Chief Executive Officer of the Filer in June 2007;
16. Global does not have access to and is not privy to any undisclosed non-public information relating to the Filer;
17. there are no contractual arrangements between the Filer and Global, other than the Settlement Agreement;
18. Global's only interest in the Filer is the Filer's shares that it holds;
19. the Filer is not in default of any securities legislation in the jurisdictions in which it is reporting;
20. the Filer disclosed the Settlement in the Filer's interim financial statements and management discussion and analysis for the period ended September 31, 2008; the Filer has also disclosed the Settlement in the Filer's annual financial statements, management discussion and analysis and annual information form for the year ended December 31, 2008, and the Filer's management information circular dated April 7, 2009;
21. the acquisition of the Settlement Shares by the Filer is an issuer bid as defined in the Legislation and cannot be made in reliance upon exemptions from the issuer bid requirements contained in the Legislation; and
22. the Filer has entered into an arrangement agreement with Hochschild Mining plc (**Hochschild**) for the acquisition by Hochschild of all of the issued and outstanding common shares of the Filer by way of a plan of arrangement (the "**Arrangement**"); the Filer held a special meeting of its shareholders on May 8, 2009 to consider the Arrangement; the Arrangement was approved by the Filer's shareholders, the Filer will subsequently apply to the Supreme Court of British Columbia on or about May 11, 2009 for a final order approving the Arrangement; if

all conditions respecting the Arrangement are fulfilled, Global will not be able to transfer its shares to the Filer after the effective date of the Arrangement.

**Decision**

- 4 Each of the Decision Makers is satisfied that the decision meets the test set out in the Legislation for the Decision Maker to make the decision.

The decision of the Decision Makers under the Legislation is that the Exemption Sought is granted.

“Martin Eady, CA”  
Director, Corporate Finance  
British Columbia Securities Commission



## 2.1.6 DHV Holding B.V.

### Headnote

National Policy 11-203 Process for Exemptive Relief Applications in Multiple Jurisdictions – Exemption from registration and prospectus requirements – Trust established by Dutch company to distribute depositary receipts to eligible employees of Canadian affiliates under the company's employee investment plan – Each depositary receipt corresponds to one share in issuer's capital – Company and trust are not reporting in Canada, have a *de minimis* connection to Canada, and the depositary receipts are subject to resale restrictions and restrictions on transfer – Price of depositary receipts is based on a valuation formula that is described in the employee investment plan – Eligible employees voluntarily participate in the employee investment plan – Exemption from the formal issuer bid requirements in Part XX of Securities Act – Relief for trust to acquire depositary receipts in accordance with the terms of employee investment plan.

### Applicable Legislative Provisions

Securities Act, R.S.O. 1990, c. S.5, as am., ss. 25, 53, 74(1), 104(2)(c).

May 20, 2009

**IN THE MATTER OF  
THE SECURITIES LEGISLATION OF  
BRITISH COLUMBIA AND ONTARIO  
(the Jurisdictions)**

**AND**

**IN THE MATTER OF  
THE PROCESS FOR EXEMPTIVE RELIEF  
APPLICATIONS IN MULTIPLE JURISDICTIONS**

**AND**

**IN THE MATTER OF  
DHV HOLDING B.V.  
(the Applicant)**

**DECISION**

### Background

- 1 The securities regulatory authority or regulator in each of the Jurisdictions (the Decision Maker) has received an application from the Applicant for a decision under the securities legislation of the Jurisdictions (the Legislation) for:
  1. an exemption from the dealer registration requirement (the Dealer Registration Requirement) and the prospectus requirement so that such requirements do not apply to:
    - (a) trades in the depositary receipts (the Depositary Receipts) issued by the Stichting Administratiekantoor DHV (the Trust) to all Canadian Participants (as defined below), or a trustee, custodian, administrator, holding entity or spouse of a Canadian Participant, or the legal successor to a deceased Canadian Participant (each, a Permitted Assign);
    - (b) trades in the Depositary Receipts by Plan Participants (as defined below) to Canadian Participants (or their Permitted Assigns) or trades by the Canadian Participants (or their Permitted Assigns) to the Trust, in accordance with the terms of the Plan (as defined below);
  2. an exemption from the issuer bid requirements of the Legislation with respect to the purchase of the Depositary Receipts by the Trust from the Canadian Participants in accordance with the terms of the Plan;(collectively, the Exemption Sought) in connection with the implementation of a group employee share plan for employees of the Applicant or its affiliates, as more fully described below, that are resident in Canada.

Under the Process for Exemptive Relief Applications in Multiple Jurisdictions (for a dual application):

- (a) the British Columbia Securities Commission is the principal regulator for this application,
- (b) the Applicant has provided notice that section 4.7(1) of Multilateral Instrument 11-102 *Passport System* (MI 11-102) is intended to be relied upon in Manitoba, and
- (c) the decision is the decision of the principal regulator and evidences the decision of the securities regulatory authority or regulator in Ontario.

### Interpretation

- 2 Terms defined in National Instrument 14-101 Definitions and MI 11-102 have the same meaning if used in this decision, unless otherwise defined herein.

### Representations

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

#### *The Applicant*

- 1. the Applicant is the parent corporation to the DHV group of companies that provides consultancy and engineering services in the markets of transportation, water, aviation, building and manufacturing and spatial and environmental planning on a global level and employs over 5,300 employees worldwide;
- 2. the Applicant is a private, limited liability corporation formed under Dutch law on September 1, 1977; it is not and has no current intention of becoming a reporting issuer in any Canadian jurisdiction; the head office of the Applicant is Amersfoort, the Netherlands;
- 3. the Applicant carries on business in Canada through Delcan Group Inc. and InterVISTAS Consulting Inc.; InterVISTAS Consulting Inc. (the Canadian Affiliate) is the only majority-owned subsidiary of the Applicant that operates in Canada (the Canadian Affiliate, together with the Applicant and other affiliates of the Applicant, the DHV Group); the Canadian Affiliate is an indirectly controlled subsidiary of the Applicant and is not, and has no current intention of becoming, a reporting issuer in any Canadian jurisdiction; the greatest number of employees of the Canadian Affiliate are employed in Vancouver, British Columbia, and the greatest proportion of the Applicant's Canadian operations in which it owns more than 50% are located in Vancouver;
- 4. as the majority of the assets, operations and employees of the Applicant in Canada are located in Vancouver, British Columbia, the British Columbia Securities Commission is the Principal Regulator for this Application in accordance with Section 3.6(9) of National Policy 11-203 – *Process for Exemptive Relief Applications in Multiple Jurisdictions*;

#### *Share Structure of the Applicant*

- 5. the issued share capital of the Applicant is currently 5,036,282 shares, comprised of 5,036,281 ordinary shares and 1 priority share; the issued and outstanding ordinary shares of the Applicant are divided into two classes of shares; there are 4,580,000 class A ordinary shares and an aggregate of 456,281 class B ordinary shares (the Shares);
- 6. the issued and outstanding shares of the Applicant are held by three organizations: (i) the DHV Foundation holds 4,580,000 class A ordinary shares (approximately 90.9% of the ordinary shares of the Applicant) and is managed by a five person board of directors; (ii) the DHV Priority Foundation holds the one issued and outstanding priority share of the Applicant and is managed by a five person board of directors; and (iii) the Trust holds 200,700 Shares (approximately 4% of the ordinary shares of the Applicant); the remaining 255,581 Shares (approximately 5.1% of the ordinary shares) are held by the Applicant itself for future issuance to its employees;
- 7. the capital structure of the Applicant represents a shareholding structure whereby management and labour representatives have joint control over the share capital of the Applicant;

#### *The DHV Group Employee Share Plan*

- 8. the DHV Group implemented an employee share plan (the Plan) in September 2008 to increase commitment among its employees through share ownership and to increase retention of employees;

9. the Plan is administered by the Trust with its head office located in Amersfoort, the Netherlands; the purpose of the Trust is to manage the Shares of the Applicant that are available for use through the Plan and to issue Depositary Receipts of the Shares to participating employees;
10. the Trust is governed by a three person board of directors whose members are appointed yearly by the general meeting of the holders of Depositary Receipts; there is no current intention for the Trust to become a reporting issuer in any Canadian jurisdiction;
11. the goal of the Plan is offer up to 25% of the ordinary shares of the Applicant Shares to participating employees of the DHV Group worldwide;
12. eventually, subject to the timing of the Plan's implementation in various jurisdictions worldwide, all employees of the DHV Group, in which more than 50% of the outstanding shares and/or voting rights are held directly or indirectly by the Applicant, and who meet certain employment criteria (the Qualifying Employees) will be allowed to participate in the Plan;
13. the Applicant wishes to implement the Plan for the participation of its Qualifying Employees resident in Canada, employed by the Canadian Affiliate and who elect to participate in the Plan (the Canadian Participants, and together with other participants in the Plan, the Plan Participants);
14. the Canadian Participants will be invited to participate in the Plan on the terms below; all Plan Participants who participate in the Plan will be subject to the same terms:
  - (a) the Canadian Participants will receive an offer letter (Offer Letter) from the Applicant that sets out the specific terms and conditions of the purchase of Depositary Receipts, including the set date (the Trading Date) on which a Canadian Participant can purchase or sell Depositary Receipts and the purchase price of same; Canadian Participants who are already holders of Depositary Receipts will not receive an Offer Letter, but can register the number of Depositary Receipts that they want to purchase or sell on a secure website portal;
  - (b) since the shares of the Applicant are not publicly traded on a stock exchange, the value of the Shares and the purchase price of the Depositary Receipts will be based on a valuation formula that is described in the Plan, and is comprised of a combination of the net asset value and the net profit value of the Shares (the Share Value); the valuation formula has been agreed upon with the Dutch tax authorities;
  - (c) the eventual number of Depositary Receipts that a Canadian Participant can purchase may be lower than the number of Depositary Receipts for which that Canadian Participant has applied; in order to promote broad-based participation, the Applicant has determined that first-time purchasers have priority above other purchasers, unless otherwise determined by the Applicant's executive board; the distribution of Depositary Receipts within those groups will occur on a pro-rated basis;
  - (d) the Trust will notify the Canadian Participants of the total number of Depositary Receipts purchased by them;
  - (e) to finalize the purchase of Depositary Receipts, the Canadian Participants must pay the purchase price that was originally disclosed in the Offer Letter; the Depositary Receipts are effectively purchased when the aggregate purchase price has been received in the bank account of the Trust before the Trading Date;
  - (f) the Trust will issue the Depositary Receipts to the Canadian Participants; each Depositary Receipt corresponds to one Share in the capital of the Applicant;
  - (g) the Canadian Participants will receive from the Trust any dividends, after the appropriate withholding of Dutch dividend tax, distributed on the Shares by the Applicant to the Trust;
  - (h) the Trust has legal ownership of the Shares and the voting rights attached to same; however, upon the request of a Canadian Participant, the Trust will give a proxy to that Canadian Participant to vote the Shares represented by the Depositary Receipts;
  - (i) if a Canadian Participant holds all Depositary Receipts purchased on a specific Trading Date for a period of four years from that Trading Date, and if the employment agreement with that employee has not ended before the end of this four-year period, that Canadian Participant will receive bonus

- Depository Receipts equal to 10% of the number of Depository Receipts purchased on that specific Trading Date (Bonus Depository Receipts);
- (j) the maximum number of Depository Receipts that any Canadian Participant can own at any time is limited to 50,000, excluding the number of Bonus Depository Receipts held by a Canadian Participant;
  - (k) a Canadian Participant may sell his or her Depository Receipts on a Trading Date, but only to the Trust or a party designated by the Trust; the price that a Canadian Participant will receive for each of the voluntarily offered Depository Receipts is the Share Value on the Trading Date on which the Depository Receipts are actually sold;
  - (l) the legal successors of deceased Canadian Participants and former partners of divorced Canadian Participants, as well as Canadian Participants who: (i) cease employment with a member of the DHV Group for whatever reason, except for retirement; or (ii) have declared bankruptcy must offer their Depository Receipts for sale;
  - (m) upon retirement, Canadian Participants must offer all of their Depository Receipts for sale on or before the Trading Date that is three years after the date of retirement;
  - (n) in all cases, the sellers of Depository Receipts will receive the Share Value per Depository Receipt sold on the Trading Date on which their Depository Receipts are actually sold; and
  - (o) the Trust is not obliged to purchase the Depository Receipts offered for sale by a Canadian Participant; the Trust will, however, facilitate finding a purchaser for the Depository Receipts on the next Trading Date.
- 15. the administration of the Plan has been outsourced to a corporation called Global Shares (the Administrator), a third party service provider who specializes in stock plan administration for private companies and public issuers worldwide; the Administrator is a private corporation governed by the laws of Ireland; the responsibilities carried out by the Administrator are limited to the administration of the Plan via the secure portal on the Plan's website on which subsequent purchases and sales by Canadian Participants are received and monitored by the Administrator;
  - 16. the Depository Receipts may not be (legally or beneficially) sold, transferred, pledged or encumbered, except as provided for in the Plan, the Offer Letter or the Trust conditions;
  - 17. all costs connected with the Plan, including the administration costs and the costs relating to the issue, purchase, matching, and sale of Depository Receipts will be borne by the Applicant or the Canadian Affiliate; all banking costs relating to the purchase and sale of Depository Receipts will be borne by the Canadian Participants;
  - 18. the Trust is responsible for preparing accounting documents and maintaining a register of Depository Receipt holders; the Trust's activities will in no way affect the underlying value of the Shares;
  - 19. participation in the Plan is voluntary, and the Canadian Participants will not be induced to participate in the Plan by expectation of employment or continued employment;
  - 20. none of the Applicant, the Trust, the Administrator, the Canadian Affiliate or any of their employees, agents or representatives will provide investment advice to the Canadian Participants with respect to an investment in the Shares or purchase of the Depository Receipts;
  - 21. the Canadian Participants will receive an information package in English which will include the terms of the Plan, a description of the Canadian income tax consequences of purchasing and selling the Depository Receipts, and other information on the Applicant and the DHV Group;
  - 22. in addition to the information package provided to the Canadian Participants, the Canadian Participants will have access to the Plan's website ([www.shareourdvhvgroup.com](http://www.shareourdvhvgroup.com)) that has the Applicant's most recent annual report, copies of the Plan and the Offer Letter as well as frequently asked questions and contact information to obtain further particulars;
  - 23. the Canadian Affiliate has approximately 57 Canadian Participants; the largest number of Canadian Participants (approximately 53) are located in British Columbia, and the remainder are located in Manitoba

and Ontario; in total, the Canadian Participants represent in the aggregate approximately 1.2% of the number of Qualifying Employees worldwide; and

24. the Applicant and the Canadian Affiliate are not in default under the Legislation.

**Decision**

- 4 Each of the Decision Makers is satisfied that the decision meets the test set out in the Legislation for the Decision Maker to make the decision.

The decision of the Decision Makers under the Legislation is that the Exemption Sought is granted provided that the trades are made in accordance with the Plan and specifically, that the trades in the Depositary Receipts are by Plan Participants to Canadian Participants (or their Permitted Assigns) or are trades by the Canadian Participants (or their Permitted Assigns) to the Trust, and:

- (i) participation in the trade is voluntary;
- (ii) the Trust is not a reporting issuer in any jurisdiction in Canada; and
- (iii) the Share Value of the Depositary Receipt being traded is established based on a valuation formula that is described in the Plan.

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

## 2.1.7 American Capital, Ltd.

### Headnote

National Policy 11-203 Process For Exemptive Relief Applications in Multiple Jurisdictions – Application by U.S. issuer for a decision that it is not a reporting issuer – Canadian resident shareholders beneficially own less than 2% of the issuer's outstanding shares worldwide and represent less than 2% of the total number of shareholders worldwide – In the 12 months before applying for the decision, the issuer has not conducted an offering of its securities in Canada nor taken any steps that indicate that there is a market for its securities in Canada – Issuer has no plans to seek a public offering or private placement of its securities in Canada – No securities of the issuer trade on any market or exchange in Canada – Issuer's securities are listed on an U.S. exchange – Issuer is subject to reporting requirements under U.S. securities law – Issuer has issued a press release announcing that it has submitted an application to no longer be a reporting issuer in the Jurisdictions and that it has undertaken to continue to concurrently deliver to its securityholders resident in Canada, all disclosure material it is required to deliver under U.S. securities law or exchange requirements – Requested relief granted.

### Applicable Legislative Provisions

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

June 10, 2009

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

AND

IN THE MATTER OF  
THE PROCESS FOR EXEMPTIVE RELIEF  
APPLICATIONS IN MULTIPLE JURISDICTIONS

AND

IN THE MATTER OF  
AMERICAN CAPITAL, LTD.  
(the “Filer”)

### DECISION

### Background

The securities regulatory authority or regulator in each of the Jurisdictions (the “**Decision Maker**”) has received an application from the Filer for a decision under the securities legislation of the Jurisdictions (the “**Legislation**”) that the Filer is not a reporting issuer under the Legislation, or a decision to revoke the Filer's status as a reporting issuer, as the case may be, in each of the Jurisdictions (the “**Exemptive Relief Sought**”).

Under the Process for Exemptive Relief Applications in Multiple Jurisdictions (for a coordinated review application):

- (a) the Ontario Securities Commission (the “**OSC**”) is the principal regulator for this application, and
- (b) the decision is the decision of the principal regulator and evidences the decision of each other Decision Maker.

### Interpretation

Terms defined in National Instrument 14-101 – *Definitions* have the same meaning if used in this decision, unless otherwise defined.

## Representations

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

- (a) The Filer is a publicly-traded private equity firm and global asset manager, with US\$13,000,000,000 of assets under management as of December 31, 2008.
- (b) The Filer was incorporated in 1986 under the laws of Delaware, U.S.A. Its executive offices are located in Maryland, U.S.A. In addition to its executive offices, the Filer, or its portfolio company American Capital, LLC, maintain offices in New York, Los Angeles, Chicago, Dallas, Boston, London, Paris, and Frankfurt.
- (c) The Filer has a very limited connection to Canada, having no operations, employees, or offices in Canada.
- (d) The Filer's common shares (the "**Shares**") are listed and posted for trading on the NASDAQ Global Select Market ("**NASDAQ**") under the ticker symbol "ACAS". The Filer is not in default of any filing requirements of NASDAQ, or applicable requirements of United States federal or state securities regulatory authorities.
- (e) The Filer is a reporting issuer in each of the Jurisdictions and is not in default of the securities legislation in any Jurisdiction.
- (f) The Filer became a reporting issuer in each of the Jurisdictions upon filing a MJDS final prospectus and obtaining a final receipt in December 2006 (the "**2006 Prospectus**"), and has since filed MJDS final prospectuses and obtained final receipts therefor in June 2007 (the "**2007 Prospectus**") and June 2008 (the "**2008 Prospectus**" and, together with the 2006 Prospectus and the 2007 Prospectus, the "**Canadian Prospectuses**"), respectively, and other continuous disclosure documents in the Jurisdictions.
- (g) No securities have been issued by the Filer in any of the Jurisdictions, or any other jurisdictions in Canada, under the Canadian Prospectuses.
- (h) Other than the Canadian Prospectuses, the Filer has never conducted a prospectus offering of its securities in any jurisdiction in Canada, and has no present intention of seeking public or private financing in any jurisdiction in Canada in the future, and has not taken any other steps that indicate there is a market for its securities in Canada.
- (i) The Filer has issued Shares in Canada pursuant to available prospectus exemptions under National Instrument 45-106 – *Prospectus and Registration Exemptions* (the "**Canadian Private Placements**"). All purchasers of Shares pursuant to the Canadian Private Placements were provided with disclosure in the Canadian offering memoranda which stated that Shares purchased by Canadian investors on a private placement basis would not bear the legend required under National Instrument 45-102 – *Resale of Securities* as a condition to the Shares becoming freely tradeable in Canada, and that any resale of Shares purchased pursuant to the Canadian Private Placements must therefore be made in accordance with an exemption from the registration and prospectus requirements of applicable Canadian securities legislation.

Accordingly, Canadian-resident purchasers under the Canadian Private Placements had no reasonable expectation of an ability to resell Shares except outside of Canada or under an exemption from the prospectus requirements.

- (j) The authorized share capital of the Filer consists of 5,000,000 preferred shares and 1,000,000,000 Shares. As of March 24, 2009, the Filer had issued and outstanding 214,063,000 Shares and nil preferred shares, inclusive of Shares and preferred shares held in treasury.
- (k) Canadian securityholders: (a) do not directly or indirectly beneficially own more than 2% of each class or series of outstanding securities of the Filer worldwide, and (b) do not directly or indirectly comprise more than 2% of the total number of securityholders of the Filer worldwide.

The due diligence conducted by the Filer in support of the foregoing representation is summarized below.

- (i) The Filer caused its transfer agent, Computershare Trust Company, NA ("**Computershare**"), to conduct an investigation to confirm the residency of the holders of its outstanding securities. As of March 25, 2009:
  - (A) there are seven (7) registered holders of the Filer's Shares who are resident in Canada, being approximately 0.72% of the total number of the Filer's registered securityholders worldwide; and

- (B) the number of the Filer's Shares registered in the name of such registered shareholders is approximately 2,139, which represents less than 0.001% of the Filer's issued and outstanding Shares;
- (ii) In connection with its annual meeting of shareholders, the Filer caused Broadridge Financial Services, Inc. ("**Broadridge**") to conduct an intermediary search, being a search for Shares which are beneficially owned other than by the registered holder, using a record date of March 16, 2009. Broadridge's search identified 25 Canadian intermediaries, with a total of 1,820 accounts, holding 1,563,480 Shares in the aggregate;
- (iii) Aggregating the data set forth in paragraphs (i) and (ii) above, and assuming that one intermediary account generally represents one beneficial shareholder, the Filer concluded that:
  - (A) Canadian securityholders number approximately 1,827, being approximately 0.78% of the total number of securityholders of the Filer worldwide; and
  - (B) the number of the Filer's Shares held by Canadian securityholders is approximately 1,565,619, which figure represents approximately 0.73% of the Filer's issued and outstanding Shares.
- (iv) In addition, the Filer reviewed NASDAQ's on-line service (at <http://www.nasdaq.net/publicpages/NasdaqHomePage.aspx>) which provides issuers with, among other information, a breakdown of its securityholders by country. This online service is based on data provided by FactSet Research Systems, Inc. ("**FactSet**"), a provider of global financial and economic information and a NYSE-listed company under the ticker symbol "FDS". FactSet sources its data from U.S. Securities and Exchange Commission filings by institutional investors, which are filed on a quarterly basis. As of March 25, 2009, NASDAQ's on-line service reported the Canadian ownership of the Filer's Shares as representing 0.57% of the Filer's issued and outstanding Shares.
- (l) The Filer's Shares are not currently, nor have they ever been, listed, traded or quoted for trading on any "marketplace" in Canada (as defined in National Instrument 21-101 – Marketplace Operation), and the Filer does not intend to have its securities listed, traded or quoted on such a marketplace in Canada.
- (m) The Filer is governed by, and in compliance with, corporate governance and disclosure standards imposed by the United States Securities and Exchange Commission (the "SEC"), the United States Securities Act of 1933, the United States Securities Exchange Act of 1934, the United States Sarbanes-Oxley Act of 2002, and the rule-making authority of NASDAQ, each as amended (collectively, the "U.S. Rules").
- (n) The Filer files disclosure materials with the securities regulatory authorities in the Jurisdictions electronically through SEDAR, having elected pursuant to section 2.1(2) of National Instrument 13-101 – System for Electronic Document Analysis and Retrieval (SEDAR) to become an electronic filer. Continuous disclosure materials mandated by the U.S. Rules are available to the Filer's securityholders through the SEC's website at [www.sec.gov](http://www.sec.gov).
- (o) The Filer has delivered all disclosure material required by applicable U.S. Rules to its Canadian securityholders as an SEC foreign issuer in accordance with National Instrument 71-102 – Continuous Disclosure and Other Exemptions relating to Foreign Issuers.
- (p) The Filer has provided an undertaking to continue to send or provide to its Canadian securityholders all disclosure material that it is required to send or provide to U.S. resident holders of the Filer's securities of the same class or series, in the same manner and at the same time that such material is required to be sent or provided to U.S. resident securityholders under applicable U.S. Rules.
- (q) On March 27, 2009, the Filer issued a press release announcing that it has applied for a decision that it is not a reporting issuer under the Legislation, and that, as a consequence of such decision, if rendered, the Filer will no longer be a reporting issuer in any jurisdiction in 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, and orders that the Exemptive Relief Sought is granted.

"Suresh Thakrar"

"Wendell S. Wigle"



## 2.2 Orders

### 2.2.1 Shelton Canada Corp. – s. 144

#### Headnote

Section 144 – full revocation of cease trade order upon remedying of defaults.

#### Statutes Cited

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

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

**AND**

**IN THE MATTER OF  
SHELTON CANADA CORP.**

**ORDER  
(Section 144)**

**WHEREAS** on May 19, 2009, the Director made an order under paragraph 2 and paragraph 2.1 of subsection 127(1) of the Act (the “Permanent Order”) that all trading in and acquisitions of the securities of

**SHELTON CANADA CORP.** (the “Reporting Issuer”)

whether direct or indirect, cease until the Permanent Order is revoked by the Director;

**AND WHEREAS** the Permanent Order was made because the Reporting Issuer was in default of certain filing requirements under Ontario securities law as described below;

**AND WHEREAS** the Reporting Issuer has represented to the Commission that:

1. It was incorporated on December 19, 1994 under the *Business Corporations Act* (Alberta) as Shelton Canada Corp.
2. It is a reporting issuer in Alberta, British Columbia and Ontario and is also subject to a cease trade order issued by the British Columbia Securities Commission.
3. Its head office is located at 1500 Manulife Place, 10180 – 101 Street, Edmonton, Alberta, T5J 4K1 with operational offices at 145 Evans Avenue, Suite 212, Toronto, Ontario, M8Z 5X8 and Suite 1140, 715- 5th Avenue SW, Calgary, AB, T2P 2X6.
4. Its common shares were listed on the Alberta Stock Exchange trading under the symbol “STO”

on September 23, 1999 and continued on the Canadian Venture Exchange and TSX Venture Exchange.

5. The Director issued the Permanent Order against the Reporting Issuer for failure to file its audited annual financial statements for the year ended December 31, 2008, together with its Management’s Discussion and Analysis (MD&A) (collectively the “Delinquent Financial Statements”).
6. On May 25, 2009, the Reporting Issuer filed the Delinquent Financial Statements with the applicable securities commissions and has paid all outstanding activity, participation and late filing fees that are required to be paid.
7. The Reporting Issuer is not in default of any of its obligations as a reporting issuer under the Act or the rules and regulations made pursuant thereto.
8. The Reporting Issuer’s SEDAR profile and SEDI issuer profile supplement are up-to-date.

**AND WHEREAS** the Director is satisfied that it would not be prejudicial to the public interest to revoke the Permanent Order;

**IT IS ORDERED** under section 144 of the Act that the Permanent Order is revoked.

**DATED** at Toronto 3rd Day of June, 2009.

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

**2.2.2 Adrian Samuel Leemhuis et al. – s. 127(8)**

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

**AND**

**IN THE MATTER OF  
ADRIAN SAMUEL LEEHUIS, FUTURE GROWTH  
GROUP INC., FUTURE GROWTH FUND LIMITED,  
FUTURE GROWTH GLOBAL FUND LIMITED,  
FUTURE GROWTH MARKET NEUTRAL FUND  
LIMITED, FUTURE GROWTH WORLD FUND, AND  
ASL DIRECT INC.**

**ORDER  
(s. 127(8))**

**WHEREAS** on April 22, 2008, the Ontario Securities Commission (the “Commission”) issued a Temporary Order pursuant to section 127(5) of the *Securities Act*, R.S.O. 1990, c. S.5, as amended (the “Act”) that all trading in securities of and all trading of securities by Future Growth Group Inc., Future Growth Fund Limited, Future Growth Global Fund Limited, Future Growth Market Neutral Fund Limited, and Future Growth World Fund (“The Funds”) shall cease, that all trading of securities by Adrian Leemhuis shall cease and that any exemptions contained in Ontario securities law do not apply to the Respondents;

**AND WHEREAS** on May 1, 2008, the Commission issued a Temporary Order pursuant to section 127(5) of the Act that all trading in securities by ASL Direct Inc. (“ASL”) shall cease and that any exemptions contained in Ontario securities law do not apply to ASL;

**AND WHEREAS** on May 2, 2008, the Commission issued an Amended Notice of Hearing to consider the extension of the Temporary Orders dated April 22, 2008 and May 1, 2008 (collectively the “Temporary Orders”) to be held on May 6, 2008 at 2:30 p.m.;

**AND WHEREAS** on May 6, 2008 the Commission held a hearing and counsel for Staff and counsel for the Respondents attended before the Commission and confirmed there was no objection to adjourning until May 16, 2008, and the Commission ordered that pursuant to section 127(8) the Temporary Orders be extended to May 16, 2008 and the hearing to consider the extension of these orders be adjourned to May 16, 2008;

**AND WHEREAS** the Commission held a hearing on May 16, 2008 and counsel for Staff and counsel for the Respondents attended before the Commission and at that time the Commission made an order continuing the Temporary Orders until May 26, 2008;

**AND WHEREAS** the Commission held a hearing on May 26, 2008 and counsel for Staff and counsel for the Respondents attended before the Commission and the Commission made an order continuing the Temporary Orders until June 17, 2008;

**AND WHEREAS** on June 16, 2008 the Commission made an Order that: continued the Temporary Orders until July 10, 2008; adjourned the hearing of the matter until July 9, 2008; and, varied the Temporary Order made April 22, 2008 to permit trading of the securities held by The Funds by Marvin & Palmer;

**AND WHEREAS** the Commission held a hearing on July 9, 2008 and counsel for Staff and counsel for the Respondents attended before the Commission and the Commission made an order continuing the Temporary Orders until October 27, 2008;

**AND WHEREAS** the Commission held a hearing on October 27, 2008 and counsel for Staff and counsel for the Respondents attended before the Commission and the Commission made an order continuing the Temporary Orders until December 1, 2008;

**AND WHEREAS**, pursuant to an Order of the Honourable Mr. Justice Morawetz of the Ontario Superior Court of Justice (Commercial Court) dated November 4, 2008, KPMG Inc. was appointed as Receiver and Manager over the property and affairs of ASL;

**AND WHEREAS** the Commission held a hearing on December 1, 2008 and the Commission was advised that counsel for Staff and counsel for KPMG Inc., in its capacity as Receiver and Manager of ASL, consented to the making of the order with respect to ASL and counsel for the remaining Respondents did not oppose the making of this Temporary Order; the Commission made an order continuing the Temporary Orders until March 3, 2009;

**AND WHEREAS** the Commission held a hearing on March 3, 2009 and counsel for Staff and counsel for the Respondents attended before the Commission and the Respondents, having confirmed that they were not objecting to the Order, the Commission made an order:

- 1) discontinuing the Temporary Order against ASL dated May 1, 2008; and
- 2) continuing the Temporary Order against Leemhuis made on April 22, 2008, as varied, by the Order of June 16, 2008, until June 3, 2009 at 10 a.m.;

**AND UPON** the Commission holding a hearing on June 3, 2009 and counsel for Staff and counsel for the Respondents attending before the Commission and the Respondents having confirmed that they were not objecting to the Order;

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

**IT IS HEREBY ORDERED** that the Temporary Order dated April 22, 2008, as extended on May 6, 2008, May 26, 2008, June 16, 2008, July 9, 2008, October 27, 2008, December 1, 2008 and March 3, 2009 and most recently amended by way of variation and Temporary

Order dated June 3, 2009, is further extended to September 30, 2009;

**AND IT IS FURTHER ORDERED** that the hearing to consider the extension of the Temporary Order dated April 22, 2008 is adjourned to September 29, 2009 at 2:30 p.m., without prejudice to either party moving pursuant to the Rules to vary the Order under s. 144 or for any other appropriate relief.

**DATED** at Toronto this 3rd day of June, 2009.

"Lawrence Ritchie"

**2.2.3 Adrian Samuel Leemhuis 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  
ADRIAN SAMUEL LEEMHUIS, FUTURE GROWTH  
GROUP INC., FUTURE GROWTH FUND LIMITED,  
FUTURE GROWTH GLOBAL FUND LIMITED,  
FUTURE GROWTH MARKET NEUTRAL FUND  
LIMITED, FUTURE GROWTH WORLD FUND, AND  
ASL DIRECT INC.**

**VARIATION OF TEMPORARY ORDER  
Sections 127, 144**

**WHEREAS** the Ontario Securities Commission issued a temporary cease trade order on April 22, 2008 in respect of the respondents, the Future Growth Group Inc., Future Growth Fund Limited, Future Growth Global Fund Limited, Future Growth Market Neutral Fund Limited and Future Growth World Fund (collectively, "The Funds") and Adrian Leemhuis (the "Temporary Order");

**AND WHEREAS** the Temporary Order, as varied, has been extended from time to time;

**AND WHEREAS** the counsel for the Respondents and counsel for Staff appeared before the Commission on June 3, 2009 and the individual respondent, Adrian Leemhuis, through his counsel requested an exception to the Commission's Temporary Order to permit him to trade in his own personal accounts;

**AND WHEREAS** the requested trading in the individual respondents' personal accounts for his own benefit does not concern The Funds or ASL Direct Inc. or any of their activities;

**AND WHEREAS** Adrian Leemhuis has advised Staff of the account details in which he wishes to trade;

**AND WHEREAS** Adrian Leemhuis has advised the Commission and provided Staff with details of one trade in connection with an account held jointly at Brant Securities and Adrian Leemhuis has agreed to close the joint account held at Brant Securities;

**AND WHEREAS** Staff advised that they did not object to the making of this Order;

**AND WHEREAS** in the Commission's opinion this Order will not be prejudicial to the public interest;

**IT IS ORDERED** pursuant to sections 127 and 144 of the Act that the Temporary Order is varied to permit Adrian Leemhuis to trade in securities in accounts over which he has sole legal and beneficial ownership, except for trades in the Funds, provided that:

- (i) he carries out any permitted trading through a registered dealer (which dealer must be given a copy of the written order before any trading in the accounts under this order occurs) and through accounts opened in his name only; and
- (ii) he shall provide Staff with the particulars of the accounts (before any trading in the accounts under this order occurs) including the name of the registered dealer through which the trading will occur and the account numbers and he shall provide copies of all trade confirmation notices with respect to the accounts directly to Staff at the same time that such notices are provided to him and, in addition, shall provide Staff with a electronic copy of the current account activity/statements for the account(s) each week by no later than 6pm on the Friday of each week.

**IT IS FURTHER ORDERED** pursuant to section 127 of the Act that the Temporary Order of April 22, 2008, as varied, extended and amended herein, is continued in its terms, apart from the variation set out above.

**DATED** at Toronto this 3rd day of June, 2009.

"Lawrence Ritchie"

**2.2.4 Lehman Cohort Global Group Inc. et al. – ss. 127(1), 127(8)**

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

**AND**

**IN THE MATTER OF  
LEHMAN COHORT GLOBAL GROUP INC.,  
ANTON SCHNEIDL, RICHARD UNZER,  
ALEXANDER GRUNDMANN AND  
HENRY HEHLSINGER**

**ORDER  
(Subsections 127(1) & 127(8))**

**WHEREAS** on May 20, 2009, the Ontario Securities Commission (the "Commission") issued a temporary cease trade order (the "Temporary Order") pursuant to subsections 127(1) and 127(5) of the *Securities Act*, R.S.O. 1990, c. S.5, as amended (the "Act") ordering the following:

- i) that all trading in any securities by Lehman Cohort Global Group Inc. ("Lehman"), Anton Schnedl ("Schnedl"), Richard Unzer ("Unzer"), Alexander Grundmann ("Grundmann") and Henry Hehlsinger ("Hehlsinger") shall cease;
- ii) that any exemptions contained in Ontario securities law do not apply to Lehman or its agents or employees; and
- iii) that any exemptions contained in Ontario securities law do not apply to Schnedl, Unzer, Grundmann and Hehlsinger.

**AND WHEREAS** on May 20, 2009, the Commission ordered that the Temporary Order shall expire on the 15th day after its making unless extended by order of the Commission;

**AND WHEREAS** on June 1, 2009, the Commission issued a Notice of Hearing to consider, among other things, the extension of the Temporary Order, to be held on June 4, 2009 at 9 a.m.;

**AND WHEREAS** Staff of the Commission ("Staff") have served Lehman and Schnedl with copies of the Temporary Order and a Notice of Hearing as evidenced by the Affidavit of Kathleen McMillan sworn on June 4, 2009;

**AND WHEREAS** Staff have no contact information for Unzer, Grundmann or Hehlsinger and not been able to serve them with any materials;

**AND WHEREAS** the Commission held a Hearing on June 4, 2009, and none of the Respondents attended before the Commission;

**AND WHEREAS** on June 4, 2009, the sole director of Lehman sent Staff correspondence indicating that she would not be attending on June 4, 2009 and that she did not “oppose the cease trading order”;

**AND WHEREAS** pursuant to subsection 127(8) satisfactory information has not been provided to the Commission within the fifteen (15) day period;

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

**AND WHEREAS** by Commission Order made on April 1, 2008, pursuant to section 3.5(3) of the Act, any one of W. David Wilson, James E.A. Turner, Lawrence E. Ritchie, Paul K. Bates, and David L. Knight acting alone, is authorized to make orders under section 127 of the Act;

**IT IS HEREBY ORDERED** pursuant to subsection 127(8) that the Temporary Order is extended to July 22, 2009; and

**IT IS FURTHER ORDERED** that the Hearing is adjourned to Tuesday, July 21, 2009, at 2:30 p.m.

**DATED** at Toronto this 4th of June, 2009.

“David L. Knight”

## **2.2.5 Bank of New York Mellon and Manulife Financial Corporation – s. 46(4) of the OBCA**

### **Headnote**

Order pursuant to subsection 46(4) of the Business Corporations Act (Ontario) – trust indenture to be governed by the United States Trust Indenture Act of 1939, as amended, in connection with a proposed public offering of debt securities of an issuer in the United States and Canada – trustee to be appointed under the trust indenture undertakes to file with the Commission and on SEDAR a submission to the non-exclusive jurisdiction of the courts and administrative tribunals of Ontario and appointment of an agent for service of process in Ontario – any pricing supplement or prospectus supplement under which the debt securities will be offered in Ontario will include disclosure about the existence of this order and a statement regarding the risks associated with the purchase of debt securities of the issuer under the trust indenture by a holder in Ontario as a result of the absence of a local trustee appointed under the trust indenture – trust indenture exempted from the requirements of Part V of the Business Corporations Act (Ontario).

### **Applicable Legislative Provisions**

Business Corporations Act, R.S.O. 1990, c. B-16, as am., ss. 46(2), 46(3), 46(4), Part V.  
Securities Act, R.S.O. 1990, c. S.5, as am.  
Trust Indenture Act of 1939, 53 Stat. 1149 (1939), 15 U.S.C., ss. 77aaa-77bbb, as am.

**March 24, 2009**

### **IN THE MATTER OF THE BUSINESS CORPORATIONS ACT, R.S.O. 1990, CHAPTER B.16, AS AMENDED (the “OBCA”)**

**AND**

### **IN THE MATTER OF THE BANK OF NEW YORK MELLON AND MANULIFE FINANCIAL CORPORATION**

### **ORDER (Subsection 46(4) of the OBCA)**

**UPON** the application (the “Application”) of The Bank of New York Mellon (the “Applicant”) to the Ontario Securities Commission (the “Commission”) for an order:

- (a) pursuant to subsection 46(4) of the OBCA exempting a trust indenture to be entered into between Manulife Financial Corporation (“MFC”) and the Applicant from the requirements of Part V of the OBCA; and
- (b) that the Application and this order be kept confidential by the Commission until the earlier of (i) the date on which MFC

files a final short form base shelf prospectus or makes a public announcement in respect thereof; (ii) the date on which the Applicant advises the Commission that there is no longer any need for the application for this order and this order to remain confidential; and (iii) the date which is 60 days from the date of this order.

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

**AND UPON** it being represented by MFC and the Applicant to the Commission that:

1. The Applicant is a banking corporation organized under the laws of the State of New York, is neither resident nor authorized to do business in Ontario, and is proposed to be the trustee under a senior indenture (the "Indenture") to be entered into between MFC and the Applicant.
2. MFC has advised the Applicant that MFC is a corporation incorporated under the *Insurance Companies Act* (Canada) and is a reporting issuer not in default under the *Securities Act*, R.S.O. 1990, c. S.5, as amended (the "Act") or the regulations promulgated thereunder. MFC's head office is located at 200 Bloor Street East, Toronto, Ontario, M4W 1E5.
3. MFC proposes to sell debt securities (the "Debt Securities") under the Indenture. The Indenture is to be governed by the laws of the State of New York.
4. A short form base shelf prospectus will be filed by MFC with the Commission pursuant to the applicable requirements of National Instrument 44-101 – Short Form Prospectus Distributions and National Instrument 44-102 – Shelf Distributions to qualify the distribution of the Debt Securities in Ontario but not in any other province of Canada. Accordingly, the Debt Securities may not be offered or sold in Canada (except in the Province of Ontario) or to any resident of Canada (other than residents of Ontario) except pursuant to an exemption from the prospectus requirements of the applicable province or territory of Canada and otherwise in accordance with applicable securities laws. The executed Indenture will be filed by MFC with the Commission in connection with the filing of a final prospectus supplement to the short form base shelf prospectus in respect of an offering of Debt Securities (the "Prospectus Supplement").
5. Public offers and sales of the Debt Securities will be made, from time to time, in the United States pursuant to a shelf registration statement on Form F-9 (the "Registration Statement") which is to be filed by MFC with the United States Securities and Exchange Commission (the "SEC"). The short

form base shelf prospectus referred to in paragraph 4 above, which will describe the principal terms of the Indenture, will form a part of the Registration Statement.

6. It is not anticipated currently that any of the Debt Securities will be listed on any securities exchange, but listing may occur in the future.
7. Because a form of Ontario prospectus will be filed under the Act, Part V of the OBCA will apply to the Indenture by virtue of subsection 46(2) of the OBCA.
8. As the Applicant is neither resident nor authorized to do business in Ontario, the Applicant has requested the exemption in order to act as trustee under the Indenture.
9. As a result of the filing of the Registration Statement with the SEC, the Indenture will be subject to and governed by the provisions of the United States Trust Indenture Act of 1939, as amended (the "TIA"). Upon the receipt of the requested exemption under the OBCA pursuant to the Order, the Indenture will continue to be subject to the TIA. The Indenture will further provide that there shall always be a trustee thereunder that satisfies the requirements of sections 310(a)(1), 310(a)(2) and 310(b) of the TIA and that the terms of such Indenture will be consistent with the requirements of the TIA.
10. Because the TIA regulates trustees and trust indentures of publicly offered debt securities in the United States in a manner that is consistent with Part V of the OBCA, holders of Debt Securities in Ontario will not, subject to paragraph 11, derive any additional material benefit from having the Indenture be subject to Part V of the OBCA.
11. Prior to or concurrently with MFC filing the Prospectus Supplement with the Commission, the Applicant has undertaken to file on SEDAR a submission to the non-exclusive jurisdiction of the courts and administrative tribunals of Ontario and appointment of an agent for service of process in Ontario (a "Submission to Jurisdiction and Appointment of Agent for Service of Process").
12. MFC has advised the Applicant that any prospectus supplement under which Debt Securities will be offered or sold in Ontario will disclose the existence of the Order and state that the Applicant, its officers and directors, and the assets of the Applicant are located outside of Ontario and, as a result, it may be difficult for a holder of Debt Securities to enforce rights against the Applicant, its officers or directors, or the Applicant's assets and that the holder may have to enforce rights against the Applicant in the United States.

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

**IT IS ORDERED**, pursuant to subsection 46(4) of the OBCA, that the Indenture is exempt from Part V of the OBCA, provided that:

- (a) the Indenture is governed by and subject to the TIA; and
- (b) prior to or concurrently with MFC's filing of the executed Indenture with the Commission and the filing of any Prospectus Supplement of MFC, the Applicant, or any trustee that replaces the Applicant under the terms of the Indenture, has filed with the Commission and on SEDAR a "Submission to Jurisdiction and Appointment of Agent for Service of Process".

**IT IS ORDERED** that the Application and this order be held in confidence by the Commission until the earlier of: (i) the date on which MFC files a final short form base shelf prospectus or makes a public announcement in respect thereof; (ii) the date on which the Applicant advises the Commission that there is no longer any need for the application for this order and this order to remain confidential; and (iii) the date which is 60 days from the date of this order.

"James E. Turner"  
Vice Chair  
Ontario Securities Commission

"Wendell S. Wigle"  
Commissioner  
Ontario Securities Commission

## **2.2.6 Abel Da Silva**

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

**AND**

### **IN THE MATTER OF ABEL DA SILVA**

### **ORDER**

**WHEREAS** on October 21, 2008 the Ontario Securities Commission (the "Commission") issued a Notice of Hearing in this matter and scheduled a hearing to commence on November 27, 2008 at 3:00 p.m.;

**AND WHEREAS** Staff of the Ontario Securities Commission ("Staff") filed a Statement of Allegations dated October 20, 2008 with the Commission;

**AND WHEREAS** Staff served Abel Da Silva ("Da Silva") with a certified copy of the Notice of Hearing and Staff's Statement of Allegations as evidenced by the Affidavit of Service of Wayne Vanderlaan, sworn on November 10, 2008, filed with the Commission;

**AND WHEREAS** a panel of the Commission held a hearing on November 27, 2008 at 3:00 p.m. and Staff attended and made submissions, including advising the Panel that the disclosure was available on this matter, and Staff undertook to notify Da Silva that disclosure is available;

**AND WHEREAS** on November 27, 2008, Da Silva did not appear at the hearing;

**AND WHEREAS** on November 27, 2008, a panel of the Commission ordered that the hearing in this matter was adjourned to June 4, 2009 at 11:00 a.m.

**AND WHEREAS** Staff served Da Silva with a certified copy of the Order of the Commission dated November 27, 2008 as evidenced by the Affidavit of Service of Kathleen McMillan sworn on June 3, 2009;

**AND WHEREAS** on June 4, 2009, a status hearing was held commencing at 11:00 a.m. and Staff appeared before the panel of the Commission and provided the panel of the Commission with a status update with respect to this matter;

**AND WHEREAS** on June 4, 2009, Da Silva did not attend before the panel of the Commission;

**AND WHEREAS** on June 4, 2009, a panel of the Commission considered the submissions of Staff;

**IT IS HEREBY ORDERED** that the hearing with respect to the Notice of Hearing dated October 21, 2008 and Staff's Statement of Allegations dated October 20, 2008 is adjourned to September 10, 2009 at 10:30 a.m.

**DATED** at Toronto this 5th day of June, 2009.

“David L. Knight”

**2.2.7 Paladin Capital Markets Inc. et al. – ss. 127(1), 127(5)**

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

**AND**

**IN THE MATTER OF  
PALADIN CAPITAL MARKETS INC.,  
JOHN DAVID CULP, AND  
CLAUDIO FERNANDO MAYA**

**TEMPORARY ORDER  
Sections 127(1) & 127(5)**

**WHEREAS** it appears to the Ontario Securities Commission (the “Commission”) that:

1. Paladin Capital Markets Inc. (“Paladin”) has been registered with the Commission as a limited market dealer since February 27, 2007. Its business location is 275 Richmond Street West, Suite 1, Toronto.
2. John David Culp (“Culp”) is the President, CEO, designated compliance officer and sole director of Paladin. He is the only individual at Paladin who is registered to trade in securities. According to Paladin’s registration file, Culp is Paladin’s sole shareholder.
3. Claudio Fernando Maya (“Maya”) was employed by Paladin as a consultant. Maya is not registered in any capacity with the Commission and was not at the material time.
4. It appears that the Respondents may have authorized, permitted or acquiesced in a breach of an undertaking, contained in a document entitled Statement of Policies, to the Commission dated November 24, 2006, which states, in part, that Paladin will not engage in activities as an adviser, dealer or underwriter in respect of securities of Paladin except in compliance with Part XIII of the General Regulation to the *Securities Act*, R.S.O. 1990, c. S.5, as amended (the “Act”). Part XIII, section 223(1)(a) of the General Regulation to the Act requires registrants to file with the Commission a statement of policies in respect of activities in which it is prepared to engage as an adviser, dealer and underwriter in its own securities.
5. Paladin issued \$400,000 in Non Profit Participation Convertible Promissory Note (the “Notes”) to five Ontario investors (the “Investors”) in August and September 2007 as a means of raising working capital for Paladin. Maya solicited the purchases of the Notes by the Investors.



6. Paladin did not file with the Commission a statement of policies under s. 223(1)(a) of the General Regulation to the Act in respect of the sale of the Notes. The only Statement of Policies filed by Paladin contains the undertaking not to sell securities of Paladin without a further filing of a Statement of Policies.
7. It appears that Paladin is insolvent because it has insufficient funds to meet its obligations to the Investors who have requested repayment under the terms of the Notes. To date, Paladin has not redeemed any of the Notes.
8. It appears that officers and employees have been paid with funds generated from the sale of the Notes.

**AND WHEREAS** the Commission is of the opinion that the time required to conclude a hearing could be prejudicial to the public interest as set out in s. 127(5) of the Act;

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

**AND WHEREAS** by Commission order made April 1, 2008, pursuant to section 3.5(3) of the Act, any one of David Wilson, James E.A. Turner, Lawrence E. Ritchie, Paul K. Bates, and David L. Knight, acting alone is authorized to exercise the powers of the Commission under the Act, subject to subsection 3.5(4) of the Act, to make orders under section 127 of the Act;

**IT IS ORDERED** that

1. Under s. 127(1)1 of the Act, the registration of Paladin and Culp be suspended;
2. Under s. 127(1)2 of the Act, all trading in any securities by the Respondents cease;
3. Under s. 127(1)2 of the Act, all trading in securities of Paladin cease; and
4. Under s. 127(1)3 of the Act, all exemptions contained in Ontario securities law do not apply to the Respondents.

**IT IS FURTHER ORDERED** that pursuant to subsection 127(6) of the Act this order shall take effect immediately and shall expire on the fifteenth day after its making unless extended by order of the Commission.

Dated at Toronto this 2nd day of June 2009

"David Wilson"

**2.2.8 Southwestern Resources Corp. – s. 9.1**

**Headnote**

Multilateral Instrument 11-102 Passport System and National Policy 11-203 Process for Exemptive Relief Applications in Multiple Jurisdictions – Takeover Bids and Issuer Bids – Exemption from the issuer bid requirements of MI 62-104 and the Securities Act (Ontario) – Exemption from the valuation requirement applicable to issuer bids in MI 61-101 – issuer requires an exemption from issuer bid requirements to acquire its own shares in connection with a negotiated settlement – issuer acquired securities resulting from the settlement of claims or potential claims – acquisition is not an independent transaction in which the issuer is repurchasing its own securities from one securityholder in preference to other shareholders – settlement was negotiated at arm's length between the issuer and the transferring securityholder's legal representatives – value of the consideration being paid to the transferring securityholder does not exceed the market value of the securities being acquired by the issuer.

**Applicable Legislative Provisions**

Securities Act, R.S.O. 1990, c. S.5, as am., ss. 93 to 99.1, 104(2)(c).

Multilateral Instrument 11-102 Passport System.

National Policy 11-203 Process for Exemptive Relief Applications in Multiple Jurisdictions.

Multilateral Instrument 61-101 Protection of Minority Security Holders in Special Transactions.

May 13, 2009

**IN THE MATTER OF  
MULTILATERAL INSTRUMENT 61-101  
PROTECTION OF MINORITY SECURITY  
HOLDERS IN SPECIAL TRANSACTIONS  
("MI 61-101")**

**AND**

**IN THE MATTER OF  
SOUTHWESTERN RESOURCES CORP.  
(the "Filer")**

**ORDER  
(section 9.1)**

**Background**

The Ontario Securities Commission (the "OSC") has received an application from the Filer for a decision under section 9.1 of MI 61-101 exempting the Filer from the requirement under section 3.3 of MI 61-101 (the "Exemption Sought") that a formal valuation be obtained with respect to an acquisition by the Filer of common shares of the Filer pursuant to a settlement agreement (the "Settlement") with Global Gold Corporation ("Global") in respect of a legal action commenced by the Filer (the "Action").

Contemporaneous with this application, the Filer has applied to the British Columbia Securities Commission, as principal regulator, and to the OSC, under National Policy 11-203 *Process for Exemptive Relief Applications in Multiple Jurisdictions*, for a decision exempting the Filer from the issuer bid requirements under Multilateral Instrument 62-104 *Take-Over Bids and Issuer Bids* ("MI 62-104") and the *Securities Act* (Ontario) (the "OSA") in respect of the Settlement (the "Issuer Bid Exemption Decision").

### Interpretation

Terms defined in National Instrument 14-101 *Definitions* and MI 61-101 have the same meaning if used in this decision, unless otherwise defined.

### Representations

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

1. The Filer is incorporated under the laws of British Columbia and has its head office located in Vancouver, British Columbia.
2. The Filer is a reporting issuer in the jurisdictions of British Columbia, Alberta, Manitoba and Ontario.
3. As at April 7, 2009, the Filer's issued and outstanding capital consists of 44,552,660 common shares.
4. The common shares of the Filer are listed on the Toronto Stock Exchange (the "TSX") under the stock symbol "SWG".
5. The Filer is an exploration stage mineral exploration company engaged in the identification, evaluation, acquisition and exploration of mineral properties with the potential to host gold, silver and base metals. The Filer's material mineral property interests are in Peru.
6. Global is a company incorporated under the laws of Ontario. Global's registered office is in Ontario and its last address shown on the books of the Filer is in Vancouver, British Columbia.
7. As at April 7, 2009, Global directly or indirectly owned 7,117,600 common shares of the Filer, representing approximately 16% of the Filer's issued and outstanding common shares. Global is not a reporting issuer in any jurisdiction.
8. John Paterson ("Paterson"), the Filer's former President and Chief Executive Officer, previously held an approximate 8% interest in the shares of Global and exercised voting control and dispositive power over the common shares of the Filer held by Global.
9. The Filer had commenced the Action against Paterson, Global and others. Pursuant to the Settlement, Global has agreed to transfer to the Filer 452,908 common shares of the Filer (the "Settlement Shares") in exchange for a full and final release by the Filer of its claims against Global under the Action (the "Release").
10. The value of the consideration paid for the Settlement Shares under the Settlement will not be greater than the market price of the Filer's common shares on the TSX as determined in accordance with section 1.11 of MI 62-104.
11. The board of directors of the Filer has determined that the entering into and completion of the Settlement, including the acquisition of the Settlement Shares by the Filer, is in the best interests of the Filer and its shareholders and that the acquisition of the Settlement Shares by the Filer will not adversely affect the financial position of the Filer or the shareholders to whom the bid is not extended.
12. In approving the Settlement, the board of directors of the Filer considered the merits of the claims and the likelihood of success, the cost of pursuing the claims, including both management time and monetary costs of engaging external advisors, and the ability to collect on any judgment.
13. The acquisition of the Settlement Shares by the Filer is an integral part of the Settlement; it is not being proposed for the purpose or with the intention of providing preferential treatment to one shareholder; and the Settlement Shares will be cancelled immediately after such shares are acquired by the Filer, which will improve the equity position of the other shareholders.
14. The Settlement was negotiated at arm's length through legal counsel and finalized after extensive, intense and protracted negotiations between the parties.
15. Global is a defendant in the Action commenced by the Filer.
16. Global has had no representation on the board of directors of the Filer and no involvement in the management of the Filer since Paterson's resignation as President and Chief Executive Officer of the Filer in June 2007.
17. Global does not have access or is not privy to any undisclosed non-public information relating to the Filer.
18. There are no contractual arrangements between the Filer and Global, other than the Settlement Agreement.

19. Global's only interest in the Filer is the Filer's shares that it holds.
20. The Filer is not in default of any securities legislation in the jurisdictions in which it is reporting.
21. The Filer disclosed the Settlement in the Filer's interim financial statements and management discussion and analysis for the period ended September 31, 2008; the Filer has also disclosed the Settlement in the Filer's annual financial statements, management discussion and analysis and annual information form for the year ended December 31, 2008, and the Filer's management information circular dated April 7, 2009.
22. The acquisition of the Settlement Shares by the Filer is a formal issuer bid as defined in MI 61-101 and the Filer would be required to obtain a formal valuation. The Issuer Bid Exemption Decision, if granted, may not, for technical reasons, exempt the Filer from the formal valuation requirement applicable to formal issuer bids as contained in MI 61-101.
23. The Filer has entered into an arrangement agreement with Hochschild Mining plc (Hochschild) for the acquisition by Hochschild of all of the issued and outstanding common shares of the Filer by way of a plan of arrangement (the "Arrangement"); the Filer held a special meeting of its shareholders on May 8, 2009 to consider the Arrangement; the Arrangement was approved by the Filer's shareholders, the Filer will subsequently apply to the Supreme Court of British Columbia on or about May 11, 2009 for a final order approving the Arrangement; if all conditions respecting the Arrangement are fulfilled, Global will not be able to transfer its shares to the Filer after the effective date of the Arrangement.

#### Decision

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

It is the decision of the Director pursuant to section 9.1 of MI 61-101 that the Exemption Sought is granted.

"Michael Brown"  
Assistant Manager, Corporate Finance  
Ontario Securities Commission

#### 2.2.9 Global Energy Group, Ltd. and New Gold Limited Partnerships – s. 127(8)

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

#### AND

#### IN THE MATTER OF GLOBAL ENERGY GROUP, LTD. AND NEW GOLD LIMITED PARTNERSHIPS

#### ORDER (Subsection 127(8))

**WHEREAS** on July 10, 2008 the Ontario Securities Commission (the "Commission") issued a Temporary Order pursuant to subsections 127(1) and (5) of the *Securities Act*, R.S.O. 1990, c. S.5, as amended (the "Act") that all trading by Global Energy Group Ltd. ("Global Energy") and the New Gold Limited Partnerships (the "New Gold Partnerships") and their officers, directors, employees and/or agents in securities of the New Gold Partnerships shall cease (the "Temporary Order");

**AND WHEREAS** on July 10, 2008 the Commission ordered that the Temporary Order shall expire on the 15th day after its making unless extended by order of the Commission;

**AND WHEREAS** on July 15, 2008 the Commission issued a Notice of Hearing to consider, among other things, the extension of the Temporary Order, such hearing to be held on July 23, 2008 at 11:00 a.m.;

**AND WHEREAS** the Notice of Hearing sets out that the hearing is to consider, *inter alia*, whether, in the opinion of the Commission, it is in the public interest, pursuant to subsections 127(7) and (8) of the Act, to extend the Temporary Order until such time as considered necessary by the Commission;

**AND WHEREAS** a hearing was held on July 23, 2008 at 11:00 a.m. where Staff and counsel for Global Energy appeared but no counsel appeared for the New Gold Partnerships;

**AND WHEREAS** on July 23, 2008, the Temporary Order was continued until August 6, 2008 on consent of Staff and counsel for Global Energy;

**AND WHEREAS** on July 23, 2008, the hearing in this matter was adjourned until August 5, 2008 at 3:00 p.m. on consent of Staff and counsel for Global Energy;

**AND WHEREAS** a hearing was held on August 5, 2008 at 3:00 p.m. where Staff and counsel for Global Energy appeared but no counsel appeared for the New Gold Partnerships;

**AND WHEREAS** on August 5, 2008, the Temporary Order was continued until December 4, 2008 on consent of Staff and counsel for Global Energy;

**AND WHEREAS** on August 5, 2008, the hearing in this matter was adjourned until December 3, 2008 at 10:00 a.m. on consent of Staff and counsel for Global Energy;

**AND WHEREAS** on December 3, 2008, on the basis of the record for the written hearing and on consent of Staff and counsel for Global Energy, a Panel of the Commission ordered that the Temporary Order was extended until June 11, 2009 and that the hearing is adjourned to June 10, 2009, at 10:00 a.m.;

**AND WHEREAS** on June 10, 2009 on hearing the submissions of Staff, no one appearing for Global Energy or New Gold Partnerships, a Panel of the Commission considered on June 10, 2008 whether to extend the Temporary Order and adjourn the hearing;

**AND WHEREAS** on being advised by Staff that Victor Tsatskin, an agent of Global Energy, would not be attending the hearing and was not opposed to Staff's request for the extension of the Temporary Order and no counsel has communicated with Staff on behalf of New Gold Partnerships;

**AND WHEREAS** pursuant to subsection 127(8) satisfactory information has not been provided to the Commission by any of the Respondents;

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

**IT IS HEREBY ORDERED** pursuant to subsection 127(8) of the Act that the Temporary Order is extended to October 9, 2009; and

**IT IS FURTHER ORDERED** that the hearing in this matter is adjourned to October 8, 2009, at 10:00 a.m.

**DATED** at Toronto this 10th day of June, 2009

"David L. Knight"

**2.2.10 Shallow Oil & Gas Inc. et al. – ss. 127(1), 127(8)**

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

**AND**

**IN THE MATTER OF  
SHALLOW OIL & GAS INC., ERIC O'BRIEN,  
ABEL DA SILVA, GURDIP SINGH GAHUNIA  
also known as MICHAEL GAHUNIA,  
ABRAHAM HERBERT GROSSMAN  
also known as ALLEN GROSSMAN,  
MARCO DIADAMO, GORD McQUARRIE,  
KEVIN WASH, and WILLIAM MANKOFSKY**

**ORDER  
(Subsections 127(1) & 127(8))**

**WHEREAS** on January 16, 2008, the Ontario Securities Commission ("the Commission") issued a Temporary Order pursuant to subsections 127(1) and (5) of the *Securities Act*, R.S.O. 1990, c. S.5, as amended (the "Act") that: (i) all trading in securities by Shallow Oil & Gas Inc. ("Shallow Oil") shall cease and that all trading in Shallow Oil securities shall cease; and (ii) Eric O'Brien ("O'Brien"), Abel Da Silva ("Da Silva"), Gurdip Singh Gahunia, also known as Michael Gahunia ("Gahunia"), and Abraham Herbert Grossman, also known as Allen Grossman ("Grossman"), cease trading in all securities (the "Temporary Order");

**AND WHEREAS** on January 16, 2008, the Commission ordered that the Temporary Order shall expire on the 15th day after its making unless extended by order of the Commission;

**AND WHEREAS** on January 18, 2008, the Commission issued a Notice of Hearing to consider, among other things, the extension of the Temporary Order, such hearing to be held on January 30, 2008 commencing at 2:00 p.m.;

**AND WHEREAS** Staff of the Commission ("Staff") served all of the respondents with copies of the Temporary Order and the Notice of Hearing as evidenced by the two Affidavits of Wayne Vanderlaan sworn on January 24 and 29, 2008, and the two Affidavits of Diana Page both sworn on January 21, 2008, and filed with the Commission;

**AND WHEREAS** a hearing to extend the Temporary Order was held on January 30, 2008 commencing at 2:00 p.m. before Vice-Chair Turner, and Staff and Grossman appeared;

**AND WHEREAS** Shallow Oil, O'Brien, Da Silva, and Gahunia did not appear;

**AND WHEREAS** Grossman contested the extension of the Temporary Order;

**AND WHEREAS** the hearing to consider the extension of the Temporary Order was adjourned to January 31, 2008 at 10:00 a.m. to be heard before the Commission;

**AND WHEREAS** on January 31, 2008, the Commission ordered pursuant to subsection 127(8) of the Act that the Temporary Order be extended to March 31, 2008; and that the hearing be adjourned to Monday, March 31, 2008, at 2:00 p.m.;

**AND WHEREAS** on March 31, 2008 a hearing was held commencing at 2:00 p.m. and Staff and Grossman appeared, presented evidence and made submissions as to the extension of the Temporary Order;

**AND WHEREAS** on March 31, 2008, the Commission considered the evidence and submissions made to it;

**AND WHEREAS** on March 31, 2008, the Commission concluded that satisfactory information had not been provided to the Commission by Grossman, as contemplated by subsection 127(8) of the Act;

**AND WHEREAS** on March 31, 2008, the Commission extended the Temporary Order until June 18, 2008;

**AND WHEREAS** on June 11, 2008, the Commission issued a Notice of Hearing for June 18, 2008 to consider, among other things:

- (a) the issuance of a temporary cease trade order against Diadamo, McQuarrie, Wash, and Mankofsky; and,
- (b) the extension of the original Temporary Order dated January 16, 2008.

**AND WHEREAS** Staff served all respondents with copies of the Notice of Hearing for June 18, 2008 as evidenced by the Affidavits of Wayne Vanderlaan and Diana Page sworn on June 16, 2008, and filed with the Commission;

**AND WHEREAS** on June 18, 2008, a hearing was held commencing at 10:00 a.m. and Staff and Grossman appeared, presented evidence and made submissions, and Diadamo, McQuarrie, and Mankofsky appeared before the Commission and made submissions as to the issuance of a temporary cease trade order against them;

**AND WHEREAS** on June 18, 2008, Shallow Oil, O'Brien, Da Silva, and Wash did not appear;

**AND WHEREAS** on June 18, 2008, Gahunia did not appear, but Staff informed the Commission that Gahunia did not oppose an extension of the Temporary Order until November 25, 2008;

**AND WHEREAS** on June 18, 2008, the Commission considered the evidence and submissions of

Staff and Grossman, and the submissions of Diadamo, McQuarrie, and Mankofsky;

**AND WHEREAS** on June 18, 2008, the Commission concluded that satisfactory information had not been provided to the Commission by any of the respondents in this matter, as contemplated by subsection 127(8) of the Act;

**AND WHEREAS** on June 18, 2008, the Commission ordered, pursuant to subsection 127(8) of the Act, that the Temporary Order as against Shallow Oil, O'Brien, Da Silva, and Grossman be extended until the conclusion of the hearing on the merits in this matter;

**AND WHEREAS** on June 18, 2008, the Commission ordered, pursuant to subsection 127(8) of the Act, that the Temporary Order as against Gahunia be extended until November 26, 2008;

**AND WHEREAS** on June 18, 2008, the Commission ordered, pursuant to subsection 127(5) of the Act, that Diadamo, McQuarrie, Wash, and Mankofsky cease trading in any securities (the "Second Temporary Order"), with the following exception:

Diadamo shall be permitted to trade in securities that are listed on a public exchange recognized by the Commission and only in his own existing trading accounts. Furthermore, any such trading by Diadamo shall be for his sole benefit and only through a dealer registered with the Commission.

**AND WHEREAS** on June 18, 2008, the Commission ordered, pursuant to subsection 127(8) of the Act, that the Second Temporary Order be extended until November 26, 2008;

**AND WHEREAS** on June 18, 2008, the Commission ordered that the hearing with respect to the Second Temporary Order in this matter be adjourned to November 25th, 2008, at 2:30 p.m.;

**AND WHEREAS** Staff served all of the respondents with a certified copy of the Order of the Commission dated June 19, 2008 as evidenced by the Affidavit of Service of Kathleen McMillan sworn on November 20, 2008;

**AND WHEREAS** on November 25, 2008, a hearing was held commencing at 2:30 p.m. and Staff and McQuarrie appeared before the Commission and made submissions as to the extension of the Temporary Order and the Second Temporary Order;

**AND WHEREAS** on November 25, 2008, Shallow Oil, O'Brien, Da Silva, Gahunia, Grossman, Diadamo, Wash and Mankofsky did not appear;

**AND WHEREAS** on November 25, 2008, the Commission concluded that satisfactory information had not been provided to the Commission by McQuarrie,

Diadamo, Wash, Mankofsky, and Gahunia, as contemplated by subsection 127(8) of the Act;

**AND WHEREAS** on November 25, 2008, the Commission ordered, pursuant to subsection 127(8) of the Act, that:

- the Temporary Order is extended as against Gahunia until the conclusion of the hearing on the merits in this matter;
- the Second Temporary Order is extended as against Diadamo, McQuarrie, Wash, and Mankofsky until the conclusion of the hearing on the merits in this matter; and,
- the hearing with respect to the Notice of Hearing dated June 11, 2008 and Staff's Statement of Allegations dated June 10, 2008 is adjourned to June 4, 2009 at 10:00 a.m. for a status hearing.

**AND WHEREAS** Staff served all of the respondents, except Gahunia, with a certified copy of the Order of the Commission dated November 25, 2008 as evidenced by the Affidavit of Service of Kathleen McMillan sworn on June 3, 2009;

**AND WHEREAS** on June 4, 2009, a status hearing was held commencing at 11:00 a.m. and Staff appeared before the Commission and provided the Commission with a status update with respect to this matter;

**AND WHEREAS** on June 4, 2009, none of the respondents attended before the Commission;

**AND WHEREAS** on June 4, 2009, Staff undertook to notify Gahunia of the proceedings that took place on June 4, 2009;

**AND WHEREAS** on June 4, 2009, the Commission considered the submissions of Staff;

**IT IS HEREBY ORDERED** that the hearing with respect to the Notice of Hearing dated June 11, 2008 and Staff's Statement of Allegations dated June 10, 2008 is adjourned to September 10, 2009 at 10 a.m.

**DATED** at Toronto this 4th day of June, 2009.

"David L. Knight"

## 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
African Copper PLC	26 May 09	08 June 09	08 June 09	
Nile Industries Ltd.	05 June 09	17 June 09		
Shelton Canada Corp.	07 May 09	19 May 09	19 May 09	03 June 09

### 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

THERE IS NOTHING TO REPORT THIS WEEK.

### 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
Coalcorp Mining Inc.	18 Feb 09	03 Mar 09	03 Mar 09		
Synergex Corporation	02 Apr 09	14 Apr 09	14 Apr 09		
Goldstake Explorations Inc.	08 Apr 09	20 Apr 09	20 Apr 09		
Wedge Energy International Inc.	04 May 09	15 May 09	15 May 09		
Airesurf Networks Holdings Inc.	07 May 09	19 May 09	19 May 09		
Newlook Industries Corp.	07 May 09	19 May 09	19 May 09		
Archangel Diamond Corporation	08 May 09	20 May 09	20 May 09		
First Metals Inc.	13 May 09	25 May 09	25 May 09		
Spylogics International Corp.	02 June 09	15 June 09			

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## **Chapter 7**

# **Insider Reporting**

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

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

To obtain Insider Reporting information, please visit the SEDI website ([www.sedi.ca](http://www.sedi.ca)).

## Chapter 8

# Notice of Exempt Financings

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

Transaction Date	# of Purchasers	Issuer/Security	Total Purchase Price (\$)	# of Securities Distributed
05/15/2009	25	African Queen Mines Ltd. - Units	441,810.00	1,472,700.00
05/29/2009	3	Alegro Health Corp. - Units	7,765,000.00	3,333,333.00
05/19/2009	2	ASG Hotels Real Estate Investment Trust - Units	38,000.00	3,800.00
05/14/2009	87	Bio-Extraction Inc. - Common Shares	5,304,000.00	10,200,000.00
05/28/2009	85	Blackline GPS Inc. - Units	3,512,600.00	17,563,000.00
05/27/2009	206	Bonterra Oil & Gas Ltd. - Common Shares	17,995,800.00	1,068,000.00
03/26/2009 to 03/30/2009	3	BREOF II Canada Investor Inc. - Units	211,488,925.00	N/A
05/14/2009	86	Bronco Energy Ltd. - Debentures	23,905,000.00	N/A
05/26/2009	1	BTI Systems Inc. - Debentures	1,889,837.97	N/A
05/21/2009	102	Bulldog Oil and Gas Inc. - Common Shares	24,947,000.00	10,250,300.00
05/28/2009	9	Can-cal Resources, Ltd. - Units	134,835.06	967,600.00
05/28/2009	21	Canacol Energy Inc. - Units	1,647,500.00	13,180,000.00
05/29/2009	36	Canada Lithium Corp. - Common Shares	4,000,000.00	25,000,000.00
05/22/2009	18	Canwest Media Inc. and Canwest Television Limited Partnership - Notes	96,611,634.12	N/A
05/20/2009	21	Catch the Wind, Inc. - Common Shares	21,765,900.00	16,743,000.00
05/19/2009	2	Cliffs Natural Resources Inc. - Common Shares	12,509,350.00	515,000.00
04/30/2009	36	Cloudbreak Resources Ltd. - Non-Flow Through Units	407,750.00	3,375,000.00
04/30/2009	1	CS Emerging Markets Relationship Investment Fund SPC - Common Shares	9,782,284.88	978,228,488.00
05/20/2009	7	Darnley Bay Resources Limited - Common Shares	224,999.96	2,133,333.00
05/29/2009	1	Davis-Rea Ltd. Balanced Pooled Fund - Units	50,000.00	4,857.24
05/21/2009	50	Econo-Malls Limited Partnership #7 - Limited Partnership Interest	6,805,000.00	N/A
05/22/2009	3	Ecu Silver Mining Inc. - Common Shares	2,242,500.00	3,737,500.00
05/21/2009	1	Energent Incorporated - Debentures	400,010.00	1.00
05/20/2009	3	Energizer Holdings Inc. - Common Shares	10,755,840.00	192,000.00

**Notice of Exempt Financings**

<b>Transaction Date</b>	<b># of Purchasers</b>	<b>Issuer/Security</b>	<b>Total Purchase Price (\$)</b>	<b># of Securities Distributed</b>
05/20/2009	3	Energizer Holdings, Inc. - Common Shares	10,785,775.00	10,925,000.00
05/26/2009	1	Euro Choice IV (Scotland) L.P. - Capital Commitment	47,007,000.00	1.00
05/25/2009	1	First Leaside Expansion Limited Partnership - Units	150,000.00	150,000.00
05/21/2009 to 05/26/2009	3	First Leaside Fund - Trust Units	95,198.00	95,198.00
05/25/2009	1	First Leaside Fund - Trust Units	38,138.00	38,138.00
05/22/2009	2	Garibaldi Resources Corp. - Units	342,000.00	5,000,000.00
05/19/2009 to 05/22/2009	8	General Motors Acceptance Corporation of Canada, Limited - Notes	3,416,119.32	3,416,119.32
04/27/2009 to 05/01/2009	7	General Motors Acceptance Corporation of Canada, Limited - Notes	3,516,506.01	3,516,506.01
05/04/2009 to 05/08/2009	3	General Motors Acceptance Corporation of Canada, Limited - Notes	412,849.86	412,849.86
05/11/2009 to 05/15/2009	2	General Motors Acceptance Corporation of Canada, Limited - Notes	702,278.62	702,278.62
05/21/2009	6	Gibson Energy ULC and GEP Midstream Finance Corp. - Notes	126,568,115.64	114,000.00
02/19/2009	5	Gold Bullion Development Corp. - Units	71,800.00	1,436,000.00
05/21/2009	8	Gold Summit Corporation - Units	278,596.48	2,785,946.00
05/15/2009	15	Golden Band Resources Inc. - Units	1,943,000.00	9,715,000.00
05/22/2009	43	Hana Mining Ltd. - Units	2,625,500.00	10,502,000.00
05/21/2009	1	IBRANS Developments Ltd. - Units	1,800,000.00	N/A
05/04/2009 to 05/08/2009	13	IGW Real Estate Investment Trust - Units	351,248.05	341,755.39
05/25/2009	1	Imperial Capital Equity Partners Ltd. - Capital Commitment	230,000.00	230,000.00
05/19/2009	65	International Northair Mines Ltd. - Units	653,500.00	13,070,000.00
05/26/2009	20	Investicare Seniors Housing Corp. - Units	550,000.00	N/A
05/13/2009	1	Journey Resources Corp. - Units	10,000.00	N/A
05/20/2009	2	Kensington Private Equity Co-Investment Fund (2008), L.P. - Limited Partnership Units	1,000,000.00	1,000.00
05/26/2009	64	Kinbauri Gold Corp. - Units	3,000,000.00	6,000,000.00
05/27/2009	50	Kivalliq Energy Corp. - Units	1,185,000.00	5,925,000.00
05/15/2009	6	Liquid Computing Corporation - Common Shares	2,084,996.92	N/A
05/15/2009	3	Liquid Computing Inc. - Common Shares	1,874,894.66	N/A

**Notice of Exempt Financings**

<b>Transaction Date</b>	<b># of Purchasers</b>	<b>Issuer/Security</b>	<b>Total Purchase Price (\$)</b>	<b># of Securities Distributed</b>
04/15/2009	10	MacLeod Resources Limited - Common Shares	286,950.00	N/A
05/22/2009	13	Macusani Yellowcake Inc. - Units	2,247,500.00	8,990,000.00
05/20/2009	52	Mantra Mining Inc. - Units	5,065,114.95	14,471,757.00
05/20/2009	13	Metals Creek Resources Corp. - Flow-Through Shares	248,100.00	N/A
05/27/2009	5	MPH Ventures Corp. - Common Shares	261,363.72	2,500,000.00
05/26/2009	2	M/I Homes, Inc. - Common Shares	1,540,000.00	4,350,000.00
05/15/2009	21	Nebu Resources Inc. - Units	261,417.00	5,228,340.00
06/01/2009	1	New Solutions Financial (II) Corporation - Debentures	100,000.00	1.00
05/18/2009	2	Nordic American Tanker Shipping Limited - Common Shares	5,598,240.00	160,000.00
06/01/2009	5	Northquest Ltd. - Common Shares	0.00	200,000.00
05/14/2009	2	NQ Exploration Inc. - Common Shares	45,000.00	300,000.00
05/11/2009 to 05/15/2009	25	Oneworld Energy Inc. - Units	514,154.00	500,763.00
05/27/2009	13	Opawica Explorations Inc. - Units	500,000.00	5,000,000.00
05/27/2009	2	OpenTable - Common Shares	667,200.00	30,000.00
05/12/2009	3	Owens-Brockway Glass Container Inc. - Notes	10,800,300.00	N/A
05/21/2009	4	Parmasters Golf Training Centers, Inc. - Common Shares	149,615.88	365,493.00
05/14/2009	16	Phillipine Metals Corp. - Common Shares	329,600.00	N/A
05/20/2009	2	PIMCO Distresses Mortgage Fund II Special Offshore Feeder I, LP - Units	1,720,800.00	1,500,000.00
05/22/2009	15	Platmin Limited - Common Shares	69,015,971.00	75,015,551.00
05/20/2009	1	Premier Gold Mines Limited - Common Shares	466,000.00	200,000.00
05/20/2009	78	Protox Therapeutics Inc. - Common Shares	2,309,581.08	8,554,004.00
05/25/2009 to 05/27/2009	35	PT Healthcare Solutions Corp. - Preferred Shares	1,765,802.46	32,120.00
05/08/2009	19	Puget Ventures Inc. - Flow-Through Shares	794,050.00	1,475,000.00
05/20/2009	2	Royal Bank of Canada - Notes	69,546.00	N/A
05/22/2009	3	Roybridge Holdings Limited - Units	13,000,000.00	N/A
05/22/2009	4	Santos Ltd. - Common Shares	6,528,999.85	590,857.00
04/03/2009 to 04/06/2009	4	Signalink Technologies Inc. - Common Shares	143,733.00	N/A
07/24/2007 to 08/02/2007	8	Signalink Technologies Inc. - Loans	316,146.00	N/A

**Notice of Exempt Financings**

<b>Transaction Date</b>	<b># of Purchasers</b>	<b>Issuer/Security</b>	<b>Total Purchase Price (\$)</b>	<b># of Securities Distributed</b>
12/08/2008	8	Signalink Technologies Inc. - Units	322,682.00	566,100.00
05/26/2009	5	Silvercove Capital (Canada) Inc. - Preferred Shares	125,000.00	250,000.00
05/01/2009	5	Skeena Resources Limited - Common Shares	147,000.00	2,940,000.00
05/15/2009	65	Skyline Apartment Real Estate Investment Trust - Units	4,336,555.42	394,232.31
05/26/2009	3	SolarWinds Inc. - Common Shares	69,993.75	5,000.00
05/13/2009	8	StorageVault Canada Inc. - Debentures	320,000.00	N/A
05/29/2009 to 06/03/2009	27	Stornoway Diamond Corporation - Flow-Through Shares	1,839,776.91	8,421,276.00
05/22/2009	36	Sustainable Energy Technologies Ltd. - Units	1,265,000.00	N/A
05/28/2009	8	TerraX Minerals Inc. - Common Shares	10,000.00	100,000.00
05/15/2009	2	The Bank of New York Mellon Corporation - Common Shares	3,413,648.50	101,000.00
05/20/2009	30	The Empire Life Insurance Company - Debentures	199,934,000.00	N/A
05/22/2009	1	Tribute Minerals Inc. - Flow-Through Shares	587,680.00	7,346,000.00
06/01/2009	1	Universal Black Swan Protection Protocol Offshore II Ltd. - Common Shares	326,160,000.00	300,000.00
05/16/2009	18	Valcent Products Inc. - Common Shares	6,725,832.00	528,805,111.00
05/13/2009	97	Viterra Inc. - Receipts	450,000,000.00	N/A
05/22/2009	52	Walton GA Arcade Meadows 2 Investment Corporation - Common Shares	921,520.00	92,152.00
05/22/2009	7	Walton GA Arcade Meadows Limited Partnership 2 - Limited Partnership Units	1,068,741.35	93,495.00
05/25/2009	1	West Central Oil & Gas Ltd. - Units	100,000.00	20.00
05/20/2009	21	Wildcat Exploration Ltd. - Units	457,000.00	12,000,000.00
05/20/2009	2	Yorbeau Resources Inc. - Flow-Through Shares	812,000.00	2,900,000.00
05/29/2009	4	Zelos Therapeutics Inc. - Notes	2,476,082.51	1.00

## Chapter 11

# IPOs, New Issues and Secondary Financings

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**Issuer Name:**

Brandes Global Balanced Fund  
Brandes Global Equity Fund  
Brandes International Equity Fund  
Brandes Sionna Canadian Balanced Fund  
Brandes Sionna Canadian Equity Fund  
Brandes U.S. Equity Fund  
Principal Regulator - Ontario

**Type and Date:**

Preliminary Simplified Prospectuses dated May 29, 2009  
NP 11-202 Receipt dated June 3, 2009

**Offering Price and Description:**

Mutual Fund Units at Net Asset Value

**Underwriter(s) or Distributor(s):**

-

**Promoter(s):**

Brandes Investment Partners & Co.  
Project #1422971

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**Issuer Name:**

Capital Power Corporation  
Principal Regulator - Alberta

**Type and Date:**

Amended and Restated Preliminary Long Form Prospectus dated June 2, 2009  
NP 11-202 Receipt dated June 4, 2009

**Offering Price and Description:**

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

**Underwriter(s) or Distributor(s):**

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

**Promoter(s):**

EPCOR Utilities Inc.  
Project #1419330

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**Issuer Name:**

CRES Fund  
Principal Regulator - Ontario

**Type and Date:**

Preliminary Long Form Non-Offering Prospectus dated June 4, 2009  
NP 11-202 Receipt dated June 5, 2009

**Offering Price and Description:**

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**Underwriter(s) or Distributor(s):**

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**Promoter(s):**

Scoti Managed Companies Administration Inc.  
Project #1434215

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**Issuer Name:**

Faircourt Gold Income Corp.  
Principal Regulator - Ontario

**Type and Date:**

Preliminary Short Form Prospectus dated June 4, 2009  
NP 11-202 Receipt dated June 5, 2009

**Offering Price and Description:**

Maximum \$ \* - \* Units at a price of \$\* per Unit (Each Unit consisting of one Class A Share and one Class B Warrant for one Class A Share)

**Underwriter(s) or Distributor(s):**

Canaccord Capital Corporation  
CIBC World Markets Inc.  
Scotia Capital Inc.  
Dundee Securities Corporation  
GMP Securities L.P.  
HSBC Securities (Canada) Inc.  
Raymond James Ltd.  
Wellington West Capital Markets Inc.  
Blackmont Capital Inc.  
Desjardins Securities Inc.  
Haywood Securities Inc.

Manulife Securities Incorporated  
Research Capital Corporation

**Promoter(s):**

Faricourt Asset Management Inc.  
Project #1434038

**Issuer Name:**

Galleon Energy Inc.  
Principal Regulator - Alberta

**Type and Date:**

Preliminary Short Form Prospectus dated June 5, 2009  
NP 11-202 Receipt dated June 5, 2009

**Offering Price and Description:**

\$36,000,000.00 - 7,500,000 Class A Shares Price: \$4.80  
per Class A Share

**Underwriter(s) or Distributor(s):**

Scotia Capital Inc.  
TD Securities Inc.  
Corkmark Securities Inc.  
GMP Securities L.P.  
FirstEnergy Capital Corp.  
HSBS Securities (Canada) Inc.

**Promoter(s):**

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**Project #1434322**

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**Issuer Name:**

GE Capital Canada Funding Company  
Principal Regulator - Ontario

**Type and Date:**

Preliminary Short Form Base Shelf Prospectus dated June 3, 2009  
NP 11-202 Receipt dated June 3, 2009

**Offering Price and Description:**

Cdn. \$5,000,000,000.00 - Medium Term Notes  
(unsecured) Unconditionally guaranteed as to principal,  
premium (if any), interest and certain other amounts by  
GENERAL ELECTRIC CAPITAL CORPORATION

**Underwriter(s) or Distributor(s):**

RBC Dominion Securities Inc.

**Promoter(s):**

-

**Project #1433366**

**Issuer Name:**

Gold Participation and Income Fund  
Principal Regulator - Ontario

**Type and Date:**

Preliminary Long Form Prospectus dated June 5, 2009  
NP 11-202 Receipt dated June 8, 2009

**Offering Price and Description:**

\$ \* Maximum - \* Combined Units Price: \$12.00 per  
Combined Unit Each Combined Unit consists of one Unit  
and one Warrant for one Unit. Minimum Purchase: 100  
Combined Units

**Underwriter(s) or Distributor(s):**

RBC Dominion Securities Inc.  
CIBC World Markets Inc.  
Scotia Capital Inc.  
National Bank Financial Inc.  
TD Securities Inc.  
Blackmont Capital Inc.  
Canaccord Capital Corporation  
Desjardins Securities Inc.  
Dundee Securities Corporation  
GMP Securities L.P.  
HSBC Securities (Canada) Inc.  
Raymond James Ltd.  
Manulife Securities Incorporated  
Richardson Partners Financial Limited  
Wellington West Capital Markets Inc.

**Promoter(s):**

Mulvihill Capital Management Inc.

**Project #1434750**

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**Issuer Name:**

Inter Pipeline Fund  
Principal Regulator - Alberta

**Type and Date:**

Preliminary Short Form Prospectus dated June 4, 2009  
NP 11-202 Receipt dated June 4, 2009

**Offering Price and Description:**

\$150,150,000.00 - 18,200,000 Class A Units Price: \$8.25  
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  
Clarus Securities Inc.  
FirstEnergy Capital Corp.  
Peters & Co. Limited

**Promoter(s):**

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**Project #1433945**

**Issuer Name:**

Lawrence India Fund  
Principal Regulator - Ontario

**Type and Date:**

Preliminary Simplified Prospectus dated May 29, 2009  
NP 11-202 Receipt dated June 3, 2009

**Offering Price and Description:**

Series A, F and O Units

**Underwriter(s) or Distributor(s):**

Lawrence Asset Management Inc.

**Promoter(s):**

Lawrence Asset Management Inc.

**Project #**1432807

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**Issuer Name:**

Livingston International Income Fund  
Principal Regulator - Ontario

**Type and Date:**

Preliminary Short Form Prospectus dated June 5, 2009  
NP 11-202 Receipt dated June 5, 2009

**Offering Price and Description:**

\$25,800,000.00 - 6,000,000 Units Price: \$4.30 per Unit

**Underwriter(s) or Distributor(s):**

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

**Promoter(s):**

-

**Project #**1434337

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**Issuer Name:**

SEMAFO INC.  
Principal Regulator - Quebec

**Type and Date:**

Preliminary Short Form Prospectus dated June 5, 2009  
NP 11-202 Receipt dated June 5, 2009

**Offering Price and Description:**

\$40,519,500.00 - 17,850,000 Common Shares Price: \$2.27  
per Common Share

**Underwriter(s) or Distributor(s):**

Thomas Weisel Partners Canada Inc.  
Jennings Capital Inc.  
Haywood Securities Inc.  
BMO Nesbitt Burns Inc.  
Clarus Securities Inc.  
Blackmont Capital Inc.  
PI Financial Corp.

**Promoter(s):**

-

**Project #**1434203

**Issuer Name:**

TD Balanced Portfolio  
TD Conservative Portfolio  
TD Equity Portfolio  
TD Global Sustainability Fund  
TD Growth Portfolio  
TD High Yield Income Fund  
TD Income Advantage Portfolio  
TD Moderate Portfolio  
Principal Regulator - Ontario

**Type and Date:**

Preliminary Simplified Prospectuses dated June 9, 2009  
NP 11-202 Receipt dated June 9, 2009

**Offering Price and Description:**

Investor Series, Institutional Series, H-Series and Q Series  
Units

**Underwriter(s) or Distributor(s):**

TD Investment Services Inc.  
TD Investment Services Inc. (for Investor Series units)  
TD Investment Services Inc. (for Investor Series and e-Series units)  
TD Investment Services Inc. (for Investor Series units)  
TD Investment Services Inc. (for Investor Series and e-Series Units)  
TD Investment Services Inc. (for Investor Series)  
TD Asset Management Inc. (for Investor Series units)  
TD Investment Services Inc. (for Investor Series and Premium Series units)

**Promoter(s):**

TD Asset Management Inc.

**Project #**1435031

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**Issuer Name:**

TD Balanced Portfolio  
TD Conservative Portfolio  
TD Equity Portfolio  
TD Growth Portfolio  
TD High Yield Income Fund  
TD Moderate Portfolio  
TD Mortgage Fund  
Principal Regulator - Ontario

**Type and Date:**

Preliminary Simplified Prospectuses dated June 9, 2009  
NP 11-202 Receipt dated June 9, 2009

**Offering Price and Description:**

Advisor Series, F-Series, T-Series and S-Series Units

**Underwriter(s) or Distributor(s):**

TD Investment Services Inc. (for Investor Series units)  
TD Investment Services Inc. (for Investor Series units)  
TD Investment Services Inc. (for Investor Series and e-Series Units)  
TD Investment Services Inc. (for Investor Series and e-Series units)  
TD Asset Management Inc. (for Investor Series units)

**Promoter(s):**

TD Asset Management Inc.

**Project #**1435114



**Issuer Name:**

TransAtlantic Petroleum Corp.  
Principal Regulator - Alberta

**Type and Date:**

Preliminary Short Form Prospectus dated June 3, 2009  
NP 11-202 Receipt dated June 3, 2009

**Offering Price and Description:**

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

**Underwriter(s) or Distributor(s):**

Canaccord Capital Corporation  
Geunity Capital Marekts

**Promoter(s):**

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**Project #1433441**

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**Issuer Name:**

TransAtlantic Petroleum Corp.  
Principal Regulator - Alberta

**Type and Date:**

Amended and Restated Preliminary Short Form Prospectus  
dated June 4, 2009  
NP 11-202 Receipt dated June 4, 2009

**Offering Price and Description:**

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**Underwriter(s) or Distributor(s):**

Canaccord Capital Corporation  
Geunity Capital Marekts

**Promoter(s):**

-

**Project #1433441**

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**Issuer Name:**

U.S. High Yield Bond Fund  
Principal Regulator - Ontario

**Type and Date:**

Preliminary Simplified Prospectus dated June 5, 2009  
NP 11-202 Receipt dated June 5, 2009

**Offering Price and Description:**

Class O, F, I, P and R Units

**Underwriter(s) or Distributor(s):**

-

**Promoter(s):**

SEI Investments Canada Company

**Project #1434221**

**Issuer Name:**

WCSB Oil & Gas Royalty Income 2009 Limited Partnership  
Principal Regulator - British Columbia

**Type and Date:**

Preliminary Long Form Prospectus dated June 5, 2009  
NP 11-202 Receipt dated June 5, 2009

**Offering Price and Description:**

Maximum Offering: \$20,000,000.00 (200,000 Units);  
Minimum Offering: \$2,500,000 (25,000 Units) Price: \$100  
per Unit Minimum Purchase: \$5,000 (50 Units)

**Underwriter(s) or Distributor(s):**

Dundee Securities Corporation  
BMO Nesbitt Burns Inc.  
HSBC Securities (Canada) Inc.  
Canaccord Capital Corporation  
Wellington West Capital Markets Inc.  
Blackmont Capital In.c  
Manulife Securities Incorporated  
Raymond James Ltd.  
Research Capital Corporation  
GMP Securities L.P.  
M Partners Inc.  
MGI Securities Inc.  
PI Financial Corp.

**Promoter(s):**

WCSB Holdings Corp.  
CADO Bancorp Ltd.  
Brickburn Asset Management Inc.

**Project #1434345**

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**Issuer Name:**

ZENN Motor Company Inc.  
Principal Regulator - Ontario

**Type and Date:**

Preliminary Short Form Prospectus dated June 9, 2009  
NP 11-202 Receipt dated June 9, 2009

**Offering Price and Description:**

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

**Underwriter(s) or Distributor(s):**

Paradigm Capital Inc.  
Thomas Weisel Partners Canada Inc.

**Promoter(s):**

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**Project #1435095**

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**Issuer Name:**

Acker Finley Canada Focus Fund  
Principal Regulator - Ontario

**Type and Date:**

Final Simplified Prospectus dated June 2, 2009  
NP 11-202 Receipt dated June 3, 2009

**Offering Price and Description:**

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**Underwriter(s) or Distributor(s):**

Acker Finley Asset Management Inc.

**Promoter(s):**

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**Project #1408504**

**Issuer Name:**

AltaGas Income Trust  
Principal Regulator - Alberta

**Type and Date:**

Final Shelf Prospectus dated June 5, 2009  
NP 11-202 Receipt dated June 8, 2009

**Offering Price and Description:**

\$500,000,000.00:

Trust Units  
Debt Securities

**Underwriter(s) or Distributor(s):**

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**Promoter(s):**

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**Project #1426840**

**Issuer Name:**

Andina Minerals Inc.  
Principal Regulator - Ontario

**Type and Date:**

Final Short Form Prospectus dated June 8, 2009  
NP 11-202 Receipt dated June 8, 2009

**Offering Price and Description:**

\$13,500,000.00 - 9,000,000 Common Shares Price: \$1.50  
per Common Share

**Underwriter(s) or Distributor(s):**

BMO Nesbitt Burns Inc.  
Canaccord Capital Corporation  
Haywood Securities Inc.  
Paradigm Capital Inc.  
Clarus Securities Inc.  
RBC Dominion Securities

**Promoter(s):**

-

**Project #1431502**

**Issuer Name:**

Caldwell High Income Equity Fund  
Caldwell Balanced Fund  
Caldwell Canada Fund  
Caldwell Exchange Fund  
Caldwell Income Fund  
Principal Regulator - Ontario

**Type and Date:**

Final Simplified Prospectuses dated June 4, 2009  
NP 11-202 Receipt dated June 4, 2009

**Offering Price and Description:**

Mutual Fund Securities at Net asset Value

**Underwriter(s) or Distributor(s):**

Caldwell Securities Ltd.

**Promoter(s):**

-

**Project #1409150**

**Issuer Name:**

Central GoldTrust  
Principal Regulator - Ontario

**Type and Date:**

Final Short Form Base Shelf Prospectus dated June 8, 2009

NP 11-202 Receipt dated June 9, 2009

**Offering Price and Description:**

Units - Maximum Offering: U.S.\$800,000,000

**Underwriter(s) or Distributor(s):**

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**Promoter(s):**

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**Project #1430942**

**Issuer Name:**

Faircourt Global Income Advantage Class  
(Series A shares, Series F shares and Series I shares)  
(Class of Faircourt Mutual Fund Corporation)  
Principal Regulator - Ontario

**Type and Date:**

Final Simplified Prospectus dated June 5, 2009  
NP 11-202 Receipt dated June 8, 2009

**Offering Price and Description:**

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**Underwriter(s) or Distributor(s):**

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**Promoter(s):**

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**Project #1416017**

**Issuer Name:**

Franco-Nevada Corporation  
Principal Regulator - Ontario

**Type and Date:**

Final Short Form Prospectus dated June 9, 2009  
NP 11-202 Receipt dated June 9, 2009

**Offering Price and Description:**

Cdn\$322,000,000.00 - 10,000,000 Units PRICE:  
Cdn\$32.20 per Unit

**Underwriter(s) or Distributor(s):**

BMO Nesbitt Burns Inc.  
GMP Securities L.P.  
CIBC World Markets Inc.  
UBS Securities Canada Inc.  
RBC Dominion Securities Inc.  
HSBC Securities (Canada) Inc.  
Merrill Lynch Canada Inc.  
National Bank Financial Inc.  
Scotia Capital Inc.  
Genuity Capital Markets  
Paradigm Capital Inc.  
Wellington West Capital Markets Inc.

**Promoter(s):**

-

**Project #1432876**

**Issuer Name:**

Gabriel Resources Ltd.  
Principal Regulator - Ontario

**Type and Date:**

Final Short Form Prospectus dated June 4, 2009  
NP 11-202 Receipt dated June 4, 2009

**Offering Price and Description:**

\$58,275,000.00 - 25,900,000 Common Shares Price: \$2.25  
per Common Share

**Underwriter(s) or Distributor(s):**

Cormark Securities Inc.  
RBC Dominion Securities Inc.  
Canaccord Capital Corporation

**Promoter(s):**

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**Project #1426189**

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**Issuer Name:**

Iberian Minerals Corp.  
Principal Regulator - Ontario

**Type and Date:**

Final Short Form Prospectus dated June 5, 2009  
NP 11-202 Receipt dated June 5, 2009

**Offering Price and Description:**

76,925,000 Common Shares issuable upon exercise of  
outstanding Special Warrants

**Underwriter(s) or Distributor(s):**

Cormark Securities Inc.  
Canaccord Capital Corporation  
Wellington West Capital Markets Inc.  
Paradigm Capital Inc.

**Promoter(s):**

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**Project #1426737**

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**Issuer Name:**

Mackenzie Putnam Global Equity Fund  
Principal Regulator - Ontario

**Type and Date:**

Amendment No. 5 dated June 3, 2009 to the Simplified  
Prospectus dated November 19, 2008 and Amendment No.  
6 dated June 3, 2009 (amendment no. 6) to the Annual  
Information Form dated November 19, 2008  
NP 11-202 Receipt dated June 4, 2009

**Offering Price and Description:**

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**Underwriter(s) or Distributor(s):**

Quadrus Investment Services Ltd.

**Promoter(s):**

Mackenzie Financial Corporation

**Project #1331186**

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**Issuer Name:**

Mackenzie Saxon High Income Fund (Formerly Saxon High  
Income Fund)

Mackenzie Saxon Stock Fund (Formerly Saxon Stock  
Fund)

Mackenzie Saxon Small Cap Fund (Formerly Saxon Small  
Cap)

Mackenzie Saxon Microcap Fund (Formerly Saxon  
Microcap Fund)

Mackenzie Saxon U.S. Equity Fund (Formerly Saxon U.S.  
Equity Fund)

Mackenzie Saxon U.S. Small Cap Fund (Formerly Saxon  
U.S. Small Cap Fund)

Mackenzie Saxon International Equity Fund (Formerly  
Saxon International Equity Fund)

Mackenzie Saxon World Fund (Formerly Saxon World  
Growth) and

Mackenzie Saxon Global Small Cap Fund (Formerly Saxon  
Global Small Cap Fund)

Principal Regulator - Ontario

**Type and Date:**

Amendment #1 dated June 3, 2009 to the Simplified  
Prospectuses and Annual Information Forms dated  
January 26, 2009

NP 11-202 Receipt dated June 8, 2009

**Offering Price and Description:**

-

**Underwriter(s) or Distributor(s):**

-

**Promoter(s):**

Mackenzie Financial Corporation

**Project #1355994**

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**Issuer Name:**

Class A units (unless otherwise indicated) of:

MD BALANCED FUND

MD BOND FUND

MD BOND AND MORTGAGE FUND

MD DIVIDEND FUND

MD EQUITY FUND

MD GROWTH INVESTMENTS LIMITED (Series A shares)

MD INCOME & GROWTH FUND

MD INTERNATIONAL GROWTH FUND

MD INTERNATIONAL VALUE FUND

MD MONEY FUND

MD SELECT FUND

MD AMERICAN GROWTH FUND

MD AMERICAN VALUE FUND

MDPIM CANADIAN EQUITY POOL

MDPIM US EQUITY POOL

Principal Regulator - Ontario

**Type and Date:**

Final Simplified Prospectuses dated June 4, 2009

NP 11-202 Receipt dated June 5, 2009

**Offering Price and Description:**

-

**Underwriter(s) or Distributor(s):**

MD Management Limited

**Promoter(s):**

-

**Project #1416049**

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**Issuer Name:**

MDPIM Canadian Bond Pool

MDPIM Canadian Equity Pool

MDPIM Dividend Pool

MDPIM International Equity Pool

MDPIM US Equity Pool

Principal Regulator - Ontario

**Type and Date:**

Final Simplified Prospectuses dated June 4, 2009

NP 11-202 Receipt dated June 5, 2009

**Offering Price and Description:**

Mutual fund units at net asset value

**Underwriter(s) or Distributor(s):**

MD Management Limited

**Promoter(s):**

-

**Project #1416082**

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**Issuer Name:**

Paladin Labs Inc.

Principal Regulator - Quebec

**Type and Date:**

Final Short Form Prospectus dated June 3, 2009

NP 11-202 Receipt dated June 3, 2009

**Offering Price and Description:**

\$51,000,000.00 - 3,000,000 Common Shares Price:

\$17.00 per Common Share

**Underwriter(s) or Distributor(s):**

Cormark Securities Inc.

GMP Securities L.P.

Desjardins Securities Inc.

TD Securities Inc.

**Promoter(s):**

-

**Project #1426795**

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**Issuer Name:**

Petro Andina Resources Inc.

Principal Regulator - Alberta

**Type and Date:**

Final Short Form Prospectus dated June 3, 2009

NP 11-202 Receipt dated June 3, 2009

**Offering Price and Description:**

\$23,560,000.00 - 3,800,000 Common Shares Price: \$6.20

per Common Share

**Underwriter(s) or Distributor(s):**

FirstEnergy Capital Corp.

Scotia Capital Inc.

Peters & Co. Limited

Raymond James Ltd.

RBC Dominion Securities Inc.

Tristone Capital Inc.

Wellington West Capital Markets Inc.

**Promoter(s):**

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**Project #1426304**

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## Chapter 12

# Registrations

### 12.1.1 Registrants

Type	Company	Category of Registration	Effective Date
Name Change	From: Lehman Brothers Asset Management LLC  To: Neuberger Berman Fixed Income LLC	International Adviser (Investment Counsel & Portfolio Manager).	May 04, 2009
Name Change	From: Lehman Brothers Alternative Investment Management LLC  To: NB Alternative Investment Management LLC	International Adviser (Investment Counsel & Portfolio Manager).	May 04, 2009
Name Change	From: Leeward Hedge Funds Inc.  To: Davenport Capital Partners Ltd.	Limited Market Dealer and Investment Counsel & Portfolio Manager	May 11, 2009
Name Change	From: Lakeshore Capital Partners Limited  To: JVAR Capital Limited	Limited Market Dealer and Investment Counsel & Portfolio Manager.	May 31, 2009
New Registration	Manna Asset Management Inc.	Limited Market Dealer Investment Counsel and Portfolio Manager	June 4, 2009
New Registration	Guggenheim Investment Management, LLC	International Adviser (Investment Counsel & Portfolio Manager)	June 5, 2009

**Registrations**

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<b>Type</b>	<b>Company</b>	<b>Category of Registration</b>	<b>Effective Date</b>
New Registration	Periscope Capital Inc.	Investment Counsel and Portfolio Manager, Limited Market Dealer, Commodity Trading Counsel and Commodity Trading Manager	June 9, 2009
New Registration	Rosenblatt Securities Inc.	International Dealer	June 9, 2009

## Chapter 13

# SRO Notices and Disciplinary Proceedings

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### 13.1.1 MFDA Hearing Panel issues Reasons for Decision with respect to Keybase Financial Group Inc. and Dax Sukhraj Settlement Hearing

**NEWS RELEASE**  
For immediate release

#### **MFDA HEARING PANEL ISSUES REASONS FOR DECISION WITH RESPECT TO KEYBASE FINANCIAL GROUP INC. AND DAX SUKHRAJ SETTLEMENT HEARING**

**June 3, 2009** (Toronto, Ontario) – A Hearing Panel of the Central Regional Council of the Mutual Fund Dealers Association of Canada (“MFDA”) has issued its Reasons for Decision in connection with the Settlement Hearing held in Toronto, Ontario on April 22, 2009 in the matter of Keybase Financial Group Inc. and Dax Sukhraj.

A copy of the Reasons for Decision is available on the MFDA website at [www.mfda.ca](http://www.mfda.ca).

The MFDA is the self-regulatory organization for Canadian mutual fund dealers, regulating the operations, standards of practice and business conduct of its 149 Members and their approximately 75,000 Approved Persons with a mandate to protect investors and the public interest.

*For further information, please contact:*

Shaun Devlin  
Vice-President, Enforcement  
416-943-4672 or [sdevlin@mfda.ca](mailto:sdevlin@mfda.ca)

### 13.1.2 MFDA Sets Date for Douglas D. Malech Hearing in Edmonton, Alberta

**NEWS RELEASE**  
For immediate release

#### **MFDA SETS DATE FOR DOUGLAS D. MALECH HEARING IN EDMONTON, ALBERTA**

**June 4, 2009** (Toronto, Ontario) – The Mutual Fund Dealers Association of Canada (“MFDA”) commenced a disciplinary proceeding in respect of Douglas D. Malech by Notice of Hearing dated March 24, 2009.

As specified in the Notice of Hearing, the first appearance in this matter took place today before a three-member Hearing Panel of the MFDA’s Prairie Regional Council.

The hearing of this matter on its merits has been scheduled to take place at a venue to be announced in Edmonton, Alberta on September 18, 2009 commencing at 10:00 a.m. (Mountain) 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 website at [www.mfda.ca](http://www.mfda.ca).

The MFDA is the self-regulatory organization for Canadian mutual fund dealers, regulating the operations, standards of practice and business conduct of its 149 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](mailto:ymacdougall@mfda.ca)



**13.1.3 MFDA Reschedules Hearing on the Merits in  
the Matter of Michele & Jeffrey Longchamps**

**NEWS RELEASE**  
**For immediate release**

**MFDA RESCHEDULES HEARING ON THE MERITS  
IN THE MATTER OF  
MICHELE & JEFFREY LONGCHAMPS**

**June 8, 2009** (Toronto, Ontario) – The Mutual Fund Dealers Association of Canada (“MFDA”) commenced a disciplinary proceeding in respect of Michele & Jeffrey Longchamps by Notice of Hearing dated October 22, 2008.

The hearing of this matter on its merits, originally scheduled to take place on August 17-19, 2009, has been rescheduled for August 26-28, 2009.

The hearing will be open to the public, except as may be required for the protection of confidential matters, and will take place in the Hearing Room located at the offices of the MFDA at 121 King Street West, Suite 1000, Toronto, Ontario, commencing at 10:00 a.m. (Eastern) or as soon thereafter as the appearance can be held.

The MFDA is the self-regulatory organization for Canadian mutual fund dealers, regulating the operations, standards of practice and business conduct of its 149 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@mfd.ca

## Chapter 25

# Other Information

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### 25.1 Exemptions

#### 25.1.1 Mavrix Explore 2009 – s. 19.1 of NI 41-101 General Prospectus Requirements

##### Headnote

National Policy 11-203 Process for Exemptive Relief Applications in Multiple Jurisdictions. Exemption from section 2.3(1) of National Instrument 41-101 General Prospectus Requirements to permit filing of a final prospectus more than 90 days after the date of receipt for the preliminary prospectus.

##### Applicable Legislative Provisions

National Instrument 41-101 General Prospectus Requirements, s. 2.3(1).

May 28, 2009

Blake Cassels & Graydon LLP

##### Attention: Anoop Dogra

Dear Sirs/Mesdames:

**Re: Mavrix Explore 2009 – I FT Limited Partnership  
(the “Partnership”)  
Exemptive Relief Application under Section  
19.1 of National Instrument 41-101 *General  
Prospectus Requirements* (“NI 41-101”)  
Application No. 2009/0310, SEDAR Project No.  
1375458**

By letter dated May 22, 2009 (the “Application”), the Partnership applied to the Director of the Ontario Securities Commission (the “Director”) pursuant to section 19.1 of NI 41-101 for relief from the operation of subsection 2.3(1) of NI 41-101, which prohibits an issuer from filing a prospectus more than 90 days after the date of the receipt for the preliminary prospectus.

This letter confirms that, based on the information and representations made in the Application, and for the purposes described in the Application, the Director grants the requested exemption to be evidenced by the issuance of a receipt for the Partnership’s prospectus, provided the Partnership’s final prospectus is filed no later than June 12, 2009.

Yours very truly,

“Rhonda Goldberg”  
Manager, Investment Funds Branch

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