

The Ontario Securities Commission

OSC Bulletin

August 21, 2009

Volume 32, Issue 34

(2009), 32 OSCB

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

The Ontario Securities Commission

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

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

Published under the authority of the Commission by:

Carswell, a Thomson Reuters business

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

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

Contact Centre - Inquiries, Complaints:

Fax: 416-593-8122

Market Regulation Branch:

Fax: 416-595-8940

Compliance and Registrant Regulation Branch

- Compliance:

Fax: 416-593-8240

- Registrant Regulation:

Fax: 416-593-8283

Corporate Finance Branch

- Team 1:

Fax: 416-593-8244

- Team 2:

Fax: 416-593-3683

- Team 3:

Fax: 416-593-8252

- Insider Reporting:

Fax: 416-593-3666

- Mergers and Acquisitions:

Fax: 416-593-8177

Enforcement Branch:

Fax: 416-593-8321

Executive Offices:

Fax: 416-593-8241

General Counsel's Office:

Fax: 416-593-3681

Office of the Secretary:

Fax: 416-593-2318



THOMSON REUTERS

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

Subscriptions are available from Carswell at the price of \$649 per year.

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

| | |
|-----------------------|-------|
| U.S. | \$175 |
| Outside North America | \$400 |

Single issues of the printed Bulletin are available at \$20 per copy as long as supplies are available.

Carswell also offers every issue of the Bulletin, from 1994 onwards, fully searchable on *SecuritiesSource*[™], Canada's pre-eminent web-based securities resource. *SecuritiesSource*[™] also features comprehensive securities legislation, expert analysis, precedents and a weekly Newsletter. For more information on *SecuritiesSource*[™], as well as ordering information, please go to:

<http://www.westlawecarswell.com/SecuritiesSource/News/default.htm>

or call Carswell Customer Relations at 1-800-387-5164 (416-609-3800 Toronto & Outside of Canada).

Claims from *bona fide* subscribers for missing issues will be honoured by Carswell up to one month from publication date.

Space is available in the Ontario Securities Commission Bulletin for advertisements. The publisher will accept advertising aimed at the securities industry or financial community in Canada. Advertisements are limited to tombstone announcements and professional business card announcements by members of, and suppliers to, the financial services industry.

All rights reserved. No part of this publication may be reproduced, stored in a retrieval system, or transmitted in any form or by any means, electronic, mechanical, photocopying, recording, or otherwise without the prior written permission of the publisher.

The publisher is not engaged in rendering legal, accounting or other professional advice. If legal advice or other expert assistance is required, the services of a competent professional should be sought.

© Copyright 2009 Ontario Securities Commission
ISSN 0226-9325
Except Chapter 7 ©CDS INC.



THOMSON REUTERS

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

Customer Relations
Toronto 1-416-609-3800
Elsewhere in Canada/U.S. 1-800-387-5164
Fax 1-416-298-5082
www.carswell.com
Email www.carswell.com/email

Table of Contents

| | |
|--|--|
| Chapter 1 Notices / News Releases 6567 | Chapter 4 Cease Trading Orders 6621 |
| 1.1 Notices 6567 | 4.1.1 Temporary, Permanent & Rescinding Issuer Cease Trading Orders..... 6621 |
| 1.1.1 Current Proceedings Before The Ontario Securities Commission 6567 | 4.2.1 Temporary, Permanent & Rescinding Management Cease Trading Orders 6621 |
| 1.2 Notices of Hearing..... 6573 | 4.2.2 Outstanding Management & Insider Cease Trading Orders 6621 |
| 1.2.1 Lehman Cohort Global Group Inc. et al. – ss. 127(1), 127.1 6573 | |
| 1.3 News Releases (nil) | |
| 1.4 Notices from the Office of the Secretary 6577 | Chapter 5 Rules and Policies (nil) |
| 1.4.1 W.J.N. Holdings Inc. et al. 6577 | Chapter 6 Request for Comments (nil) |
| 1.4.2 Lehman Cohort Global Group Inc. et al. 6577 | Chapter 7 Insider Reporting..... 6623 |
| 1.4.3 Tulsiani Investments Inc. and Sunil Tulsiani 6578 | Chapter 8 Notice of Exempt Financings..... 6687 |
| 1.4.4 Paul Iannicca..... 6578 | Reports of Trades Submitted on Forms 45-106F1 and 45-501F1 6687 |
| 1.4.5 Prosporex Investments Inc. et al. 6579 | |
| 1.4.6 Lehman Cohort Global Group Inc. et al. 6579 | Chapter 9 Legislation..... (nil) |
| Chapter 2 Decisions, Orders and Rulings 6581 | Chapter 11 IPOs, New Issues and Secondary Financings..... 6695 |
| 2.1 Decisions 6581 | Chapter 12 Registrations..... 6705 |
| 2.1.1 CI Investments Inc. et al. 6581 | 12.1.1 Registrants..... 6705 |
| 2.1.2 McLean Budden Limited..... 6586 | |
| 2.1.3 Wellington West Asset Management Inc. 6594 | Chapter 13 SRO Notices and Disciplinary Proceedings 6707 |
| 2.1.4 Brompton Funds Management Limited et al. 6596 | 13.1.1 MFDA Sets Date for Ben Kaley Hearing in Fredericton, New Brunswick 6707 |
| 2.1.5 Resolve Business Outsourcing Income Fund – s. 1(10)..... 6602 | 13.1.2 MFDA Issues Notice of Hearing Regarding Cory E. Griffiths 6708 |
| 2.1.6 ClubLink Corporation – s. 1(10)..... 6603 | 13.1.3 Notice and Request for Comment – Proposed Amendments to Sections 1 (Definitions) and 3 (Directors) of MFDA By-law No. 1 6709 |
| 2.1.7 Cardinal Health, Inc. and CareFusion Corporation 6604 | |
| 2.2 Orders..... 6607 | Chapter 25 Other Information (nil) |
| 2.2.1 Mediobanca Securities USA LLC – s. 211 of the Regulation..... 6607 | Index |
| 2.2.2 W.J.N. Holdings Inc. et al. 6608 | Index..... 6723 |
| 2.2.3 Ignition Point Technologies Corp. – s. 144..... 6609 | |
| 2.2.4 High Ridge Resources Inc. – s. 144 6612 | |
| 2.2.5 Tulsiani Investments Inc. and Sunil Tulsiani – ss. 127(1), 127(8)..... 6614 | |
| 2.2.6 Paul Iannicca – s. 127 6615 | |
| 2.2.7 Prosporex Investments Inc. et al. – ss. 127(1), 127(8) 6615 | |
| 2.2.8 Lehman Cohort Global Group Inc. et al. – ss. 127(1), 127(7), 127(8)..... 6616 | |
| 2.2.9 Kria Resources Ltd. – s. 1(11)(b) 6618 | |
| 2.3 Rulings (nil) | |
| Chapter 3 Reasons: Decisions, Orders and Rulings (nil) | |
| 3.1 OSC Decisions, Orders and Rulings (nil) | |
| 3.2 Court Decisions, Order and Rulings..... (nil) | |

Chapter 1

Notices / News Releases

1.1 Notices

1.1.1 Current Proceedings Before The Ontario Securities Commission

AUGUST 21, 2009

CURRENT PROCEEDINGS

BEFORE

ONTARIO SECURITIES COMMISSION

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

The Harry S. Bray Hearing Room
Ontario Securities Commission
Cadillac Fairview Tower
Suite 1700, Box 55
20 Queen Street West
Toronto, Ontario
M5H 3S8

Telephone: 416-597-0681 Telecopier: 416-593-8348

CDS

TDX 76

Late Mail depository on the 19th Floor until 6:00 p.m.

THE COMMISSIONERS

| | | |
|---------------------------------|---|------|
| W. David Wilson, Chair | — | WDW |
| James E. A. Turner, Vice Chair | — | JEAT |
| Lawrence E. Ritchie, Vice Chair | — | LER |
| Mary G. Condon | — | MGC |
| Margot C. Howard | — | MCH |
| Kevin J. Kelly | — | KJK |
| Paulette L. Kennedy | — | PLK |
| David L. Knight, FCA | — | DLK |
| Patrick J. LeSage | — | PJL |
| Carol S. Perry | — | CSP |

SCHEDULED OSC HEARINGS

| | | |
|-----------------------------|------------|--|
| August 24, 2009 | 9:00 a.m. | Goldbridge Financial Inc., Wesley Wayne Weber and Shawn C. Lesperance s. 127 J. Feasby in attendance for Staff Panel: CSP |
| August 31, 2009 | 10:00 a.m. | Peter Sabourin, W. Jeffrey Haver, Greg Irwin, Patrick Keaveney, Shane Smith, Andrew Lloyd, Sandra Delahaye, Sabourin and Sun Inc., Sabourin and Sun (BVI) Inc., Sabourin and Sun Group of Companies Inc., Camdeton Trading Ltd. And Camdeton Trading S.A. s. 127 and 127.1 Y. Chisholm in attendance for Staff Panel: JEAT/DLK/CSP |
| September 1, 2009 | 2:30 p.m. | Teodosio Vincent Pangia s. 127 J. Feasby in attendance for Staff Panel: TBA |
| September 1, 2009 | 3:00 p.m. | Lyndz Pharmaceuticals Inc., Lyndz Pharma Ltd., James Marketing Ltd., Michael Eatck and Rickey McKenzie s. 127(1) and (5) J. Feasby in attendance for Staff Panel: TBA |
| September 3, 4, and 9, 2009 | 9:30 a.m. | MRS Sciences Inc. (formerly Morningside Capital Corp.), Americo DeRosa, Ronald Sherman, Edward Emmons and Ivan Cavric |
| September 8, 2009 | 10:00 a.m. | s. 127 and 127(1) D. Ferris in attendance for Staff Panel: PJL/CSP |

| | | | |
|----------------------|--|---|---|
| September 3, 2009 | Brilliant Brasilcan Resources Corp., York Rio Resources Inc., Brian W. Aidelman, Jason Georgiadis, Richard Taylor and Victor York | September 11, 2009 | M P Global Financial Ltd., and Joe Feng Deng |
| 10:00 a.m. | | 10:00 a.m. | s. 127(1) |
| | s. 127 | | M. Britton in attendance for Staff |
| | S. Horgan in attendance for Staff | | Panel: JEAT |
| | Panel: TBA | September 16, 2009 | Sextant Capital Management Inc., Sextant Capital GP Inc., Sextant Strategic Opportunities Hedge Fund L.P., Otto Spork, Robert Levack and Natalie Spork |
| September 8-11, 2009 | Imagin Diagnostic Centres Inc., Patrick J. Rooney, Cynthia Jordan, Allan McCaffrey, Michael Shumacher, Christopher Smith, Melvyn Harris and Michael Zelyony | 10:00 a.m. | s. 127 |
| 10:00 a.m. | | | S. Kushneryk in attendance for Staff |
| | s. 127 and 127.1 | | Panel: JEAT |
| | J. Feasby in attendance for Staff | September 21, 2009 | Prosporex Investments Inc., Prosporex Forex SPV Trust, Anthony Diamond, Diamond+Diamond, and Diamond+Diamond Merchant Banking Bank |
| | Panel: MGC/MCH | 10:00 a.m. | s. 127 |
| September 9, 2009 | MI Developments Inc. | | H. Daley in attendance for Staff |
| 9:00 a.m. | s. 104(1) and s. 127 | | Panel: MGC/CSP |
| | M. Vaillancourt in attendance for Staff | September 21-28, September 30 – October 2, 2009 | Goldpoint Resources Corporation, Lino Novielli, Brian Moloney, Evanna Tomeli, Robert Black, Richard Wylie and Jack Anderson |
| | Panel: JEAT/PLK | 10:00 a.m. | s. 127(1) and 127(5) |
| September 9, 2009 | Oversea Chinese Fund Limited Partnership, Weizhen Tang and Associates Inc., Weizhen Tang Corp., and Weizhen Tang | | M. Boswell in attendance for Staff |
| 10:00 a.m. | s. 127 and 127.1 | | Panel: TBA |
| | M. Britton in attendance for Staff | September 22, 2009 | Berkshire Capital Limited, GP Berkshire Capital Limited, Panama Opportunity Fund and Ernest Anderson |
| | Panel: TBA | 10:00 a.m. | s. 127 |
| September 10, 2009 | Shallow Oil & Gas Inc., Eric O'Brien, Abel Da Silva, Gurdip Singh Gahunia aka Michael Gahunia and Abraham Herbert Grossman aka Allen Grossman | | E. Cole in attendance for Staff |
| 10:00 a.m. | s. 127(7) and 127(8) | | Panel: TBA |
| | M. Boswell in attendance for Staff | | |
| | Panel: DLK | | |
| September 10, 2009 | Abel Da Silva | | |
| 10:30 a.m. | s. 127 | | |
| | M. Boswell in attendance for Staff | | |
| | Panel: DLK | | |

| | | | |
|-------------------------------|---|--|--|
| 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. | October 8, 2009 | Hollinger Inc., Conrad M. Black, F. David Radler, John A. Boulton and Peter Y. Atkinson |
| 2:30 p.m. | | 9:30 a.m. | |
| | s. 127(5) | | s. 127 |
| | K. Daniels in attendance for Staff | | J. Superina in attendance for Staff |
| | Panel: TBA | | Panel: TBA |
| September 29, 2009 | Paladin Capital Markets Inc., John David Culp and Claudio Fernando Maya | October 8, 2009 | Global Energy Group, Ltd. And New Gold Limited Partnerships |
| 2:30 p.m. | | 10:00 a.m. | |
| | s. 127 | | s. 127 |
| | C. Price in attendance for Staff | | H. Craig in attendance for Staff |
| | Panel: TBA | | Panel: DLK |
| September 30-October 23, 2009 | Rene Pardo, Gary Usling, Lewis Taylor Sr., Lewis Taylor Jr., Jared Taylor, Colin Taylor and 1248136 Ontario Limited | October 14, 2009 | Axcess Automation LLC, Axcess Fund Management, LLC, Axcess Fund, L.P., Gordon Alan Driver and David Rutledge |
| 10:00a.m. | | 10:00 a.m. | |
| | s. 127 | | s. 127 |
| | M. Britton in attendance for Staff | | M. Adams in attendance for Staff |
| | Panel: TBA | | Panel: TBA |
| October 6, 2009 | Nest Acquisitions and Mergers and Caroline Frayssignes | October 19 – November 10; November 12-13, 2009 | Irwin Boock, Stanton Defreitas, Jason Wong, Saudia Allie, Alena Dubinsky, Alex Khodjajants 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 |
| 2:30 p.m. | | 10:00 a.m. | |
| | s. 127(1) and 127(8) | | s. 127 and 127.1 |
| | C. Price in attendance for Staff | | H. Craig in attendance for Staff |
| | Panel: TBA | | Panel: TBA |
| October 6, 2009 | IMG International Inc., Investors Marketing Group International Inc., and Michael Smith | | |
| 2:30 p.m. | | | |
| | s. 127 | | |
| | C. Price in attendance for Staff | | |
| | Panel: TBA | | |
| October 7, 2009 | Paul Iannicca | | |
| 10:00 a.m. | | | |
| | s. 127 | | |
| | 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 | November 24, 2009 | 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 |
| 10:00 a.m. | | 2:30 p.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 | | s. 127 |
| | A. Sonnen in attendance for Staff | | H. Daley in attendance for Staff |
| | Panel: TBA | | Panel: TBA |
| November 16 – December 11, 2009 | Sulja Bros. Building Supplies, Ltd. (Nevada), Sulja Bros. Building Supplies Ltd., Kore International Management Inc., Petar Vucicevich and Andrew DeVries | November 30, 2009 | Uranium308 Resources Inc., Uranium308 Resources PLC., Michael Friedman, George Schwartz, Peter Robinson, Alan Marsh Shuman and Innovative Gifting Inc. |
| 10:00 a.m. | | 2:00 p.m. | |
| | s. 127 and 127.1 | | s. 127 |
| | M. Britton in attendance for Staff | | M. Boswell in attendance for Staff |
| | Panel: TBA | | Panel: TBA |
| | | December 11, 2009 | Tulsiani Investments Inc. and Sunil Tulsiani |
| | | 09:00 a.m. | s. 127 |
| | | | A. Sonnen in attendance for Staff |
| | | | Panel: TBA |
| | | January 11, 2010 | Firestar Capital Management Corp., Kamposse Financial Corp., Firestar Investment Management Group, Michael Ciavarella and Michael Mitton |
| | | 10:00 a.m. | |
| | | | s. 127 |
| | | | H. Craig in attendance for Staff |
| | | | Panel: TBA |

| | | | |
|---------------------|--|-----|--|
| January 18, 2010 | 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 | TBA | Frank Dunn, Douglas Beatty, Michael Gollogly |
| 10:00 a.m. | | | s. 127 |
| January 19, 2010 | | | K. Daniels in attendance for Staff |
| 2:30 p.m. | s. 127 | | Panel: TBA |
| January 20-29, 2010 | S. Kushneryk in attendance for Staff | TBA | Juniper Fund Management Corporation, Juniper Income Fund, Juniper Equity Growth Fund and Roy Brown (a.k.a. Roy Brown-Rodrigues) |
| 10:00 a.m. | Panel: TBA | | |
| February 5, 2010 | Hillcorp International Services, Hillcorp Wealth Management, Suncorp Holdings, 1621852 Ontario Limited, Steven John Hill, John C. McArthur, Daryl Renneberg and Danny De Melo | | s. 127 and 127.1 |
| 10:00 a.m. | | | D. Ferris in attendance for Staff |
| | s. 127 | TBA | Panel: TBA |
| | A. Clark in attendance for Staff | | Merax Resource Management Ltd. carrying on business as Crown Capital Partners, Richard Mellon and Alex Elin |
| | Panel: TBA | | s. 127 |
| February 8-12, 2010 | Goldbridge Financial Inc., Wesley Wayne Weber and Shawn C. Lesperance | | H. Craig in attendance for Staff |
| 10:00 a.m. | s. 127 | | Panel: TBA |
| | J. Feasby in attendance for Staff | TBA | Gregory Galanis |
| | Panel: TBA | | s. 127 |
| TBA | Yama Abdullah Yaqeen | | P. Foy in attendance for Staff |
| | s. 8(2) | | Panel: TBA |
| | J. Superina in attendance for Staff | TBA | 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 |
| | Panel: TBA | | s. 127 |
| TBA | Microsourceonline Inc., Michael Peter Anzelmo, Vito Curalli, Jaime S. Lobo, Sumit Majumdar and Jeffrey David Mandell | | C. Price in attendance for Staff |
| | s. 127 | | Panel: TBA |
| | J. Waechter in attendance for Staff | | |
| | Panel: TBA | | |

| | | | |
|-----|--|---|---|
| TBA | <p>Biovail Corporation, Eugene N. Melnyk, Brian H. Crombie, John R. Miszuk and Kenneth G. Howling</p> <p>s. 127(1) and 127.1</p> <p>J. Superina, A. Clark in attendance for Staff</p> <p>Panel: TBA</p> | TBA | <p>Andrew Keith Lech</p> <p>s. 127(10)</p> <p>J. Feasby in attendance for Staff</p> <p>Panel: TBA</p> |
| TBA | <p>Global Partners Capital, Asia Pacific Energy Inc., 1666475 Ontario Inc. operating as "Asian Pacific Energy", Alex Pidgeon, Kit Ching Pan also known as Christine Pan, Hau Wai Cheung, also known as Peter Cheung, Tony Cheung, Mike Davidson, or Peter McDonald, Gurdip Singh Gahunia also known as Michael Gahunia or Shawn Miller, Basis Marcellinius Toussaint also known as Peter Beckford, and Rafique Jiwani also known as Ralph Jay</p> <p>s. 127</p> <p>M. Boswell in attendance for Staff</p> <p>Panel: TBA</p> | TBA | <p>Gold-Quest International, Health and Harmony, Iain Buchanan and Lisa Buchanan</p> <p>s. 127</p> <p>H. Craig in attendance for Staff</p> <p>Panel: TBA</p> |
| TBA | <p>FactorCorp Inc., FactorCorp Financial Inc. and Mark Twerdun</p> <p>s. 127</p> <p>A. Sonnen in attendance for Staff</p> <p>Panel: TBA</p> | TBA | <p>Gold-Quest International, 1725587 Ontario Inc. carrying on business as Health and Harmony, Harmony Club Inc., Donald Iain Buchanan, Lisa Buchanan and Sandra Gale</p> <p>s. 127</p> <p>H. Craig in attendance for Staff</p> <p>Panel: TBA</p> |
| TBA | <p>Shane Suman and Monie Rahman</p> <p>s. 127 and 127(1)</p> <p>C. Price in attendance for Staff</p> <p>Panel: TBA</p> | <p><u>ADJOURNED SINE DIE</u></p> <p>Global Privacy Management Trust and Robert Cranston</p> <p>S. B. McLaughlin</p> <p>Livent Inc., Garth H. Drabinsky, Myron I. Gottlieb, Gordon Eckstein, Robert Topol</p> <p>Portus Alternative Asset Management Inc., Portus Asset Management Inc., Boaz Manor, Michael Mendelson, Michael Labanowich and John Ogg</p> <p>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</p> <p>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</p> | |
| TBA | <p>Lehman Cohort Global Group Inc., Anton Schnedl, Richard Unzer, Alexander Grundmann and Henry Hehlsinger</p> <p>s. 127</p> <p>H. Craig in attendance for Staff</p> <p>Panel: TBA</p> | | |

ADJOURNED SINE DIE

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

1.2 Notices of Hearing

**1.2.1 Lehman Cohort Global Group Inc. et al. – ss.
127(1), 127.1**

**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 UZNER,
ALEXANDER GRUNDMANN
AND HENRY HELSINGER**

**NOTICE OF HEARING
Sections 127(1) and 127.1**

WHEREAS on May 20, 2009, the Ontario Securities Commission (the "Commission") issued a 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") which ordered the following:

- i) Lehman Cohort Global Group Inc. ("Lehman"), Anton Schnedl ("Schnedl"), Richard Unzer ("Unzer"), Alexander Grundmann ("Grundmann") and Henry Hehlsinger ("Hehlsinger"), (collectively the "Respondents"), cease trading in all securities immediately;
- 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 the Respondents.

AND WHEREAS, following hearings held on June 1, 2009 and July 21, 2009, the Commission ordered that the temporary cease trade order against the Respondents be extended until August 20, 2009.

TAKE NOTICE THAT the Commission will hold a hearing pursuant to sections 127 and 127.1 of the Act at the offices of the Commission, 20 Queen Street West, 17th Floor, commencing on August 19, 2009 at 10:00 a.m., or as soon thereafter as the hearing can be held.

AND TAKE NOTICE the purpose of the hearing is to consider whether it is in the public interest for the Commission to make an order that:

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

- (b) pursuant to clause 3 of subsection 127(1), any exemptions contained in Ontario securities law do not apply to the Respondents permanently or for such other period as specified by the Commission;
- (c) pursuant to clause 6 of subsection 127(1), the Respondents be reprimanded;
- (d) pursuant to clause 8 of subsection 127(1), Schnedl, Uzner, Grundmann and Hehlsinger be prohibited from becoming or acting as a director or officer of any issuer;
- (e) pursuant to clause 8.2 of subsection 127(1), Schnedl, Uzner, Grundmann and Hehlsinger be prohibited from becoming or acting as a director or officer of a registrant;
- (f) pursuant to clause 8.4 of subsection 127(1), Schnedl, Uzner, Grundmann and Hehlsinger be prohibited from becoming or acting as a director or officer of an investment fund manager;
- (g) pursuant to clause 8.5 of subsection 127(1), Schnedl, Uzner, Grundmann and Hehlsinger be prohibited from becoming or acting as a registrant, as an investment fund manager or as a promoter;
- (h) pursuant to clause 9 of subsection 127(1), the Respondents pay an administrative penalty of not more than \$1 million for each failure to comply with Ontario securities law to the Commission;
- (i) pursuant to clause 10 of subsection 127(1), the Respondents disgorge to the Commission any amounts obtained as a result of non-compliance with Ontario securities law;
- (j) pursuant to section 127.1, the Respondents pay the costs of the investigation and the costs of or related to the hearing incurred by or on behalf of the Commission; and
- (k) such other order as the Commission may consider appropriate.

BY REASON OF the allegations set out in the Statement of Allegations of Staff dated August 14, 2009, and such additional allegations as counsel may advise and the Commission may permit.

AND FURTHER TAKE NOTICE that the Respondents may each be represented by counsel if that Respondent attends or submits evidence at the hearing.

AND TAKE FURTHER NOTICE that upon failure of any Respondent to attend at the Hearing

AND TAKE FURTHER NOTICE that if any Respondent fails to attend at the time and place set out in this Notice, the hearing may proceed in the absence of that Respondent and such Respondent is not entitled to any further notice of the proceeding.

Dated at Toronto on this 14th day of August, 2009

"Daisy Aranha"

Per: Secretary to the Commission

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

AND

**LEHMAN COHORT GLOBAL GROUP INC.,
ANTON SCHNEIDL, RICHARD UZNER,
ALEXANDER GRUNDMANN
AND HENRY HELSINGER**

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

Staff of the Ontario Securities Commission ("Staff") make the following allegations regarding violations of the *Securities Act*, R.S.O. 1990, c. S. 5, as amended (the "Act") and conduct contrary to the public interest by Lehman Cohort Global Group Inc. ("Lehman"), Anton Schnedl ("Schnedl"), Richard Unzer ("Unzer"), Alexander Grundmann ("Grundmann") and Henry Hehlsinger ("Hehlsinger"), collectively (the "Respondents"):

I. THE RESPONDENTS

1. Lehman is a corporation registered in the Province of Ontario with its registered office located in Toronto, Ontario.
2. Lehman is not registered in any capacity with the Ontario Securities Commission (the "Commission").
3. Schnedl is one of the directing minds of Lehman and appears to reside in Europe.
4. Schnedl incorporated Lehman in Ontario and installed an employee of a Toronto law firm as its sole director (the "Canadian Director").
5. The Canadian Director had no knowledge of any activity being undertaken by Lehman that required registration with the Commission.
6. All instructions regarding Lehman to the Canadian Director were provided by Schnedl.
7. Persons giving their names as Unzer, Grundmann and Hehlsinger have represented themselves as agents and/or employees of Lehman.
8. Schnedl, Unzer, Grundmann and Hehlsinger are not registered with the Commission in any capacity.
9. Lehman created a website with a internet address of www.lehmangroup.net (the "Lehman Website"). The Lehman Website describes the investment services Lehman provides and advertises office locations in Toronto, Los Angeles, and the Republic of Dominica.

II. UNREGISTERED TRADING IN SECURITIES BY THE RESPONDENTS

10. Through the Lehman Website, Lehman holds itself out as being engaged in the business of advising others as to the investing in or the buying or selling of securities.
11. For example, the Lehman Website in describing its "Products" states that it offers a "Comprehensive Range of Products and Services" including the following:

Equity Strategies: Enabling clients to take advantage of opportunities and manage risk by diversifying their portfolio across many different sectors, styles and geographic regions

Fixed Income Strategies: Enabling clients to create a diversified investment plan that addresses capital preservation, current income and capital appreciation with an array of portfolio products.

Structured Products: Enabling clients to take advantage of principal-protected notes, hedging and liquidity strategies, multi-currency deposits and loan facilities, and customized structured products.
12. From approximately December 2007 to November 2008, bank accounts held by Lehman (the "Lehman Accounts") at TD Canada Trust ("TD") received significant funds from investors in Europe.
13. In 2007, a German speaking citizen of Austria (the "Austrian Investor") began receiving a number of calls from Unzer, Grundmann and Hehlsinger who all spoke German and claimed to be brokers and advisors affiliated with Lehman.
14. In February 2008, the Austrian Investor received further information from Grundmann about investing in oil futures. Grundmann then sent the Austrian Investor an application allowing her to open an account with Lehman.
15. The Austrian Investor was provided with a contract and was instructed to send it to Lehman's head office which was purportedly located at 100 King Street, 37th Floor, Toronto, Ontario (the "Lehman Business Office"). The Austrian Investor signed the contract and returned it via fax.
16. Grundmann also sent the Austrian Investor instructions to send investment funds to an account controlled by Lehman at a branch of TD located at 110 Yonge Street, Toronto, Ontario.

17. Throughout 2008, the Austrian Investor provided approximately over € 200,000 to Lehman for investment on her behalf at the sole discretion of Lehman. She continued to receive emails and online information about her account at Lehman.
18. Lehman purported to invest the funds provided by the Austrian Investor by making purchases of oil futures and U.S. government treasuries on behalf of the Austrian Investor.
19. The Austrian investor received statements from Lehman which purported to document these investments.

III. ACTS OF FRAUD BY THE RESPONDENTS

20. The Austrian Investor sent funds totalling over € 200,000 to Lehman for investment on her behalf.
21. At the beginning of July 2008, the Lehman account statement of the Austrian Investor showed a positive balance of over \$400,000.00 (U.S.). However, by the end of the month, the Austrian Investor was informed that her account balance was negative as a result of transactions made on her behalf by Lehman.
22. During the latter part of the month of July, the Austrian Investor had instructed Lehman numerous times to terminate her account and return her invested capital but received no reply from Lehman. Lehman did not return any funds to her.
23. In September of 2008, Hehlsinger called the Austrian Investor and told her that it would be possible to cut her losses in half if she invested more funds with Lehman. The Austrian Investor did not accede to Hehlsinger's request for further funds.
24. From approximately August 2008 to December 2008, Unzer also kept calling the Austrian Investor in an attempt to convince the Investor to invest additional funds with Lehman in order to recoup losses.
25. From December 2007 to November 2008, significant funds from Lehman accounts at TD were transferred to banks in southern Spain to the credit of accounts in Schnedl's name and the accounts of others.
26. There is no evidence that any of the funds sent to the Lehman accounts at TD were used for legal investment purposes.

III. TEMPORARY CEASE TRADE ORDERS IN ONTARIO

27. On May 20, 2009, the Commission issued a temporary order under sections 127(1) and (5) of

the Act (the "Temporary Order"). Pursuant to the Temporary Order, the Respondents were prohibited from trading in any securities and that any exemptions contained in Ontario securities law did not apply to the Respondents

28. The Lehman Website fails to disclose the existence of the Temporary Order.

IV. VIOLATIONS OF THE SECURITIES ACT AND CONDUCT CONTRARY TO THE PUBLIC INTEREST

29. The conduct of the Respondents was contrary to Ontario securities law as they traded securities without being registered in accordance with section 25(1) of the Act and engaged in an act, practice or course of conduct relating to securities that the Respondents knew or reasonably ought to have known perpetuated a fraud on a person contrary to section 126.1 of the Act and thereby acted contrary to the public interest.

DATED at Toronto, August 14, 2009.

1.4 Notices from the Office of the Secretary

1.4.1 W.J.N. Holdings Inc. et al.

**FOR IMMEDIATE RELEASE
August 13, 2009**

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

AND

**IN THE MATTER OF
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**

TORONTO – The Commission issued an Order in the above matter which provides that Staff's Motion is adjourned to August 25, 2009 at 11:00 a.m. in Hearing Room B for a hearing in camera.

A copy of the Order dated August 12, 2009 is available at www.osc.gov.on.ca.

OFFICE OF THE SECRETARY
JOHN P. STEVENSON
SECRETARY

For media inquiries: Wendy Dey
Director, Communications
& Public Affairs
416-593-8120

Laurie Gillett
Manager, Public Affairs
416-595-8913

Carolyn Shaw-Rimington
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
August 18, 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 UZNER,
ALEXANDER GRUNDMANN
AND HENRY HELSINGER**

TORONTO – The Office of the Secretary issued a Notice of Hearing on August 14, 2009 setting the matter down to be heard on August 19, 2009 at 10:00 a.m.

A copy of the Notice of Hearing dated August 14, 2009 and Staff's Statement of Allegations dated August 14, 2009 are available at www.osc.gov.on.ca.

OFFICE OF THE SECRETARY
JOHN P. STEVENSON
SECRETARY

For media inquiries: Wendy Dey
Director, Communications
& Public Affairs
416-593-8120

Laurie Gillett
Manager, Public Affairs
416-595-8913

Carolyn Shaw-Rimington
Assistant Manager,
Public Affairs
416-593-2361

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

1.4.3 Tulsiani Investments Inc. and Sunil Tulsiani

**FOR IMMEDIATE RELEASE
August 18, 2009**

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

AND

**IN THE MATTER OF
TULSIANI INVESTMENTS INC. AND
SUNIL TULSIANI**

TORONTO – The Commission issued an Order in the above named matter which provides that (1) pursuant to subsection 127(8) of the Act that the hearing is adjourned to December 11, 2009 at 9:00 a.m.; and (2) pursuant to subsection 127(8) of the Act that the Temporary Order is extended until the close of business December 14, 2009 unless further extended by order of the Commission.

A copy of the Order dated August 18, 2009 is available at www.osc.gov.on.ca.

OFFICE OF THE SECRETARY
JOHN P. STEVENSON
SECRETARY

For media inquiries: Wendy Dey
Director, Communications
& Public Affairs
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)

1.4.4 Paul Iannicca

**FOR IMMEDIATE RELEASE
August 19, 2009**

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

AND

**IN THE MATTER OF
PAUL IANNICCA**

TORONTO – The Commission issued an Order adjourning the hearing to October 7, 2009 at 10:00 a.m. or such other date as is agreed by the parties and determined by the Office of the Secretary and for any other purpose that the parties may advise the Office of the Secretary

A copy of the Order dated August 18, 2009 is available at www.osc.gov.on.ca.

OFFICE OF THE SECRETARY
JOHN P. STEVENSON
SECRETARY

For media inquiries: Wendy Dey
Director, Communications
& Public Affairs
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)

1.4.5 Prosporex Investments Inc. et al.

FOR IMMEDIATE RELEASE
August 19, 2009

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

AND

**IN THE MATTER OF
PROSPOREX INVESTMENTS INC.,
PROSPOREX FOREX SPV TRUST,
ANTHONY DIAMOND, DIAMOND + DIAMOND,
AND DIAMOND + DIAMOND
MERCHANT BANKING BANK**

TORONTO – The Commission issued an Order in the above named matter which provides that (1) the July 13, 2009 Temporary Order is extended to September 21, 2009 unless extended or varied by further Order of the Commission; and (2) a hearing to consider whether to further extend the July 13, 2009 Temporary Order shall be held on September 21, 2009 at 10:00 a.m.

A copy of the Order dated August 18, 2009 is available at www.osc.gov.on.ca.

OFFICE OF THE SECRETARY
JOHN P. STEVENSON
SECRETARY

For media inquiries: Wendy Dey
Director, Communications
& Public Affairs
416-593-8120

Laurie Gillett
Manager, Public Affairs
416-595-8913

Carolyn Shaw-Rimington
Assistant Manager,
Public Affairs
416-593-2361

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

1.4.6 Lehman Cohort Global Group Inc. et al.

FOR IMMEDIATE RELEASE
August 19, 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 SCHNEIDL, RICHARD UZNER,
ALEXANDER GRUNDMANN
AND HENRY HELSINGER**

TORONTO – Following a hearing held today, the Commission issued an Order which provides that (1) the Hearing on the Merits in this matter shall be held on Monday, January 25, 2010 and Tuesday, January 26, 2010 commencing each day at 10:00 a.m. at the offices of the Commission on the 17th floor, 20 Queen Street West in Toronto, Ontario or on such other days as directed by the office of the Secretary of the Commission; and (2) pursuant to subsections 127(1), (7) and (8) that the Temporary Order is extended until the conclusion of the Hearing on the Merits in this matter.

A copy of the Order dated August 19, 2009 is available at www.osc.gov.on.ca.

OFFICE OF THE SECRETARY
JOHN P. STEVENSON
SECRETARY

For media inquiries: Wendy Dey
Director, Communications
& Public Affairs
416-593-8120

Laurie Gillett
Manager, Public Affairs
416-595-8913

Carolyn Shaw-Rimington
Assistant Manager,
Public Affairs
416-593-2361

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

This page intentionally left blank

Chapter 2

Decisions, Orders and Rulings

2.1 Decisions

2.1.1 CI Investments Inc. et al.

Headnote

NP 11-203 Process for Exemptive Relief Applications in Multiple Jurisdictions – Approval of mutual fund mergers – approval required because mergers do not meet the criteria for pre-approved reorganizations and transfers in National Instrument 81-102 – certain continuing funds have different investment objectives and fee structures than terminating funds, certain mergers are not “qualifying exchanges” or tax-deferred transactions under the Income Tax Act (Canada) –annual and interim financial statements not sent in connection with approval in reliance on previous relief – investors of terminating funds provided with adequate disclosure regarding the mergers.

Applicable Legislative Provisions

National Instrument 81-102 Mutual Funds sections 5.5(1)(b), 5.6 and 5.5(3).

August 13, 2009

IN THE MATTER OF
THE SECURITIES LEGISLATION OF
ONTARIO
(the Jurisdiction)

AND

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

AND

IN THE MATTER OF
CI INVESTMENTS INC.
(the Filer)

AND

IN THE MATTER OF
THE TERMINATING FUNDS AND
THE CONTINUING FUNDS LISTED
IN THE CHART ATTACHED AS SCHEDULE A
(collectively, the Funds)

DECISION

Background

The principal regulator in the Jurisdiction has received an application from the Filer on behalf of the Terminating Funds for a decision under the securities legislation of the Jurisdiction (the **Legislation**) granting approval under section 5.5(1)(b) of National Instrument 81-102 *Mutual Funds* (**NI 81-102**) to merge each Terminating Fund into the Continuing Fund opposite its name in the chart attached as Schedule A (the **Mergers**) (the **Merger Approval**).

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

1. the Ontario Securities Commission is the principal regulator for this application; and

2. the Filer 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 British Columbia, Alberta, Saskatchewan, Manitoba, Quebec, New Brunswick, Nova Scotia, Prince Edward Island, Newfoundland and Labrador, Yukon, Northwest Territories and Nunavut.

Interpretation

Terms defined in National Instrument 14-101 *Definitions* and MI 11-102 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:

The Filer

3. The Filer is:
- (a) a corporation amalgamated under the laws of Ontario;
 - (b) registered under the *Securities Act* (Ontario) in the categories of commodity trading counsel and commodity trading manager, investment counsel and portfolio manager, and limited market dealer;
 - (c) the manager of the Funds; and
 - (d) not in default of securities legislation in any jurisdiction.

The Funds

4. Each of the Funds listed in Schedule A with a name ending in the word "Fund" is an open-end mutual fund trust. The Terminating Funds that are mutual fund trusts are sometimes referred to below as the **Terminating Trust Funds**.
5. Each of the Funds listed in Schedule A with a name ending in the words "Corporate Class" is an open-end mutual fund and a class of special shares of CI Corporate Class Limited (the **Corporation**). The Corporation is a corporation incorporated under the laws of Ontario.
6. Each Fund, except for Blackmont Corporate Bond Fund, currently distributes its securities in all provinces and territories of Canada pursuant to a multi-fund simplified prospectus and annual information form each dated July 18, 2008, as amended (the **SP** and **AIF**, respectively). Each Terminating Fund, other than Blackmont Corporate Bond Fund, received lapse date extension relief under a decision of the Ontario Securities Commission dated July 19, 2009 to continue distributing its securities under the SP and AIF until August 17, 2009.
7. Securities of Blackmont Corporate Bond Fund were previously offered and distributed in all provinces and territories of Canada pursuant to a simplified prospectus and annual information form each dated March 13, 2008, as amended. Securities of Blackmont Corporate Bond Fund are no longer in distribution.
8. The Funds are reporting issuers under the Legislation and subject to the requirements of NI 81-102. The Funds are not on the list of defaulting reporting issuers maintained under the Legislation or in default of securities legislation in any jurisdiction.
9. Each Fund follows the standard investment restrictions and practices established under the Legislation except to the extent that the Funds have received permission from the Canadian Securities Administrators to deviate therefrom.
10. As of March 31, 2009, the net asset value (**NAV**) of the Funds was as set out in Schedule A.

The Mergers

11. The Filer believes the Mergers will be beneficial to securityholders of each Fund for the following reasons:
- (a) it is expected that each Merger will reduce duplication and redundancy;
 - (b) following the Mergers, each Continuing Fund will have more assets, thereby allowing for increased portfolio diversification opportunities and a smaller proportion of assets set aside to fund redemptions; and

- (c) each Continuing Fund will benefit from its larger profile in the marketplace.
12. As required by National Instrument 81-107 – *Independent Review Committee for Investment Funds*, the Filer presented the terms of the Mergers to the independent review committee of the Funds (the **IRC**) for its review. The IRC determined that the decision of the Filer to complete the Mergers: (a) has been proposed by the Filer free from any influence by an entity related to the Filer and without taking into account any consideration relevant to an entity related to the Filer; (b) represents the business judgement of the Filer uninfluenced by considerations other than the best interest of the Funds; (c) is in compliance with the Filer's written policies and procedures relating to the Mergers; and (d) achieves a fair and reasonable result for the Funds (the **IRC's Determination**).
13. Due to the different structures of the Funds, the procedures for implementing the Mergers will vary. However, the result of each Merger will be that investors in each Terminating Fund will cease to be holders of securities of a class of the Terminating Fund and will become holders of securities of an equivalent class of its corresponding Continuing Fund.
14. The Filer expects that CI Global Consumer Products Corporate Class and CI Global Financial Services Corporate Class which, as at March 31, 2009, had a larger combined NAV than their corresponding Continuing Fund, CI Global Value Corporate Class, will each liquidate portions of their investment portfolios prior to the Mergers, such that a majority of the assets that will be allocated to CI Global Value Corporate Class in connection with these Mergers will consist of cash.
15. The proposed Mergers were described in (i) a press release issued and filed on SEDAR on June 11, 2009, (ii) a material change report filed on SEDAR on June 11, 2009, and (iii) amendments to the SP and AIF, each dated June 11, 2009.
16. Investors in the Terminating Funds approved their Mergers at special meetings that were held concurrently on August 10, 2009. The Filer concluded that none of the Mergers constituted a material change for any Continuing Fund and accordingly, no approvals were sought from investors in the Continuing Funds pursuant to section 5.1(g) of NI 81-102.
17. The materials sent to investors in a Terminating Fund in connection with their approval included a management information circular dated July 6, 2009 (the **Circular**) and the applicable simplified prospectus for its corresponding Continuing Fund. The Circular set out:
- (a) the proposed Mergers, including the procedures for implementing them and the consequences of the Mergers, including their tax consequences for the Funds and for investors in the Funds;
 - (b) the similarities and differences between the Terminating Funds and the Continuing Funds, including the differences referred to in Schedule A;
 - (c) the various ways in which investors can obtain a copy of the annual information form and most recent annual and interim financial statements for the Continuing Funds; and
 - (d) the IRC's Determination.
18. The Circular explained that for Mergers that will not be implemented as either a qualifying exchange or a tax deferred transaction as contemplated by NI 81-102:
- (a) the Filer does not anticipate such Mergers giving rise to material adverse tax consequences for the Terminating Trust Funds and their investors; and
 - (b) each Continuing Fund in these Mergers has significant unutilized loss carryforwards that would be lost if these Mergers were completed on a tax-deferred basis.
19. If all required approvals for each Merger are obtained, it is proposed that each Merger will occur after the close of business on or about August 14, 2009 (the **Effective Date**). The Filer therefore anticipates that a securityholder of a Terminating Fund will become a securityholder of its corresponding Continuing Fund after the close of business on the Effective Date.
20. The Filer previously received and is relying on an exemption dated November 25, 2004 obtained by the Filer from the financial statement delivery provision in section 5.6(1)(f)(ii) of NI 81-102 in respect of mergers of mutual funds managed by the Filer (the **Prior Exemption**). The Filer has complied with the conditions of the Prior Exemption in respect of the Mergers.

Decisions, Orders and Rulings

21. The cost of effecting the Mergers (consisting primarily of proxy solicitation, printing, mailing, legal and regulatory fees) will be borne by the Filer.
22. Securityholders of the Terminating Funds will continue to have the right to redeem securities of the Terminating Funds at any time up to the close of business on the Effective Date.
23. Each Terminating Fund will be wound up as soon as reasonably possible following its Merger.
24. In the opinion of the Filer, each Merger satisfies all of the criteria for pre-approved reorganizations and transfers set forth in section 5.6 of NI 81-102, except either the criteria contained in subsection 5.6(1)(a)(ii) of NI 81-102, subsection 5.6(1)(b) of NI 81-102 or subsection 5.6(1)(f)(ii) of NI 81-102 as set out in Schedule A.

Decision

The principal regulator is satisfied that the decision meets the test set out in the Legislation for the principal regulator to make the decision.

The decision of the principal regulator under the Legislation is that the Merger Approval is granted.

“Darren McKall”

Assistant Manager, Investment Funds
Ontario Securities Commission

Schedule A

| Terminating Fund & \$CAD NAV as at March 31, 2009 | Continuing Fund & \$CAD NAV as at March 31, 2009 | Section 5.6(1)(a)(ii) – investment objectives may not be considered substantially similar by a reasonable person | Section 5.6(1)(a)(ii) – fee structures may not be considered substantially similar by a reasonable person | Section 5.6(1)(b) – Merger will not be implemented as either a qualifying exchange or tax deferred transaction as contemplated by NI 81-102 | Section 5.6(1)(f)(ii) – Annual and interim financial statements not sent in connection with approval | Different distribution policies |
|--|--|--|---|---|--|---------------------------------|
| Blackmont Corporate Bond Fund – \$12.9 mill | Signature Corporate Bond Corporate Class – \$83.8 mill | • | | • | • | • |
| CI Global Consumer Products Corporate Class – \$10.4 mill | CI Global Value Corporate Class – \$29.6 mill | • | | | • | |
| CI Global Financial Services Corporate Class – \$28.0 mill | | • | | | • | |
| Knight Bain Canadian Bond Fund – \$187.2 mill | Signature Canadian Bond Fund – \$1.6 bill | | | • | • | |
| Knight Bain Corporate Bond Fund – \$2.7 mill | | • | • | • | • | • |
| Knight Bain Diversified Monthly Income Fund – \$32.6 mill | Signature Global Income & Growth Fund – \$77.6 mill | | | • | • | |
| Knight Bain Pure Canadian Equity Fund – \$37.9 mill | Signature Select Canadian Fund – \$3.2 bill | • | | • | • | |
| Knight Bain Small Cap Fund – \$215,287 | CI Can-Am Small Cap Corporate Class – \$97.2 mill | • | • | • | • | • |
| Signature Canadian Asset Allocation Fund – \$286.8 mill | Signature Canadian Balanced Fund – \$1.3 bill | | | • | • | • |
| Synergy Canadian Style Management Corporate Class – \$179.5 mill | Synergy Canadian Corporate Class – \$1.0 bill | • | | | • | |
| Synergy Focus Canadian Equity Fund – \$45.6 mill | | | | • | • | • |
| Synergy Focus Global Equity Fund – \$42.1 mill | Synergy Global Corporate Class – \$179.6 mill | | | • | • | • |
| Signature Long-Term Bond Fund – \$91.8 mill | Signature Canadian Bond Fund – \$1.6 bill | • | • | • | • | |

2.1.2 McLean Budden Limited

Headnote

NP 11-203 Process for Exemptive Relief Applications in Multiple Jurisdictions – Coordinated review – Application for registration as mutual fund dealer exempted from requirements that it file an application to become a member of the Mutual Fund Dealers Association of Canada (the MFDA) and become a member of the MFDA. Applicant subject to certain terms and conditions on its registration as a mutual fund dealer.

Applicable Statute

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

Applicable Ontario Rule

Rule 31-506 SRO Membership – Mutual Fund Dealers, ss. 2.1, 3.3(1), 5.1.

Applicable Published Document

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

August 13, 2009

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

AND

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

AND

IN THE MATTER OF
McLEAN BUDDEN LIMITED
(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, which is in the process of becoming registered as a mutual fund dealer in the Jurisdictions, for a decision under the securities legislation of the Jurisdictions (the **Legislation**) exempting the Filer from the requirements in the Legislation to become a member of the Mutual Fund Dealers Association of Canada (the **MFDA**) (the **Exemptive Relief Sought**).

Under the Process for Exemptive Relief Applications in Multiple Jurisdictions:

- (a) the Ontario Securities Commission is the principal regulator for the 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 meanings if used in this decision, unless otherwise defined.

Representations

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

1. The Filer is incorporated under the laws of Canada and has its head office in Toronto, Ontario.
2. The Filer is registered as an adviser in the category of investment counsel and portfolio manager or the equivalent in Ontario and each of the Jurisdictions and following the introduction of proposed National Instrument 31-103 Registration Requirements (NI 31-103) expects to be registered as an investment fund manager in Ontario.
3. The Filer is registered as a dealer in the category of limited market dealer in Ontario.
4. The Filer has applied to be registered as a dealer in the category of mutual fund dealer in each of the Jurisdictions.
5. McLean Budden Funds Inc. (**MBFI**) is a wholly-owned subsidiary of the Filer.
6. MBFI is incorporated under the laws of Ontario and is registered as a dealer in the category of mutual fund dealer (or the equivalent) in each of the Jurisdictions. MBFI is a member of the MFDA.
7. The Filer is the investment fund manager and portfolio manager of the McLean Budden Mutual Funds and the VMD–McLean Budden LifePlan Mutual Funds (collectively, the **MB Mutual Funds**), each of which is a reporting issuer subject to National Instrument 81-102 *Mutual Funds* (**NI 81-102**) and all other laws, regulations and rules applicable to mutual funds that are subject to NI 81-102, and of the MB Pooled Funds, each of which is not a reporting issuer subject to NI 81-102. The Filer is also the portfolio manager of managed accounts.
8. RBC Dexia Investor Services Trust is the trustee of the MB Mutual Funds.
9. The assets under management in the MB Mutual Funds allocated to accounts at MBFI are approximately \$85 million, while the Filer's total assets under management are approximately \$30.6 billion.
10. The MB Mutual Funds were established for distribution to clients who did not have a managed account with the Filer and/or did not qualify as purchasers of the MB Pooled Funds.
11. The MB Mutual Funds are distributed by MBFI and by dealers other than MBFI. However, the MB Mutual Funds are the only mutual funds distributed by MBFI.
12. It was expected that through MBFI the assets under management in the MB Mutual Funds would be significantly increased. However, the Filer has decided that MBFI is not an appropriate vehicle through which to increase the Filer's assets under management and that the costs associated with maintaining the mutual fund dealer registration and MFDA membership of MBFI are not warranted.
13. Accordingly, the Filer has determined to surrender the registration of MBFI as a mutual fund dealer and to resign as a member of the MFDA.
14. In connection with the change in status of MBFI, the Filer and MBFI are proposing the following:
 - (a) Existing Accounts
 - (i) The accounts of existing clients of MBFI (the **Existing Accounts**) will be transferred to the Filer and will be managed by representatives of the Filer who are registered as a representative or associate representative of the Filer.
 - (ii) Trades in the Existing Accounts will be limited to the purchase and redemption of units of the MB Mutual Funds.
 - (iii) There will be no cash balances held in the Existing Accounts.
 - (iv) The Existing Accounts will be under the supervision of the designated compliance officer of the Filer.
 - (v) The existing procedures with respect to the operation of the Existing Accounts, including the transmission of trading instructions, record keeping and reporting will be unchanged.

- (vi) Existing clients will be advised in a written notice (the **Notice**) of the transfer of the Existing Accounts to the Filer and the arrangements with respect thereto. The Notice will also advise existing clients of the option to move Existing Accounts to another dealer and of the process to implement this option.
- (vii) The transfer of Existing Accounts to another dealer will take place in accordance with the rules of the MFDA regarding the transfer of accounts.

(b) New Accounts

- (i) New clients who contact the Filer and wish to acquire MB Mutual Funds only will be referred to other registered dealers through whom they can acquire units. They will not receive any investment advice from the Filer.
- (ii) New clients who wish to grant the Filer discretionary authority with respect to their portfolios and to authorize the Filer to purchase MB Mutual Funds in their account will be required to open a managed account (the **New Accounts**) with the Filer.
- (iii) In the Jurisdictions other than Ontario, the Filer may rely on an exemption from the dealer registration requirement for the distribution of units of the MB Mutual Funds to New Accounts.
- (iv) In Ontario, the Filer will rely on its limited market dealer registration with respect to the distribution of units of the MB Mutual Funds to New Accounts of clients that are accredited investors and on its mutual fund dealer registration with respect to the distribution of units of the MB Mutual Funds to New Accounts of clients that are not accredited investors.

- 15. The Filer's activities as a mutual fund dealer will be secondary and incidental to its primary business of investment fund management and portfolio management, including discretionary investment management.
- 16. The Filer has agreed to the imposition of the terms and conditions on the Filer's registration as a mutual fund dealer as set out in Appendix A. Except as permitted by the terms and conditions set out in Appendix A, the Filer will not sell any mutual funds to the public nor solicit any purchases of mutual funds from the public.
- 17. Before the Filer makes a trade with any client pursuant to its registration in a Jurisdiction as a mutual fund dealer, the Filer will provide to the client prominent written notice that:

*The Filer is not currently a member, and does not intend to become a member, of the Mutual Fund Dealers Association of Canada (the **MFDA**); consequently, clients of the Filer will not have available to them investor protection benefits that would otherwise derive from membership of the Filer in the MFDA, including coverage under the MFDA Investor Protection Corporation (being the investor protection plan for clients of members of the MFDA).*

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 Relief Sought is granted provided the Filer complies with the terms and conditions on its registration as a mutual fund dealer as set out in Appendix A.

August 13, 2009.

"Erez Blumberger"
Manager, Registrant Regulation

Appendix A

Terms and Conditions on the Registration of

McLean Budden Limited

as a Mutual Fund Dealer under the Legislation

Interpretation

1. In this Appendix A, except as otherwise defined below or unless the context otherwise requires, defined terms contained in National Instrument 14-101 *Definitions* have the same meaning in this Appendix A.
2. In this Appendix A,
 - (a) "Adviser" means an adviser as defined in the Legislation;
 - (b) "Client Name Trade" means, for the Filer, a trade to, or on behalf of, a person or company, in securities of a mutual fund, that is managed by the Filer or an affiliate of the Filer, where, immediately before the trade, the person or company is shown on the records of the mutual fund or of an other mutual fund managed by the Filer or an affiliate of the Filer as the holder of securities of such mutual fund, and the trade consists of:
 - (A) a purchase, by the person or company, through the Filer, of securities of the mutual fund; or
 - (B) a redemption, by the person or company, through the Filer, of securities of the mutual fund;and where the person or company,
 - (C) is a client of the Filer that was not solicited by the Filer; or
 - (D) was an existing client of the Filer on the Effective Date;
 - (c) "Effective Date" means August __, 2009;
 - (d) "Employee", for the Filer, means:
 - (i) an employee of the Filer;
 - (ii) an employee of an affiliated entity of the Filer; or
 - (iii) an individual that is engaged to provide, on a bona fide basis, consulting, technical, management or other services to the Filer or to an affiliated entity of the Filer, under a written contract between the Filer or the affiliated entity and the individual or a consultant company or consultant partnership of the individual, and, in the reasonable opinion of the Filer, the individual spends or will spend a significant amount of time and attention on the affairs and business of the Filer or an affiliated entity of the Filer;
 - (e) "Employee", for a Service Provider, means an employee of the Service Provider or an affiliated entity of the Service Provider, provided that, at the relevant time, in the reasonable opinion of the Filer, the employee spends or will spend, a significant amount of time and attention on the affairs and business of:
 - (i) the Filer or an affiliated entity of the Filer; or
 - (ii) a mutual fund managed by the Filer or an affiliated entity of the Filer;
 - (f) "Executive", for the Filer, means a director, officer or partner of the Filer or of an affiliated entity of the Filer;
 - (g) "Executive", for a Service Provider, means a director, officer or partner of the Service Provider or of an affiliated entity of the Service Provider;
 - (h) "Exempt Trade", for the Filer, means:
 - (i) for each Jurisdiction, a trade in securities of a mutual fund that is made between a person or company and an underwriter acting as purchaser or between or among underwriters;

- (ii) for Ontario, a trade in securities of a mutual fund for which the Filer would have available to it an exemption from the dealer registration requirement under the Legislation if the Filer were not a "market intermediary" as such term is defined in section 204 of the Ontario Regulation;
 - (iii) for each Jurisdiction other than Ontario, a trade in securities of a mutual fund for which the Filer would have available to it an exemption from the dealer registration requirement under the Legislation; or
 - (iv) for each Jurisdiction, a trade in securities of a mutual fund for which the Filer has received a discretionary exemption from the dealer registration requirement under the Legislation;
 - (i) "Filer" means McLean Budden Limited;
 - (j) "Fund-on-Fund Trade" means a trade that consists of:
 - (i) a purchase, through the Filer, of securities of a mutual fund that is made by another mutual fund;
 - (ii) a purchase, through the Filer, of securities of a mutual fund that is made by a person or company where the person or company, an affiliated entity of the person or company, or an other person or company is, or will become, the counterparty in a specified derivative or swap with another mutual fund; or
 - (iii) a sale, through the Filer, of securities of a mutual fund that is made by another mutual fund where the party purchasing the securities is:
 - (A) a mutual fund managed by the Filer or an affiliated entity of the Filer; or
 - (B) a person or company that acquired the securities where the person or company, an affiliated entity of the person or company, or an other person or company is, or was, the counterparty in a specified derivative or swap with another mutual fund; and
- where, in each case, at least one of the referenced mutual funds is a mutual fund that is managed by either the Filer or an affiliated entity of the Filer;
- (k) "In Furtherance Trade" means, for the Filer, a trade by the Filer that consists of any act, advertisement, or solicitation, directly or indirectly in furtherance of an other trade in securities of a mutual fund, where the other trade consists of:
 - (i) a purchase or sale of securities of a mutual fund that is managed by the Filer or an affiliated entity of the Filer; or
 - (ii) a purchase or sale of securities of a mutual fund where the Filer acts as the principal distributor of the mutual fund;
- and where, in each case, the purchase or sale is made by or through an other registered dealer if the Filer is not otherwise permitted to make the purchase or sale pursuant to these terms and conditions;
- (l) "Managed Account" means, for the Filer, an investment portfolio account of a client under which the Filer, pursuant to a written agreement made between the Filer and the client, makes investment decisions for the account and has full discretionary authority to trade in securities for the account without obtaining the client's specific consent to the trade;
- (m) "Managed Account Trade" means, for the Filer, a trade to, or on behalf of, a Managed Account of the Filer, where the trade consists of a purchase or redemption, through the Filer of securities of a mutual fund, that is made on behalf of the Managed Account, where, in each case:
 - (i) the Filer is the portfolio adviser to the mutual fund;
 - (ii) the mutual fund is managed by the Filer or an affiliate of the Filer; and
 - (iii) either of:
 - (A) the mutual fund is prospectus-qualified in the Jurisdiction; or

- (B) the trade is not subject to either the prospectus requirement or the dealer registration requirement under the Legislation of the Jurisdiction;
- (n) "Mutual Fund Instrument" means National Instrument 81-102 *Mutual Funds*, as amended;
- (o) "Ontario Regulation" means R.R.O. 1990, Reg. 1015, as amended, made under the *Securities Act*, R.S.O. 1990, c. S.5, as amended;
- (p) "Permitted Client" means a person or company that is a client of the Filer, and that is, or was at the time the person or company became a client of the Filer:
 - (i) an Executive or Employee of the Filer;
 - (ii) a Related Party of an Executive or Employee of the Filer;
 - (iii) a Service Provider or an affiliated entity of a Service Provider;
 - (iv) an Executive or Employee of a Service Provider; or
 - (v) a Related Party of an Executive or Employee of a Service Provider;
- (q) "Permitted Client Trade" means, for the Filer, a trade to a person, who is a Permitted Client or who represents to the Filer that he or she is a person included in the definition of Permitted Client, in securities of a mutual fund that is managed by the Filer or an affiliate of the Filer, and the trade consists of a purchase or redemption, by the person, through the Filer, of securities of the mutual fund;
- (r) "Pooled Fund Rule" means, for the Filer, and for a Jurisdiction, a rule or other regulation under the Legislation of the Jurisdiction that relates, in whole or in part, to the distribution of securities of a mutual fund and/or non-redeemable investment fund, other than pursuant to a prospectus for which a receipt has been under the Legislation, made by the Filer to or on behalf of a Managed Account, but does not include National Instrument 45-106 *Prospectus and Registration Exemptions* or BC Instrument 45-505 *Alternative Reporting Requirements for Exempt Distributions of Securities of Eligible Pooled Funds*;
- (s) "Registered Plan" means a registered pension plan, deferred profit sharing plan, registered retirement savings plan, registered retirement income fund, registered education savings plan or other deferred income plan registered under the *Income Tax Act* (Canada);
- (t) "Related Party", for a person, means another person who is:
 - (i) the spouse of the person;
 - (ii) the issue of:
 - (A) the person;
 - (B) the spouse of the person; or
 - (C) the spouse of any person that is the issue of a person referred to in subparagraphs (A) or (B) above;
 - (iii) the parent, grandparent or sibling of the person, or the spouse of any of them;
 - (iv) the issue of any person referred to in paragraph (iii) above;
 - (v) a Registered Plan established by, or for the exclusive benefit of, one, some or all of the foregoing;
 - (vi) a trust where one or more of the trustees is a person referred to above and the beneficiaries of the trust are restricted to one, some, or all of the foregoing; or
 - (vii) a corporation where all the issued and outstanding shares of the corporation are owned by one, some, or all of the foregoing;
- (u) "securities", for a mutual fund, means shares or units of the mutual fund;

- (v) "Seed Capital Trade" means a trade in securities of a mutual fund made to a persons or company referred to in any of subparagraphs 3.1(1)(a)(i) to 3.1(1)(a)(iii) of the Mutual Fund Instrument; and
- (w) "Service Provider" means:
 - (i) a person or company that provides or has provided professional, consulting, technical, management or other services to the Filer or an affiliated entity of the Filer;
 - (ii) an Adviser to a mutual fund that is managed by the Filer or an affiliated entity of the Filer; or
 - (iii) a person or company that provides or has provided professional, consulting, technical, management or other services to a mutual fund that is managed by the Filer or an affiliated entity of the Filer.

3.

- (1) In this Appendix A, a person or company is considered to be an affiliated entity of another person or company if one is a subsidiary entity of the other or if both are subsidiary entities of the same person or company, or if each of them is controlled by the same person or company.
- (2) In this Appendix A, a person or company is considered to be controlled by a person or company if
 - (a) in the case of a person or company
 - (i) voting securities of the first-mentioned person or company carrying more than 50 percent of the votes for the election of directors are held, otherwise than by way of security only, by or for the benefit of the other person or company; and
 - (ii) the votes carried by the securities are entitled, if exercised, to elect a majority of the directors of the first-mentioned person or company;
 - (b) in the case of a partnership that does not have directors, other than a limited partnership, the second-mentioned person or company holds more than 50 percent of the interests in the partnership; or
 - (c) in the case of a limited partnership, the general partner is the second-mentioned person or company.
- (3) In this Appendix A, a person or company is considered to be a subsidiary entity of another person or company if
 - (a) it is controlled by
 - (i) that other; or
 - (ii) that other and one or more persons or companies, each of which is controlled by that other; or
 - (iii) two or more persons or companies, each of which is controlled by that other; or
 - (b) it is a subsidiary entity of a person or company that is that other's subsidiary entity.

4. In this Appendix A:

- (a) "issue" and "sibling" includes any person having such relationship through adoption, whether legally or in fact;
- (b) "parent" and "grandparent" includes a parent or grandparent through adoption, whether legally or in fact;
- (c) "registered dealer" means a person or company that is registered under the Legislation of the Jurisdiction as a dealer in a category that permits the person or company to act as dealer for the subject trade; and
- (d) "spouse", for an Employee or Executive, means a person who, at the relevant time, is the spouse of the Employee or Executive.

5. In this Appendix A, any terms that are not otherwise defined in National Instrument 14-101 *Definitions* or specifically defined above shall, unless the context otherwise requires, have the meaning:

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

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

Restricted Registration: Permitted Activities

6. The registration of the Filer as a mutual fund dealer under the Legislation of the Jurisdictions shall be for the purposes only of trading by the Filer in securities of a mutual fund where the trade consists of:

- (a) a Client Name Trade;
- (b) an Exempt Trade;
- (c) a Fund-on-Fund Trade;
- (d) an In Furtherance Trade;
- (e) a Managed Account Trade, provided, at the time of the trade, the Filer is registered under the Legislation of the Jurisdictions as an adviser in the categories of "investment counsel" and "portfolio manager" or their equivalent;
- (f) a Permitted Client Trade; or
- (g) a Seed Capital Trade.

provided that, in the case of all trades that are only referred to in clauses (a) or (f), the trades are limited and incidental to the principal business of the Filer, and provided also that paragraph (e) will cease to be in effect one year after the coming into force, subsequent to the Effective Date, of any Pooled Fund Rule.

2.1.3 Wellington West Asset Management Inc.

Headnote

National Policy 11-203 Process for Exemptive Relief Applications in Multiple Jurisdictions – Exemption from the requirement to deliver a renewal prospectus annually to mutual fund investors purchasing units pursuant to pre-authorized investment plans, subject to certain conditions.

Applicable Legislative Provisions

National Policy 11-203 Process for Exemptive Relief Application in Multiple Jurisdictions, s. 3.3.
Securities Act, R.S.O. 1990, c. S.5, ss. 71, 147.

July 10, 2009

IN THE MATTER OF THE SECURITIES LEGISLATION OF MANITOBA AND ONTARIO (the "Jurisdictions")

AND

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

AND

IN THE MATTER OF WELLINGTON WEST ASSET MANAGEMENT INC. (the "Filer")

DECISION

The securities regulatory authority or regulator (the "**Decision Maker**") in each of the Jurisdictions has received an application from the Filer for a decision on behalf of certain mutual funds to be established (the "**Funds**") that will be managed from time to time by the Filer or an affiliate of the Filer under the securities legislation of the Jurisdictions (the "**Legislation**") for a decision document providing that the requirements to deliver the latest prospectus and any amendment to said prospectus together with the right not to be bound by an agreement of purchase and sale (the "**Delivery Requirement**") not apply in respect of a purchase and sale of securities of the Funds under regular investment plan (an "**Investment Plan**"), including a pre-authorized investment plans employee purchase plans, capital accumulation plans or any other contract or arrangement for the purchase of a specified amount of securities on a regularly scheduled basis (the "**Requested Relief**").

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

1. The Manitoba Securities Commission is the principal regulator for this application,

2. 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, Alberta, Saskatchewan, New Brunswick, Nova Scotia, Prince Edward Island, Newfoundland, the Northwest Territories, Nunavut and the Yukon Territory, and
3. 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* 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 (with respect to itself and the Funds that it, or one of its affiliates manages):

1. The Funds will be reporting issuers in one or more of the Jurisdictions. Securities of the Fund are, or will be, offered for sale on a continuous basis pursuant to a simplified prospectus.
2. The Manager is a corporation incorporated under the laws of Manitoba with its head office in Manitoba, and is registered as an investment counsel and portfolio manager (or the equivalent registration) in both Manitoba and Ontario.
3. Securities of each of the Funds will be distributed through broker dealers or mutual fund dealers ("**Distributors**") which may, or may not, be affiliated with the Filer;
4. Each of the Funds will offer investors the opportunity to invest in a Fund on a regular or periodic basis pursuant to an Investment Plan.
5. Under the terms of an Investment Plan, an investor instructs a Distributor to accept additional contributions on a pre-determined frequency and/or periodic basis and to apply such contributions on each scheduled investment date to additional investments in a specified Fund(s) (which instructions may be amended from time to time). The investor authorizes a Distributor to debit a specified account or otherwise makes funds available in the amount of the additional contributions. An investor may terminate the instructions at any time and the additional investments will not be made on the next scheduled investment date.
6. An investor who establishes an Investment Plan (a "**Participant**") will receive a copy of the current

- simplified prospectus relating to the Funds at the time an Investment Plan is established.
7. Pursuant to the Legislation, a Distributor not acting as agent of the purchaser, who receives an order or subscription for a security of a Fund offered in a distribution to which the Delivery Requirement applies, must, unless it has previously done so, send by prepaid mail or deliver to the purchaser the latest prospectus and any amendment to the prospectus filed either before entering into an agreement of purchase and sale resulting from the order or subscription or not later than midnight on the second day, exclusive of Saturdays, Sundays and holidays, after entering into such agreement.
 8. Pursuant to the Legislation, an agreement referred to in paragraph 6 is not binding on the purchaser if the Distributor receives notice of the intention of the purchaser not to be bound by the agreement of purchase and sale within a specified time period.
 9. The terms of an Investment Plan are such that an investor can terminate the instructions to the Distributor at any time. Therefore, there is no agreement of purchase and sale until a scheduled investment date arrives and the instructions have not been terminated. At this point the securities are purchased.
 10. A Distributor not acting as an agent for the applicable investor is required pursuant to the Legislation to mail or deliver to all Participants who purchase securities of a Fund pursuant to an Investment Plan, the current simplified prospectus of the applicable Fund at the time the investor enters into the Investment Plan and thereafter, any new prospectus or amendment thereto (a "**Renewal Prospectus**") filed pursuant to the Legislation.
 11. There would be significant cost involved in the annual printing and mailing or delivery of the Renewal Prospectus to Participants. The annual cost of production of a Renewal Prospectus, if relief from the Delivery Requirement was not granted, would be borne by the Funds. In addition, mailing costs would be incurred.
 12. The simplified prospectus of the Funds provided to Participants will disclose the terms of the relief from the Delivery Requirement and that Participants will not receive any Renewal Prospectus of the applicable Funds, unless they request it. The simplified prospectus of the Funds will also disclose to the Participants that they may request the Renewal Prospectus by calling a toll-free phone number, by e-mail or by fax, and the Manager will send, or cause to be sent, the renewal Prospectus to any Participant that requests it.
 13. The simplified prospectus of the Funds will advise Participants that the Renewal Prospectus and any amendments thereto may be found either on the SEDAR website or on Filer's website. The simplified prospectus of the Funds will also disclose to the Participants that they can subsequently request the current Renewal Prospectus and any amendments thereto by contacting the applicable Distributor and will provide a toll-free telephone number for this purpose. The simplified prospectus of the Funds will disclose to Participants that they will not have a right to withdraw (a "**Withdrawal Right**") from an agreement of purchase and sale in respect of purchases pursuant to an Investment Plan, but they will have a right (a "**Misrepresentation Right**") of action for damages or rescission in the event the Renewal Prospectus contains a misrepresentation, whether or not they request the Renewal Prospectus; and that they will continue to have the right to terminate the Investment Plan at any time before a scheduled investment date.
 14. Participants will be advised annually in writing (in an account statement sent by the Distributor or otherwise) how they can request the current Renewal Prospectus and any amendments thereto and that they have a Misrepresentation Right.

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 Requested Relief is granted provided that:

- (a) Participants are advised, in the simplified prospectus of the applicable Funds of the information described in paragraphs 11 and 12 above;
- (b) under the terms of an Investment Plan, a Participant can terminate participation in the Investment Plan at any time prior to a scheduled investment date;
- (c) Participants are advised annually in writing (in an account statement sent by the Distributor or otherwise) how they can request the current Renewal Prospectus and any amendments thereto and that they have a Misrepresentation Right; and
- (d) the Misrepresentation Right in the Legislation of a Jurisdiction is maintained in respect of a Participant whether or not a Renewal Prospectus is requested or received.

“Chris Besko”
Deputy-Director Legal
The Manitoba Securities Commission

2.1.4 Brompton Funds Management Limited et al.

Headnote

NP 11-203 Process for Exemptive Relief Applications in Multiple Jurisdictions – Exemptive relief granted to exchange traded mutual fund from 10% limit on purchases of gold, prohibition on purchases of silver and platinum, custodial provisions to allow Brinks and Via Mat to act as sub-custodians of the fund, and certain mutual fund requirements and restrictions on: transmission of purchase or redemption orders, calculation and payment of redemptions and date of record for payment of distributions – National Instrument 81-102 Mutual Funds.

Applicable Legislative Provisions

National Instrument 81-102 Mutual Funds, ss. 2.3(e), 2.3(f), 3.3, 6.1(2)(b), 6.1(3)(b), 6.2, 6.3, 10.3, 10.4(1), 12.1(1), 14.1, 19.1.

August 13, 2009

**IN THE MATTER OF
THE SECURITIES LEGISLATION OF
ONTARIO
(the Jurisdiction)**

AND

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

AND

**IN THE MATTER OF
BROMPTON FUNDS MANAGEMENT LIMITED
(the Manager)**

AND

**IN THE MATTER OF
PRECIOUS METALS BULLION TRUST
(the Fund)**

AND

**IN THE MATTER OF
RBC DEXIA INVESTOR SERVICES TRUST
(the Custodian)**

AND

**IN THE MATTER OF
THE BANK OF NOVA SCOTIA
(the Bullion Custodian)**

DECISION

Background

The principal regulator in the Jurisdiction has received an application from the Manager, in its capacity as manager of the Fund, for a decision under the securities legislation of the Jurisdiction of the principal regulator (the Legislation) for relief from the following provisions of NI 81-102 *Mutual Funds* ("NI 81-102"):

- (a) Subsection 2.3(e), to permit the Fund to purchase gold or a permitted gold certificate if, immediately after the purchase, more than 10% of the assets of the mutual fund, taken at market value at the time of the purchase, would consist of gold and permitted gold certificates;
- (b) Subsection 2.3(f), to permit the Fund to purchase silver, silver certificates, platinum and platinum certificates;
- (c) Section 3.3, to permit the costs of incorporation, formation or initial organization of the Fund to be borne by the Fund;
- (d) Paragraph 6.1(2)(b), to permit portfolio assets of the Fund to be held outside Canada by the Bullion Custodian, the Brinks Company or its subsidiaries or affiliates (Brinks), or Via Mat International Ltd. or its subsidiaries or affiliates (Via Mat), for purposes other than facilitating portfolio transactions of the Fund outside Canada;
- (e) Paragraph 6.1(3)(b), to permit the Custodian or the Bullion Custodian to appoint Brinks and Via Mat, which are persons or companies that are not described in section 6.2 or 6.3, to act as sub-custodians to hold the Fund's physical bullion;
- (f) Section 6.2, to permit Brinks and Via Mat to be appointed as sub-custodians of the Fund to hold the Fund's physical bullion in Canada;
- (g) Section 6.3, to permit Brinks and Via Mat to be appointed as sub-custodians of the Fund to hold the Fund's physical bullion outside Canada;
- (h) Section 10.3, to permit the redemption price of redeemable, transferable units of the Fund (Units) to which a redemption order pertains, to be a price other than the net asset value per Unit next determined after receipt by the Fund of the redemption order;
- (i) Paragraph 10.4(1)(a), to permit payment for redeemed Units to be made later than three business days from the date of determination of the net asset value for the purpose of effecting such redemption;
- (j) Subsection 12.1(1), to relieve the Fund from the requirement of completing and filing with the securities authorities the report required by that subsection; and

- (k) Section 14.1, to permit the Fund to establish a record date for distributions in accordance with the rules of the Toronto Stock Exchange (TSX).

(collectively, the Exemption Sought).

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

- (a) the Ontario Securities Commission is the principal regulator for this application; and
- (b) the Fund has provided notice that Section 4.7(1) of Multilateral Instrument 11-102 *Passport System* is intended to be relied upon in Alberta, British Columbia, Manitoba, Saskatchewan, Quebec, New Brunswick, Nova Scotia, Prince Edward Island, Newfoundland and Labrador, Yukon, Northwest Territories and Nunavut.

Interpretation

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

Representations

This decision is based on the following facts represented by the Manager and the Fund:

Background: the Fund and the Manager

1. The Fund is a mutual fund that was established by a declaration of trust dated March 27, 2009, as amended and restated as of July 30, 2009.
2. The Manager is the manager of the Fund. The Manager's head office is located in Ontario.
3. Neither the Fund nor the Manager is in default of the securities legislation of any province or territory of Canada.
4. The Fund filed a preliminary long-form prospectus (the Preliminary Prospectus) on June 12, 2009. A final long-form prospectus (the Final Prospectus) was filed on SEDAR under project no. 1436517 and a receipt for the Final Prospectus was issued on July 31, 2009. The Fund is a reporting issuer under the securities legislation of each province and territory of Canada. The Final Prospectus qualified the initial public offering (the Offering) of Combined Units of the Fund at a price of \$12.00 per Combined Unit. Each Combined Unit consists of one Unit and one transferable warrant of the Fund (a Warrant). Each Warrant entitles its holder to purchase one Unit at a subscription price of \$12.00, on or before 5:00 p.m. (Toronto time) on January 31, 2010. The Fund does not intend to be in continuous distribution.

5. The Fund has been granted exemptive relief from NI 81-106 Investment Fund Continuous Disclosure to calculate its net asset value (Net Asset Value) per Unit as at the close of business on each Valuation Date. At a minimum, a Valuation Date will be the Thursday of each week, or if any Thursday is not a business day, then the immediately preceding business day, and also the last business day of each month.
6. Units may be redeemed quarterly, on the second last business day of January, April, July and October, commencing in April, 2010 (Quarterly Redemptions, and each such date being a Quarterly Redemption Date). In order to effect a Quarterly Redemption, the Units must be surrendered no later than the last business day in the month prior to the applicable Quarterly Redemption Date. Holders of Units (Unitholders) who redeem Units on a Quarterly Redemption Date will receive a redemption price per Unit equal to 100% of the Net Asset Value per Unit (less any costs and expenses associated with the redemption) on the Quarterly Redemption Date. A Unitholder may elect to receive the proceeds of a Quarterly Redemption in physical bullion provided that the proceeds payable to the redeeming Unitholder in respect of that Quarterly Redemption are at least \$1.5 million, or such other amount as may be determined and announced by the Manager from time to time.
7. Units may also be redeemed on the last business day of each month other than January, April, July and October (Monthly Redemptions, and each such date being a Monthly Redemption Date). In order to effect a Monthly Redemption, the Units must be surrendered no later than the last business day in the month prior to the applicable Monthly Redemption Date. Unitholders who redeem Units on a Monthly Redemption Date will receive a redemption price per Unit equal to 94% of the diluted Net Asset Value per Unit on the Monthly Redemption Date (less any costs and expenses associated with the redemption).
8. Redemption payments for Units surrendered in connection with a Quarterly Redemption or a Monthly Redemption will be made on the 10th business day of the month immediately following the applicable Quarterly Redemption Date or Monthly Redemption Date.
9. The TSX has conditionally approved the listing of the Units and the Warrants, subject to the Fund fulfilling all of the requirements of the TSX on or before September 18, 2009.
10. In respect of the Offering, the Fund will pay an agents' fee equal to 5.25% of the gross proceeds of the Offering, and Offering expenses, not to exceed 1.5% of the gross proceeds of the Offering.

The Fund's Investment Objective and Investment Restrictions

11. The investment objective of the Fund is to provide Unitholders with a secure, low cost and convenient method of investing in gold, silver and platinum bullion on a Canadian dollar-hedged basis. The Fund does not anticipate making regular distributions.
12. The net proceeds of the Offering will be used to purchase approximately equal dollar amounts of each of physical gold, silver and platinum bullion as soon as practicable following closing of the Offering, in accordance with the investment objective and restrictions of the Fund. The Fund will hold a minimum of 90% of the Net Asset Value in physical gold, silver and platinum bullion, and up to 5% of the Net Asset Value may be invested in gold, silver or platinum certificates. The Fund may also invest up to 5% of its assets in cash and cash equivalents to fund operations and redemptions.
13. Substantially all of the value of the Fund's portfolio will be hedged to the Canadian dollar.
14. All bullion purchased by the Fund will be certified by the relevant vendor as bullion conforming to the good delivery standards of the London Bullion Market Association, the London Platinum and Palladium Market, or another internationally recognized bullion trading body.

The Fund's Custody Arrangements

This decision is also based on the following facts represented by the Manager, the Fund, the Custodian (with respect to matters relating to the Custodian) and the Bullion Custodian:

15. The Custodian will be appointed to be the Fund's custodian pursuant to the terms of a custodian agreement with the Manager (the Custodian Agreement). The Custodian will hold the property of the Fund other than the Fund's physical gold, silver and platinum bullion. The terms of the Custodian Agreement will comply with all requirements in Part 6 of NI 81-102.
16. The Custodian will appoint the Bullion Custodian to be a sub-custodian of the Fund, to hold the Fund's physical gold, silver and platinum bullion. The custody arrangements with respect to the Fund's physical gold, silver and platinum bullion will be governed by the terms of an agreement between the Custodian and the Bullion Custodian (the Bullion Custodian Agreement). Except as represented below, the terms of the Bullion Custodian Agreement will comply with all requirements in Part 6 of NI 81-102.

17. The Fund's physical gold, silver and platinum bullion will be stored and held on an allocated and segregated basis in the vault facilities of ScotiaMocatta, a division of the Bullion Custodian, in Canada, London or New York. ScotiaMocatta is one of the largest providers of physical precious metals trading and custodial services in the world. The Manager has determined that the Bullion Custodian would be the appropriate choice to provide custodial services to the Fund, because ScotiaMocatta is experienced in providing gold, silver and platinum storage and custodial services, and is familiar with the requirements relating to the physical handling and storage of gold, silver and platinum bullion required in connection with the redemption of Units for physical bullion.
18. The Fund will not insure its physical gold, silver or platinum bullion. The Bullion Custodian maintains insurance on such terms and conditions as it considers appropriate against all risk of physical loss of, or damage to, bullion stored in ScotiaMocatta's vaults except the risk of war, nuclear incident, terrorism events or government confiscation. Neither the Manager, the Fund nor the Custodian is a beneficiary of any such insurance and none of them have the ability to dictate the existence, nature or amount of coverage.
19. The Manager has discussed such insurance coverage with the Bullion Custodian, and believes that the insurance that the Bullion Custodian has obtained will be appropriate for the Fund. The Bullion Custodian Agreement shall provide that the Bullion Custodian shall not cancel its insurance except upon 30 days prior written notice to the Manager. The Fund disclosed the material details of that insurance arrangement in its Final Prospectus.
20. The Bullion Custodian has advised the Manager and the Custodian that due to physical storage capacity constraints, having regard to the amount of gold, silver and platinum bullion which the Fund may acquire in connection with Offering, as well as in contemplation of the exercise of any Warrants, there will not be sufficient space in the vault facilities of ScotiaMocatta, in Canada, London and New York, to store all of the Fund's physical gold, silver and platinum bullion.
21. As a result, the Bullion Custodian will be required to use the services of sub-custodians to store some of the Fund's physical gold, silver and platinum bullion.
22. The Bullion Custodian has advised the Custodian and the Manager that it proposes to use Brinks and Via Mat, as sub-custodians to hold the physical gold, silver and platinum bullion of the Fund. Brinks and Via Mat are not entities that are currently approved to act as a custodian or sub-custodian for assets held in Canada, or to act as a sub-custodian for assets held outside of Canada as Brinks and Via Mat are not, among other things, a bank listed in Schedule I, II or III of the *Bank Act* (Canada) or a trust company incorporated under the laws of Canada.
23. Brinks and Via Mat are leading providers of secure logistics for valuables, including diamonds, jewellery, precious metals, securities, currency and secure data, serving banks, retailers, governments, mines, refiners, metal traders, and diamantaires. Brinks and Via Mat are both authorized depositories for the London Bullion Market Association and have vault facilities that are accepted as warehouses for the London Bullion Market Association. Brinks is also an authorized depository for NYMEX/COMEX.
24. The number of entities in Canada which are eligible to act as sub-custodians for the physical storage of silver bullion is limited. Of these eligible entities, some already have exclusive relationships with other investment funds for storage purposes whereas others simply do not have the excess capacity needed to store the amount of physical silver bullion contemplated by the Offering and have advised that they would be required to secure additional space through the vaulting facilities of service providers. These capacity constraints have been intensified due to the relatively recent run-up in demand for physical commodities and the corresponding need to arrange for safe-keeping.
25. The Manager and the Bullion Custodian believe that both Brinks and Via Mat are appropriate sub-custodians for the Fund's physical gold, silver and platinum bullion. The Bullion Custodian has engaged in a review of the facilities, procedures, records and the level of insurance coverage of Brinks and Via Mat, and will engage in a similar review annually, to satisfy itself as to the continuing appropriateness of using Brinks and Via Mat as sub-custodians of the Fund's physical bullion.
26. The custody arrangements with respect to the holding of the Fund's physical gold, silver and platinum bullion by Brinks or Via Mat will be governed by the terms of an agreement between the Bullion Custodian and Brinks or Via Mat, as applicable (the Bullion Sub-Custodian Agreements), the terms of which will comply with Sections 6.4 and 6.5 of NI 81-102.
27. The sub-custodial activities of Brinks and Via Mat will be limited to holding the Fund's physical gold, silver and platinum bullion. All physical gold, silver and platinum bullion of the Fund held by Brinks and Via Mat will be held in vault facilities in Canada, London or New York, on an allocated and segregated basis. The Bullion Custodian will

exercise its audit rights under each Bullion Sub-Custodian Agreement on an on-going basis in order to satisfy itself that Brinks and Via Mat are in substantial compliance with the terms of the relevant Bullion Sub-Custodian Agreement and, in particular, that the bullion of the Fund which the Bullion Custodian has transferred to Brinks and Via Mat on behalf of the Fund (i) is held by Brinks and Via Mat at vault facilities that are accepted as warehouses for the London Bullion Market Association, (ii) is physically segregated and specifically identified, both in the vault facilities in which such bullion is held by Brinks and Via Mat and on the books and records of Brinks and Via Mat, as constituting the property of the Bullion Custodian or the Fund, (iii) has not sustained loss, damage or destruction (but with no obligation on the part of the Bullion Custodian to verify the weight, quality, fineness, assay characteristics, authenticity or composition of such bullion or that such bullion conforms to any good delivery standards of the London Bullion Market Association, NYMEX/COMEX, the London Platinum and Palladium Market Association or any other bullion trading body or that such bullion is otherwise fit for any purpose), and (iv) remains the subject of a subsisting policy of insurance that covers Brinks's and Via Mat's liability for the loss, damage or destruction of such bullion.

28. The Bullion Custodian has advised the Fund and the Manager that each of Brinks and Via Mat have arranged for sufficient insurance coverage in respect of any of the Fund's physical gold, silver and/or platinum bullion material held by the Bullion Custodian through the vault facilities of Brinks or Via Mat. The Manager has discussed the insurance coverage obtained by Brinks and Via Mat with the Bullion Custodian, and believes that the insurance coverage obtained by Brinks and Via Mat is appropriate for the Fund.

29. Pursuant to the Custodian Agreement, in safekeeping the property of the Fund the Custodian is required to exercise (a) the degree of care, diligence and skill that a reasonably prudent person would exercise in the circumstances; or (b) at least the same degree of care as it exercises with respect to its own property of a similar kind, if this is a higher degree of care than the degree of care referred to in (a). The Custodian will not be entitled to an indemnity from the Fund in the event the Custodian breaches its standard of care. The Bullion Custodian Agreement will include a similar standard of care in respect of the obligations of the Bullion Custodian. The Bullion Custodian has satisfied itself that the degree of care to which Brinks and Via Mat are subject in respect of the Bullion Sub-Custodian Agreements is no less than the degree of care referred to in (a).

30. The Custodian Agreement provides that if the Fund suffers a direct loss as a result of any act or

omission of the Custodian, the Bullion Custodian, Brinks or Via Mat, or any other sub-custodian appointed by the Custodian, and if such loss is directly attributable to the failure of (a) the Custodian to comply with its standard of care in the provision of any service to be provided by it under the Custodian Agreement, (b) the Bullion Custodian to comply with its standard of care in the provision of any service to be provided by it under the Bullion Custodian Agreement, (c) Brinks or Via Mat to comply with their standard of care in the provision of any service to be provided by them under the applicable Bullion Sub-Custodian Agreement, (d) another sub-custodian to comply with its standard of care in the provision of any service to be provided by it under its custody agreement with the Custodian, then the Custodian shall assume liability for such loss directly, and shall reimburse the Fund accordingly.

31. The Fund's auditors will be present during, and will verify, a physical count of all of the Fund's physical gold, silver and platinum bullion, whether held by the Bullion Custodian, Brinks or Via Mat, at least once every year. The Fund and its auditors will have the ability, with sufficient advance notice to the Bullion Custodian, Brinks and/or Via Mat, to attend at the vaults of the Bullion Custodian, Brinks and/or Via Mat as required to verify the gold, silver and platinum bullion held by the Bullion Custodian, Brinks or Via Mat on behalf of the Fund.

Decision

The principal regulator is satisfied that the decision meets the test set out in the Legislation for the principal regulator to make the decision.

The decision of the principal regulator under the Legislation is that the Exemption Sought is granted provided that:

- (a) the Manager, on behalf of the Fund, ensures that any silver certificates purchased by the Fund are certificates representing silver if the silver is:
 - (i) available for delivery in Canada, free of charge, to or to the order of the holder of the certificate,
 - (ii) of a minimum fineness of 999 parts per 1,000,
 - (iii) held in Canada,
 - (iv) in the form of either bars or wafers, and
 - (v) if not purchased from a bank listed in Schedule I, II or III of the Bank Act (Canada), fully insured against loss and

- bankruptcy by an insurance company licensed under the laws of Canada or a jurisdiction.
- (b) the Manager, on behalf of the Fund, ensures that any platinum certificates purchased by the Fund are certificates representing platinum if the platinum is:
- (i) available for delivery in Canada, free of charge, to or to the order of the holder of the certificate,
 - (ii) of a minimum fineness of 999 parts per 1,000,
 - (iii) held in Canada,
 - (iv) in the form of either bars or wafers, and
 - (v) if not purchased from a bank listed in Schedule I, II or III of the Bank Act (Canada), fully insured against loss and bankruptcy by an insurance company licensed under the laws of Canada or a jurisdiction.
- (c) the Fund, the Manager, the Custodian and the Bullion Custodian are limited to using Brinks and Via Mat as sub-custodians for the Fund's physical gold, silver and platinum bullion;
- (d) in respect of the compliance reports to be prepared by the Custodian pursuant to Section 6.7 of NI 81-102, in lieu of including the information required by paragraphs 6.7(1)(a), 6.7(1)(b), 6.7(1)(c) and 6.7(2)(b) and (c) in respect of the Custodian's review of the sub-custodial arrangements involving Brinks and Via Mat, the Custodian shall instead be entitled to rely on a certificate of the Bullion Custodian prepared in respect of the Bullion Custodian's annual review process for Brinks and Via Mat referred to in paragraph 25 above, and whether the Bullion Custodian remains of the view that Brinks and Via Mat continue to be appropriate sub-sub-custodians to hold the Fund's physical gold, silver and platinum bullion;
- (e) the Manager, on behalf of the Fund, ensures that prospectus of the Fund contains disclosure regarding the unique risks associated with an investment in the Fund, including the risk that direct purchases of precious metals by the Fund may generate higher transaction and custody costs than other types of
- investments, which may impact the performance of the Fund; and
- (f) the Fund complies with applicable TSX requirements in setting the record date for payment of distributions.

"Darren McKall"
Assistant Manager, Investment Funds Branch
Ontario Securities Commission

2.1.5 Resolve Business Outsourcing Income Fund – s. 1(10)

Maker with the jurisdiction to make the decision has been met and orders that the Applicant is not a reporting issuer.

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.

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

Applicable Legislative Provisions

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

August 14, 2009

Resolve Business Outsourcing Income Fund
939 Eglinton Avenue East
Suite 201
Toronto, Ontario
M4G 4H7

Dear Sirs/Mesdames:

Re: Resolve Business Outsourcing Income Fund (the Applicant) - application for a decision under the securities legislation of Alberta, Saskatchewan, Manitoba, Ontario, Québec, New Brunswick, Nova Scotia, Prince Edward Island and Newfoundland and Labrador, Northwest Territories, Nunavut and Yukon (the Jurisdictions) that the Applicant is not a reporting issuer

The Applicant has applied to the local securities regulatory authority or regulator (the Decision Maker) in each of the Jurisdictions for a decision under the securities legislation (the Legislation) of the Jurisdictions that the Applicant is not a reporting issuer.

As the Applicant has represented to the Decision Makers that:

- (a) the outstanding securities of the Applicant, 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;
- (b) no securities of the Applicant are traded on a marketplace as defined in National Instrument 21-101 *Marketplace Operation*;
- (c) the Applicant 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; and
- (d) the Applicant is not in default of any of its obligations under the Legislation as a reporting issuer,

each of the Decision Makers is satisfied that the test contained in the Legislation that provides the Decision

2.1.6 ClubLink Corporation – s. 1(10)

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

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).

August 14, 2009

ClubLink Corporation
c/o Andrew Bozzato
Stikeman Elliott LLP
5300 Commerce Court
199 Bay Street
Toronto, Ontario M5L 1B9

Dear Sirs / Mesdames:

Re: ClubLink Corporation (the Applicant) - application for a decision under the securities legislation of Alberta, Saskatchewan, Manitoba, Ontario and Quebec (collectively, the “Jurisdictions”) that the Applicant is not a reporting issuer

The Applicant has applied to the local securities regulatory authority or regulator (the Decision Maker) in each of the Jurisdictions for a decision under the securities legislation (the Legislation) of the Jurisdictions that the Applicant is not a reporting issuer.

As the Applicant has represented to the Decision Makers that:

- (a) the outstanding securities of the Applicant, 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;
- (b) no securities of the Applicant are traded on a marketplace as defined in National Instrument 21-101 *Marketplace Operation*;
- (c) the Applicant 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; and
- (d) the Applicant is not in default of any of its obligations under the Legislation as a reporting issuer,

each of the Decision Makers is satisfied that the test contained in the Legislation that provides the Decision Maker with the jurisdiction to make the decision has been met and orders that the Applicant is not a reporting issuer.

2.1.7 Cardinal Health, Inc. and CareFusion Corporation

Headnote

Mutual Reliance Review System for Exemptive Relief Applications – relief from dealer registration and prospectus requirements to allow US parent company to spin-off the shares of its US subsidiary to investors by way of a dividend in specie and to allow the US parent company and US subsidiary to distribute certain options and restricted stock units in connection with the Spin-off – Spin-off technically not covered by legislative exemptions – US parent company having a *de minimis* shareholder presence in Canada – US parent company was a public company in the United States, but not a reporting issuer in Canada. Following spin-off, US subsidiary will be an independent public company in the United States, but not a reporting issuer in Canada – No investment decision required from Canadian shareholders in order to receive the spin-off shares or to receive options or restricted stock units.

Applicable Legislative Provisions

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

August 12, 2009

IN THE MATTER OF THE SECURITIES LEGISLATION OF ONTARIO (The "Jurisdiction")

AND

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

AND

IN THE MATTER OF CARDINAL HEALTH, INC. ("Cardinal") AND CAREFUSION CORPORATION ("SpinCo" and, together with Cardinal, the "Filers")

DECISION

Background

The principal regulator in the Jurisdiction has received an application from the Filers (the "**Application**") for a decision under the securities legislation of the Jurisdiction of the principal regulator (the "**Legislation**") for relief from the prospectus requirement and dealer registration requirement in connection with: (i) the proposed distribution to Cardinal's shareholders, *pro rata*, of nearly all the outstanding capital stock (the "**SpinCo Shares**") of SpinCo, a newly created indirect wholly-owned subsidiary corporation of Cardinal; and (ii) as described in paragraph 19, the proposed distribution of stock options exercisable for common shares of Cardinal, SpinCo restricted share

units and stock options exercisable for SpinCo Shares (together the "**Security Compensation Awards**") to certain Canadian resident holders of Cardinal restricted share units and stock options (the "**Canadian Cardinal Security Compensation Award Holders**") as a consequence of the Spin-off (as described below) (collectively, the "**Exemption Sought**").

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

- (a) the Ontario Securities Commission is the principal regulator for this Application, and
- (b) the Filers have provided notice that section 4.7 of Multilateral Instrument 11-102 *Passport System* ("**MI 11-102**") is intended to be relied upon in each of the other provinces and territories of Canada (the "**Jurisdictions**").

Interpretation

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

Representations

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

Distribution to Cardinal Shareholders

1. Cardinal is an Ohio corporation incorporated on May 16, 1979. Through its subsidiaries, Cardinal is a provider of products and services supporting the health-care industry. Cardinal's business comprises two distinct divisions, healthcare supply service and clinical and medical products ("**CMP Business**"). Cardinal is not a reporting issuer under the securities laws of any province or territory of Canada. Cardinal has no intention of ever becoming a reporting issuer under the securities laws of any province or territory of Canada.
2. The common shares of Cardinal ("**Cardinal Shares**") are widely held and trade on the New York Stock Exchange (the "**NYSE**"). Cardinal Shares are not listed on any Canadian stock exchange.
3. As of May 15, 2009 there were 86 registered holders of Cardinal Shares ("**Cardinal Shareholders**") resident in seven Canadian provinces (the "Canadian Shareholders") holding approximately 69,215 Cardinal Shares, representing less than 0.001% of the approximately 360 million Cardinal Shares outstanding. As such, the proportion of Cardinal Shares held by residents of Canada is *de minimis*.

4. Subject to obtaining necessary approvals, Cardinal will spin off a portion of its CMP Business into SpinCo, a company that will become an independent, publicly-traded company through a tax neutral spin-off transaction ("**Spin-off**"). The United States Securities and Exchange Commission (the "**SEC**") will be reviewing the disclosure documents filed by Cardinal for the Spin-off, namely a registration statement on Form 10 under the *United States Securities and Exchange Act of 1934* which contains an information statement with pro forma financial information as an exhibit. The Spin-off was publicly announced by Cardinal on September 29, 2008 by way of press release.
 5. SpinCo is an indirect, wholly owned Delaware subsidiary of Cardinal. Under the Spin-off, SpinCo will become the eventual parent of a number of Cardinal subsidiaries comprising Cardinal's CMP Business. To effect the Spin-off, Cardinal will distribute to SpinCo all of the stock of the CMP Business subsidiaries in actual or constructive exchange for SpinCo Shares, the assumption of liabilities and an amount of cash. Cardinal will then make a pro rata distribution of all of the outstanding SpinCo Shares to Cardinal Shareholders (the "**Distribution**"). The Distribution will be a "distribution" or a "distribution to the public" for the purposes of the Legislation.
 6. Cardinal Shareholders will not be required to pay for the SpinCo shares received in the Spin-off, or to surrender or exchange Cardinal Shares or take any other action to be entitled to receive their SpinCo Shares. The Distribution will occur automatically and without any investment decision on the part of the Cardinal Shareholders.
 7. After the Spin-off, Cardinal will continue to be listed and traded on the NYSE.
 8. The SpinCo Shares have been authorized for listing on the NYSE.
 9. SpinCo does not intend to list its shares on any stock exchange in Canada and it does not intend to become a reporting issuer in any of the Jurisdictions.
 10. The Distribution and Spin-off will be effected in compliance with Ohio and Delaware law and United States federal securities laws, and the disclosure documents for the Spin-off will be reviewed by the SEC.
 11. Because the Spin-off will be by way of a dividend of SpinCo Shares to the Cardinal Shareholders, no shareholder approval of the proposed transaction is required under Ohio law.
 12. All materials relating to the Spin-off and the Distribution sent by or on behalf of Cardinal to registered Cardinal Shareholders in the United States will be sent concurrently to the registered Cardinal Shareholders resident in Canada.
 13. Registered Cardinal Shareholders resident in Canada will be sent the information statement that is an exhibit to the registration statement on Form 10 after the SEC declares the registration statement effective.
 14. Following the Spin-off, Cardinal and SpinCo, respectively, will send concurrently to the registered holders of Cardinal Shares and SpinCo Shares resident in Canada the same disclosure materials that each sends to registered holders of Cardinal Shares and SpinCo Shares with addresses, as shown on its books to be, in the United States.
 15. The Canadian Shareholders who receive Cardinal Shares as a dividend pursuant to the Spin-off will have the benefit of the same rights and remedies in respect of the disclosure documentation received in connection with the Spin-off and the Distribution that are available to Cardinal Shareholders in the United States.
 16. The Distribution of SpinCo Shares to Canadian Shareholders would be exempt from the prospectus and registration requirements pursuant to subsection s.2.31(2) and (3) of National Instrument 45-106 *Prospectus and Registration Exemptions* ("**NI 45-106**") but for the fact that SpinCo is not a reporting issuer under the Legislation.
- Distribution to Canadian Cardinal Employees of SpinCo Security Compensation Awards*
17. A small number of Cardinal employees who hold vested and unvested options for Cardinal Shares and Cardinal restricted share units (together, the "**Cardinal Security Compensation Awards**") under the current Cardinal 2005 Long-Term Incentive Plan, Amended and Restated Equity Incentive Plan, and Broadly-Based Equity Incentive Plan (and equity plans assumed in corporate transactions), as applicable, (collectively, the "**Existing Plans**") are Canadian residents.
 18. As a result of the Spin-off, Cardinal Shares will be worth less. As part of the Spin-off, Cardinal wishes to adjust the existing employee restricted share units and stock options for Cardinal Shares and arrange for the issuance by SpinCo of an appropriate amount of Security Compensation Awards (the "**Security Compensation Awards Distribution**"). The Security Compensation Awards Distribution is intended to preserve the intrinsic value of the original grant of Cardinal Security Compensation Awards.

19. The various distributions comprising the Security Compensation Awards Distribution can be made in reliance upon section 2.24 of NI 45-106, except for the following:

- (a) in the case of a holder of an option for Cardinal Shares granted on or prior to September 26, 2007 who will remain employed with Cardinal following the Spin-off, the distribution to such holder of a SpinCo stock option;
- (b) in the case of a holder of options for Cardinal Shares granted on or prior to September 26, 2007 who will become employed by SpinCo upon the Spin-off, the distribution to such holder of an adjusted Cardinal stock option; and
- (c) in the case of a holder of a Cardinal restricted stock unit granted on or prior to September 26, 2007, issued in exchange for an option initially granted on or prior to September 26, 2007 or granted in connection with the announcement of the plans for the Spin-off, the distribution to such holder of a SpinCo restricted stock unit representing the right to receive 0.5 SpinCo Shares.

20. The distributions described in paragraph 19 would be exempt from the prospectus and registration requirements pursuant to section 2.24 of NI 45-106, but for the fact that such distributions will occur immediately after the Spin-off, and at that time Cardinal and SpinCo will not technically be related entities for the purposes of NI 45-106. The Spin-off was structured in this manner due to tax considerations.

21. The Canadian Cardinal Security Compensation Award Holders hold less than 0.01% of all the outstanding Cardinal Security Compensation Awards. As such, the distribution of the Security Compensation Awards to the Canadian Cardinal Security Compensation Award Holders is *de minimis*.

22. Following the Security Compensation Awards Distribution, the Canadian Cardinal Security Compensation Award Holders will receive the same disclosure material that each United States SpinCo employee would receive who holds Security Compensation Awards.

23. Only the Canadian Cardinal Security Compensation Award Holders who hold vested and unvested Cardinal Security Compensation Awards under the Existing Plans, as applicable, will receive the one time benefit of the exemptions granted under this decision with respect to the Security Compensation Awards distributed under the Security Compensation Awards Distribution.

Thereafter, Cardinal employees will potentially receive Cardinal restricted share units and/or stock options for Cardinal Shares under the applicable Existing Plan, while SpinCo employees will potentially receive SpinCo restricted share units and/or stock options for SpinCo Shares under any comparable plan of SpinCo's, as applicable.

24. The Filers are not in default of any securities legislation in any of the provinces or territories of Canada.

Decision

The principal regulator is satisfied that the decision meets the test set out in the Legislation for the principal regulator to make the decision.

The decision of the principal regulator under the Legislation is that the Exemption Sought is granted provided that the first trade in:

- (i) SpinCo Shares issued pursuant to the Distribution,
- (ii) Security Compensation Awards issued pursuant to the distributions referred to in paragraph 19 above, or
- (iii) SpinCo Shares or Cardinal Shares issued on the exercise or vesting, as applicable, of Security Compensation Awards issued pursuant to the distributions referred to in paragraph 19 above,

will be deemed to be a distribution unless the conditions in section 2.6 or subsection 2.14(1) of National Instrument 45-102 Resale of Securities are satisfied.

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

"Paulette Kennedy"
Commissioner
Ontario Securities Commission

2.2 Orders

2.2.1 Mediobanca Securities USA LLC – s. 211 of the Regulation

Headnote

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

Statutes Cited

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

Regulations Cited

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

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

AND

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

AND

**IN THE MATTER OF
MEDIOBANCA SECURITIES USA LLC**

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

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

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

AND UPON the Applicant having represented to the Commission that:

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

section 208 of the Regulation. The Applicant is not currently registered in any capacity under the Act.

2. The Applicant is a limited liability company formed under the laws of the State of Delaware, United States of America. The Applicant's head office and principal place of business is located at 565 Fifth Avenue, New York, NY 10017 USA.
3. 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.
4. The Applicant does not carry on business as an underwriter in the United States or in any other jurisdiction.
5. In the absence of the relief requested in this Application, the Applicant would not meet the requirements of the Regulation for registration as a dealer in the category of international dealer since the Applicant does not carry on the business of an underwriter in a country other than Canada.
6. The Applicant does not currently act as an underwriter in Ontario and the Applicant will not act as an underwriter in Ontario if it is registered under the Act as a dealer in the category of international dealer, notwithstanding the fact that subsection 100(2) of the Regulation provides that the registration of an international dealer authorizes the dealer to act as an underwriter for the sole purpose of making a distribution that it is authorized to make by section 208 of the Regulation.

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

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

- a. the Applicant carries on the business of a dealer in good standing in a country other than Canada; and
- b. notwithstanding subsection 100(2) of the Regulation, the Applicant shall not act as an underwriter in Ontario.

August 12, 2009

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

"Paulette Kennedy"
Commissioner
Ontario Securities Commission

2.2.2 W.J.N. Holdings Inc. et al.

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

AND

**IN THE MATTER OF
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**

ORDER

WHEREAS on March 11, 2009 the Commission made a temporary order, pursuant to subsections 127(1) and (5) of the Act, that all trading in securities of the respondents MSI Canada Inc., Prosporex Investment Club Inc. and Dominion Investment Club Inc. shall cease and that trading in any securities by all of the respondents shall cease and that any exemptions contained in Ontario securities law do not apply to the respondents (the "Temporary Order").

WHEREAS on March 24, 2009 the Commission made an order to extend the Temporary Order to July 24, 2009;

AND WHEREAS, on July 23, 2009 the Commission made an order to extend the Temporary Order to November 24, 2009;

AND WHEREAS in that regard Staff brought a motion to remove an exception for the respondent Sedwick Hill ("Hill") permitting him to sell mutual funds in accordance with his licence at Keybase Financial Group Inc. contained in the continuation of the Temporary Order dated March 24, 2009 ("Staff's Motion");

AND WHEREAS the respondent Hill requested an adjournment of Staff's Motion;

AND WHEREAS an adjournment to August 14, 2009 was granted;

AND WHEREAS due to the unavailability of a Hearing Panel on the adjourned date, a further adjournment of Staff's Motion was required;

AND WHEREAS the Commission is of the opinion that it is in the public interest to make this order and that the time required to conclude a hearing could be prejudicial to the public interest.

AND WHEREAS by Commission Order made June 24, 2009, pursuant to subsection 3.5(3) of the Act, each of W. David Wilson, James E. A. Turner, Lawrence E. Ritchie, David L. Knight, Carol S. Perry and Patrick J. LeSage, acting alone, is authorized to make orders under section 127 of the Act;

IT IS ORDERED THAT Staff's Motion is adjourned to August 25, 2009 at 11:00 a.m. in Hearing Room B for a hearing *in camera*.

DATED at Toronto this 12th day of August, 2009.

"James E. A. Turner"

2.2.3 Ignition Point Technologies Corp. – s. 144

Headnote

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

Applicable Legislative Provisions

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

National Instrument 45-106 Prospectus and Registration Exemptions.

National Policy 12-202 Revocation of a Compliance-related Cease Trade Order.

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

AND

IN THE MATTER OF IGNITION POINT TECHNOLOGIES CORP.

ORDER (Section 144)

WHEREAS the securities of Ignition Point Technologies Corp. (the "Applicant") are subject to a temporary cease trade order made by the Director dated February 4, 2009 under subsections 127(1) and 127(5) of the Act and a further cease trade order made by the Director dated February 17, 2009 under subsection 127(1) of the Act directing that trading in the securities of the Applicant cease unless revoked by a further order of revocation (the "Cease Trade Order");

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

AND WHEREAS the Applicant has represented to the Commission that:

1. The Applicant was originally formed on August 1, 1996 through an amalgamation pursuant to the *Company Act* (British Columbia) of several predecessor corporations. The Applicant was continued under the *Canada Business Corporations Act* on April 24, 2001.

2. The Applicant is a reporting issuer under the securities legislation of the provinces of British Columbia, Alberta and Ontario.
3. The authorized share capital of the Applicant consists of an unlimited number of common shares with no par value ("Common Shares"), of which 7,456,666 Common Shares are issued and outstanding.
4. The Cease Trade Order was issued as a result of the Applicant's failure to file its annual financial statements and related management's discussion and analysis and officer's certificates for the year ended September 30, 2008. Subsequently, the Applicant failed to file its interim financial statements and related management's discussion and analysis and officer's certificates for the three months ended December 31, 2008 and six months ended March 31, 2009. The Applicant's failure to file these documents was due to financial distress.
5. Prior to the Cease Trade Order, the Applicant was a broadband communications company. The Applicant's partially owned operating subsidiary was TeraSpan Networks Inc. ("TeraSpan").
6. On January 30, 2009, the Applicant received notice of the commencement of foreclosure action by the holders of its secured convertible debentures. The Applicant had been in default of its interest payment obligations under this debt since May 2008. The foreclosure action resulted in the seizure by the secured creditors of the Applicant's shareholdings in TeraSpan and the extinguishment of the debt owed to those creditors. All of the directors and officers of the Applicant resigned immediately prior to January 30, 2009.
7. On February 3, 2009, the TSX Venture Exchange ("TSXV") suspended trading of the shares of the Applicant for failure to meet certain Tier Maintenance Requirements. On July 6, 2009, the Common Shares were accepted for listing on the NEX board of the TSXV. In order to qualify for the NEX board, the Applicant must, among other conditions, be a reporting issuer in good standing with all relevant securities regulatory authorities and under corporate law. Due to the Cease Trade Order, the Common Shares will remain suspended on the NEX board.
8. An extraordinary general meeting of the shareholders of the Applicant was held on June 23, 2009. The Applicant's shareholders were asked to approve, among other items, (i) the election of N. Ross Wilmot, Kurt Lahey and Kenneth Taylor as directors, (ii) a stock consolidation on a basis of one new Common Share for every three old Common Shares (the "Stock Consolidation"), and (iii) a change of name from "Ignition Point Technologies Corp." to "Tilting Capital Corp." These resolutions were passed by the shareholders of the Applicant.
9. The Applicant acknowledges that, by sending to shareholders an information circular describing the proposed Stock Consolidation and holding a shareholder meeting to approve the Stock Consolidation, the Applicant was in contravention of the Cease Trade Order.
10. To bring its continuous disclosure record up to date, the Applicant intends, within a reasonable time following the Private Placement (as defined in paragraph 16 below), to file on SEDAR its audited financial statements for the financial year ended September 30, 2008 and its interim financial statements for the three months ended December 31, 2008 and for the six months ended March 31, 2009 (collectively, the "Financial Statements") together with all required management's discussion and analysis and officer's certificates and all other continuous disclosure documents required by applicable securities legislation to be filed by the Applicant.
11. The Applicant is awaiting the completion of the audited annual financial statements and interim financial statements and they will be filed on SEDAR when completed. There are currently insufficient funds to complete the audit of the annual financial statements and to pay the participation and filing fees necessary for the Applicant to be current. If the Applicant cannot proceed with the Private Placement, it is likely that the Applicant will not be able to continue its operations.
12. In addition to the Cease Trade Order, the Applicant is also subject to:
 - (a) a cease trade order issued by the British Columbia Securities Commission on February 2, 2009; and
 - (b) a cease trade order issued by the Alberta Securities Commission on May 12, 2009.
13. The Applicant has concurrently applied for a partial revocation of both of these cease trade orders.
14. The Common Shares are not listed or quoted on any other exchange or market in Canada or elsewhere.
15. In conjunction with the forgoing, the Applicant wishes to proceed with the proposed Stock Consolidation and to change the name of the company to "Tilting Capital Corp.", subject to regulatory approval. Following the Stock Consolidation, the Applicant will have

- approximately 2,485,555 Common Shares issued and outstanding.
16. The Applicant is proposing to complete a private placement of equity securities to raise gross proceeds of \$75,000 (the "Private Placement") by issuing 2,500,000 post-consolidated Common Shares at a price per share of \$0.03 per Common Share, subject to regulatory approvals. The proposed number of Common Shares outstanding following the Private Placement will be approximately 4,985,555.
 17. The Applicant will issue the Common Shares in respect of the Private Placement pursuant to the accredited investor exemption in section 2.3 of National Instrument 45-106 – *Prospectus and Registration Exemptions*.
 18. Prior to completion of the Private Placement, each potential investor will receive:
 - (a) a copy of the Cease Trade Order;
 - (b) a copy of this Order; and
 - (c) written notice from the Applicant, and will provide a written acknowledgement to the Applicant, that all of the Applicant's securities, including securities issued in connection with the Private Placement will remain subject to the Cease Trade Order until it is revoked, and that the granting of this Order does not guarantee the issuance of a full revocation order in the future.
 19. The Applicant intends to use the proceeds from the Private Placement to complete the filing of the documents referred to in paragraph 10 above and to fund the cost of the Stock Consolidation.
 20. The Applicant cannot complete the Stock Consolidation or the Private Placement because of the Cease Trade Order.
 21. The Private Placement is to be completed in compliance with all applicable policies of the NEX board of the TSX Venture Exchange and applicable securities legislation.
 22. Upon the issuance of this Order, the Applicant will issue a press release and file a material change report announcing the Private Placement and this Order.
 23. The Applicant is not in default of any requirements of the Cease Trade Order or the Act or the rules and regulations made pursuant thereto, subject to the deficiencies outlined in paragraph 4 and 9 above.

24. The Applicant intends, within a reasonable time following completion of the Private Placement, to apply to the Commission and to the other securities regulatory authorities where cease trade orders are in effect for a full revocation of the Cease Trade Order and those other orders.
25. The Applicant is not considering, nor is it involved in any discussion relating to a reverse take-over, merger, amalgamation or other form of combination or transaction similar to any of the foregoing.

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

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

IT IS ORDERED, pursuant to section 144 of the Act, that the Cease Trade Order is partially revoked solely to permit:

- (a) the Stock Consolidation; and
- (b) the issuance of the Common Shares pursuant to the Private Placement and all acts in furtherance of the completion of the issuance of such Common Shares;

provided that:

- (i) prior to completion of the Private Placement, each potential investor:
 - a. receives a copy of the Cease Trade Order,
 - b. receives a copy of this Order, and
 - c. receives written notice from the Applicant, and provides a written acknowledgement to the Applicant, that all of the Applicant's securities, including securities issued in connection with the Private Placement will remain subject to the Cease Trade Order until it is revoked, and that the granting of this Order does not guarantee the issuance of a full revocation order in the future;
- (ii) the Applicant undertakes to make available copies of the written acknowledgements to staff of the Commission on request; and
- (iii) this Order will terminate on the earlier of the completion of the Private Placement and 180 days from the date hereof.

DATED August 13, 2009.

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

2.2.4 High Ridge Resources Inc. – 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
HIGH RIDGE RESOURCES INC.**

**ORDER
(Section 144)**

WHEREAS on May 25, 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 High Ridge Resources Inc. (the “**Applicant**”) whether direct or indirect, shall cease until further order by the Director;

AND WHEREAS the Permanent Order was made on the basis that the Applicant was in default of certain filing requirements under Ontario securities law as described in the Permanent Order (the “**Default**”);

AND WHEREAS the Applicant has applied to the Commission for an order pursuant to Section 144 of the Act to revoke the Permanent Order;

AND UPON the Applicant having represented to the Commission that:

1. The Applicant was incorporated under the *Business Corporations Act* (British Columbia) as 0698428 B.C. Ltd. on June 24, 2004, and the name was changed to “High Ridge Resources Inc.” on July 20, 2004.
2. The Applicant's registered office and interim mailing address is located at #1000 - 840 Howe Street, Vancouver, British Columbia, V6Z 2M1.
3. The Applicant is a reporting issuer or the equivalent under the securities legislation of the Provinces of Ontario, British Columbia and Alberta. The Applicant is not a reporting issuer in any other jurisdiction in Canada.
4. The Applicant's authorized share capital consists of an unlimited number of common shares (the “**Common Shares**”). The Applicant currently has 37,877,070 Common Shares issued and outstanding.

5. The Permanent Order was issued as a result of the Applicant's failure to file audited annual financial statements for the year ended December 31, 2008. Since the imposition of the Permanent Order, the Applicant has filed on the System for Electronic Document Analysis and Retrieval (**SEDAR**): (i) the audited annual financial statements for the year ended December 31, 2008, and MD&A (filed on August 6, 2009); and (ii) interim unaudited financial statements for the periods ended March 31, 2009, and MD&A (filed on August 6, 2009); June 30, 2009, and MD&A (filed on August 6, 2009); (collectively, the **2008 Financial Statements and 2009 Interim Financial Statements**).
6. Prior to the issuance of the Permanent Order, the Common Shares of the Applicant were traded on the TSX Venture Exchange (**TSXV**). The Common Shares of the Applicant were suspended from the TSXV on May 13, 2009. The Applicant has no securities, including debt securities that are currently listed or quoted on any exchange or market in Canada or elsewhere. The Applicant intends to apply for reinstatement of trading on TSXV as soon as the Permanent Order is revoked.
7. The Applicant was unable to prepare the 2008 Financial Statements and the 2009 Interim Financial Statements due to a lack of working capital.
8. The Applicant was also subject to a cease trade order issued by the British Columbia Securities Commission on May 11, 2009 which has been revoked on August 7, 2009.
9. Except for the failure to file the 2008 Financial Statements and 2009 Interim Financial Statements, the Applicant is not in default of any of its obligations as a reporting issuer under the Act.
10. The Applicant is now up-to-date with its continuous disclosure obligations and has paid all required outstanding participation fees, filing fees and late fees to the Commission.
11. The Applicant's SEDAR and SEDI profiles are up-to-date.
12. The Applicant has undertaken to hold an annual meeting of shareholders within three months after the date of this revocation order.
13. Upon the issuance of this revocation order, the Applicant will issue and file a news release and a material change report on SEDAR.

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

IT IS ORDERED, pursuant to Section 144 of the Act, that the Permanent Order is revoked.

DATED at Toronto this 14th day of August, 2009.

"Lisa Enright"
Manager, Corporate Finance Branch

**2.2.5 Tulsiani Investments Inc. and Sunil Tulsiani –
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
TULSIANI INVESTMENTS INC. AND
SUNIL TULSIANI**

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

WHEREAS on June 26, 2009, the Ontario Securities Commission (“Commission”) ordered pursuant to subsection 127(1) and 127(5) of the *Securities Act*, R.S.O. 1990, c. S.5, as amended (the “Act”) that all trading in the securities of Tulsiani Investments Inc. (“Investments”) shall cease and that Sunil Tulsiani (“Tulsiani”) and Investments shall cease trading in all securities (the “Temporary Order”);

AND WHEREAS on June 26, 2009, the Commission further ordered pursuant to subsection 127(6) of the Act that the Temporary Order shall take effect immediately and shall expire on the fifteenth day after its making unless extended by order of the Commission;

AND WHEREAS the Commission issued a Notice of Hearing on June 26, 2009 to consider, among other things, whether to extend the Temporary Order;

AND WHEREAS on July 9, 2009, the Commission held a hearing and counsel for Staff and counsel for the Respondents attended before the Commission and the Commission ordered the continuation of the Temporary Order to August 19, 2009 and the matter was adjourned to August 18, 2009 at 2:30 p.m.;

AND WHEREAS on August 18, 2009, the Commission held a hearing and counsel for Staff and counsel for the Respondents appeared and advised the Commission that the Respondents did not oppose the extension of the Temporary Order;

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

AND WHEREAS by Authorization Order dated June 24, 2009, pursuant to subsection 3.5(3) of the Act, each of W. David Wilson, James E. A. Turner, Lawrence E. Ritchie, David L. Knight, Carol S. Perry and Patrick J. LeSage 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(1) and 127(5) of the Act;

IT IS ORDERED pursuant to subsection 127(8) of the Act that the hearing is adjourned to December 11, 2009 at 9:00 a.m.; and

IT IS FURTHER ORDERED pursuant to subsection 127(8) of the Act that the Temporary Order is extended until the close of business December 14, 2009 unless further extended by order of the Commission.

Dated at Toronto this 18th day of August, 2009

“James E. A. Turner”

2.2.6 Paul Iannicca – s. 127

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

AND

**IN THE MATTER OF
PAUL IANNICCA**

**ORDER
(Section 127 of the Securities Act)**

WHEREAS on March 13, 2009, the Commission issued a Notice of Hearing pursuant to sections 127 and 127.1 of the Act accompanied by a Statement of Allegations dated March 12, 2009, issued by Staff of the Commission ("Staff") with respect to Paul Iannicca ("Iannicca");

AND WHEREAS on March 13, 2009, counsel for Iannicca was served with the Notice of Hearing and Statement of Allegations;

AND WHEREAS on March 20, 2009, upon hearing submissions from counsel for Staff, the hearing was adjourned to May 26, 2009;

AND WHEREAS on May 26, 2009, the hearing was adjourned until June 25, 2009 for the purpose of having a pre-hearing conference;

AND WHEREAS on June 25, 2009, the hearing was adjourned until August 18, 2009 for any other purpose that the parties may advise the Office of the Secretary;

AND WHEREAS on August 18, 2009, counsel for Iannicca did not attend but counsel for Staff informed the panel that both parties agreed to the adjournment of this hearing to October 7, 2009;

AND WHEREAS on August 18, 2009, upon hearing submissions from counsel for Staff;

IT IS ORDERED THAT the hearing is adjourned to October 7, 2009 at 10:00 a.m. or such other date as is agreed by the parties and determined by the Office of the Secretary and for any other purpose that the parties may advise the Office of the Secretary;

IT IS FURTHER ORDERED THAT counsel for Staff advise the Office of the Secretary no later than September 24, 2009 as to the nature of the hearing on October 7, 2009.

DATED at Toronto this 18th day of August, 2009

"Lawrence E. Ritchie"

2.2.7 Prosporex Investments 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
PROSPOREX INVESTMENTS INC.,
PROSPOREX FOREX SPV TRUST,
ANTHONY DIAMOND, DIAMOND + DIAMOND,
AND DIAMOND + DIAMOND
MERCHANT BANKING BANK**

**TEMPORARY ORDER
(Subsections 127(1) and (8))**

WHEREAS on July 13, 2009 the Commission made a temporary order, pursuant to subsections 127(1) and (5) of the Act, that all trading in securities of Prosporex Investment Club Inc., Prosporex Investments Inc., Prosporex Ltd., Prosporex Inc. and Prosporex FOREX SPV Trust and any other purported "offshore trust" associated therewith by these respondents shall cease and that any exemptions contained in Ontario securities law do not apply to the respondents ("the July 13 Temporary Order");

AND WHEREAS, pursuant to subsection 127(5) of the Act, the Temporary Order was to expire on July 28, 2009 unless extended by the Commission;

AND WHEREAS, the Commission held a hearing on July 28, 2009 to consider whether to extend the Temporary Order;

AND WHEREAS, Staff of the Commission and counsel for the respondents, Anthony Diamond, Diamond + Diamond, and Diamond + Diamond Merchant Banking Bank, were present at that hearing;

AND WHEREAS, no one attended that hearing on behalf of the other respondents, Prosporex Investments Inc. and Prosporex Forex SPV Trust on that day;

AND WHEREAS, Staff filed an affidavit by Allister Field sworn on July 23, 2009 in support of their request for an extension of the Temporary Order;

AND WHEREAS, on July 28, 2009 the Commission made an Order continuing the July 13, 2009 Temporary Order to August 18, 2009 and adjourning the hearing until August 18, 2009 at 3:30 p.m.;

AND WHEREAS, a hearing was held on August 18, 2009 at 3:30 p.m.;

AND WHEREAS, on August 18, 2009, Staff of the Commission appeared, an individual who is a principal and director of Prosporex Investment Inc., appeared on behalf of Prosporex Investment Inc., and none of the other respondents appeared;

AND WHEREAS, at the hearing on August 18, 2009, materials were filed by Staff and other materials were filed on behalf of Diamond + Diamond;

AND WHEREAS, the Panel also considered confidential materials filed in camera by Staff;

AND WHEREAS, the Commission is of the opinion that it is in the public interest to make this order and that the time required to conclude a hearing could be prejudicial to the public interest;

IT IS ORDERED THAT,

- (i) The July 13, 2009 Temporary Order is extended to September 21, 2009 unless extended or varied by further Order of the Commission;
- (ii) A hearing to consider whether to further extend the July 13, 2009 Temporary Order shall be held on September 21, 2009 at 10:00 a.m.

DATED at Toronto this 18th day of August, 2009.

"Mary G. Condon"

"Carol S. Perry"

2.2.8 Lehman Cohort Global Group Inc. et al. – ss. 127(1), 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
LEHMAN COHORT GLOBAL GROUP INC.,
ANTON SCHNEIDL, RICHARD UZNER,
ALEXANDER GRUNDMANN
AND HENRY HELSINGER**

**ORDER
(Subsections 127(1), (7) and (8))**

WHEREAS on May 20, 2009, the Ontario Securities Commission (the "Commission") issued a temporary cease trade order pursuant to sections 127(1) and 127(5) (the "Temporary Order") 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, 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 Uzner, 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 on June 4, 2009, the Commission ordered the Temporary Order be extended to July 22, 2009 and the Hearing be adjourned to July 21, 2009;

AND WHEREAS Staff served Lehman and Schnedl with copies of the Commission order of June 4, 2009 as evidenced by the Affidavit of Kathleen McMillan sworn on July 20, 2009;

AND WHEREAS Staff still had no contact information for Uzner, Grundmann or Hehlsinger and had not been able to serve them with any materials;

AND WHEREAS a hearing to consider extending the Temporary Order was held on July 21, 2008 commencing at 2:30 p.m. and Staff appeared and made submissions;

AND WHEREAS on July 20, 2009, the sole director of Lehman sent Staff correspondence indicating that neither she nor her counsel would be attending on July 21, 2009;

AND WHEREAS none of the other Respondents appeared before the Commission to oppose Staff's request for the extension of the Temporary Order;

AND WHEREAS on July 21, 2009, the Temporary Order was extended until August 20, 2009 and the hearing was adjourned to August 19, 2009 at 10:00 a.m.;

AND WHEREAS on August 14, 2009, a Notice of Hearing and Statement of Allegations were issued against the Respondents;

AND WHEREAS a hearing was held on August 19, 2009 and no one appeared on behalf of the Respondents and the Commission considered the submissions made to it by counsel for Staff;

AND WHEREAS at the hearing on August 19, 2009, Staff made submissions regarding service on the Respondents and the Commission is satisfied that Staff made all reasonable efforts to serve the Respondents;

IT IS HEREBY ORDERED that the Hearing on the Merits in this matter shall be held on Monday, January 25, 2010 and Tuesday, January 26, 2010 commencing each day at 10:00 a.m. at the offices of the Commission on the 17th floor, 20 Queen Street West in Toronto, Ontario or on such other days as directed by the office of the Secretary of the Commission;

IT IS FURTHER ORDERED pursuant to subsections 127(1), (7) and (8) that the Temporary Order is extended until the conclusion of the Hearing on the Merits in this matter.

DATED at Toronto this 19th of August, 2009.

"Carol S. Perry"

2.2.9 Kria Resources Ltd. – s. 1(11)(b)

Headnote

Subsection 1(11)(b) – Order that issuer is a reporting issuer for the purposes of Ontario securities law – Issuer already a reporting issuer in Alberta and British Columbia – Issuer's securities listed for trading on the TSX Venture Exchange – Continuous disclosure requirements in Alberta and British Columbia substantially the same as those in Ontario.

Statutes Cited

Securities Act, R.S.O. 1990, c. S.5, as am., s. 1(11)(b).

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

AND

**IN THE MATTER OF
KRIA RESOURCES LIMITED**

**ORDER
(Clause 1(11)(b))**

UPON the application of Kria Resources Ltd. (the **Applicant**) to the Ontario Securities Commission (the **Commission**) for an order pursuant to clause 1(11)(b) of the Act that, for the purposes of Ontario securities law, the Applicant is a reporting issuer in Ontario;

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

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

1. The Applicant was incorporated on May 16, 2006 pursuant to the *Business Corporations Act* (Ontario).
2. The registered head office of the Applicant is located at 65 Queen Street West, Suite 815, Toronto, Ontario, M5H 2M5.
3. The authorized share capital of the Applicant consists of an unlimited number of Common Shares.
4. As at the date hereof, a total of 47,312,364 Common Shares of the Applicant were issued and outstanding.
5. The Applicant became a reporting issuer or reporting issuer equivalent on July 16, 2009 pursuant to the *Securities Act* (British Columbia) (the **BC Act**) and the *Securities Act* (Alberta) (the **Alberta Act**) as a result of a plan of arrangement completed on such date involving Beartooth Platinum Corporation. The Applicant is not

currently a reporting issuer or the equivalent in any jurisdiction in Canada other than Alberta and British Columbia.

6. The Applicant is not on the list of defaulting reporting issuers maintained pursuant to the BC Act or the Alberta Act and is not in default of any of its obligations under the BC Act or the Alberta Act.
7. The continuous disclosure materials filed by the Applicant under the BC Act and the Alberta Act are available on the System for Electronic Document Analysis and Retrieval (SEDAR).
8. The continuous disclosure materials filed by the Applicant under the requirements of the BC Act and Alberta Act are substantially the same as the continuous disclosure requirements under the Act.
9. The common shares of the Applicant have been listed and posted for trading on the TSX Venture Exchange (the **TSX-V**) since July 24, 2009 under the symbol "KIA".
10. The Applicant is not in default of any of the rules, regulations or policies of the TSX-V.
11. The TSX-V requires all of its listed issuers, which are not otherwise reporting issuers in Ontario, to assess whether they have a significant connection with Ontario, as defined in Policy 1.1 of the TSX-V Corporate Finance Manual, and, upon first becoming aware that it has a significant connection to Ontario, to promptly make a *bona fide* application to the Commission to be deemed a reporting issuer in Ontario.
12. The Applicant has a significant connection to Ontario since more than 56% of the issued and outstanding share capital of the Applicant are owned by registered and beneficial holders who reside in Ontario.
13. Neither the Applicant nor any of its officers, directors or, to the knowledge of the Applicant or its officers and directors, any shareholder holding sufficient securities of the Applicant to affect materially the control of the Applicant, has:
 - (i) been the subject of any penalties or sanctions imposed by a court relating to Canadian securities legislation or by a Canadian securities regulatory authority;
 - (ii) entered into a settlement agreement with a Canadian securities regulatory authority; or
 - (iii) been subject to any other penalties or sanctions imposed by a court or regulatory body that would be likely to be

considered important to a reasonable investor making an investment decision.

14. Other than as disclosed below, neither the Applicant, nor any of its officers, directors nor, to the knowledge of the Applicant and its officers and directors, any shareholder holding sufficient securities of the Applicant to affect materially the control of the Applicant, is or has been subject to:

(i) any known ongoing or concluded investigations by a Canadian securities regulatory authority, or a court or regulatory body, other than a Canadian securities regulatory authority, that would be likely to be considered important to a reasonable investor making an investment decision; or

(ii) any bankruptcy or insolvency proceedings, or other proceedings, arrangements or compromises with creditors, or the appointment of a receiver, receiver-manager or trustee, within the preceding 10 years, except for Stan Bharti, who was a director of BLM Service Group Inc., which was petitioned into receivership on May 31, 2001.

15. Other than as disclosed below, neither any of the officers or directors of the Applicant nor, to the knowledge of the Applicant and its officers and directors, any shareholder holding sufficient securities of the Applicant to affect materially the control of the Applicant, is or has been at the time of such event an officer or director of any other issuer which is or has been subject to:

(i) any cease trade or similar order, or order that denied access to any exemptions under Ontario securities law, for a period of more than 30 consecutive days, within the preceding 10 years except for Stan Bharti and Patrick Gleeson; or

(ii) any bankruptcy or insolvency proceedings, or other proceedings, arrangements or compromises with creditors, or the appointment of a receiver, receiver-manager or trustee, within the preceding 10 years except for Stan Bharti.

16. Stan Bharti was a director of Galaxy OnLine Inc., which on May 29, 2001 became subject to a cease trade order for a period of more than 30 consecutive days for failing to file its financial statements, and a director of William Multi-Tech Inc., which on May 29, 2001 became subject to a cease trade order for a period of more than 30 consecutive days for failing to file its financial statements. The cease trade orders were revoked on November 30, 2001 and August 17, 2001,

respectively. Mr. Bharti is a director and Mr. Gleeson is an officer of Stetson Oil & Gas Ltd. which on May 7, 2008 became subject to a cease trade order for failing to file its financial statements. This cease trade order was revoked on May 30, 2008. Stan Bharti, was also a director of BLM Service Group Inc., which was petitioned into receivership on May 31, 2001.

17. The Applicant will remit all applicable participation fees due and payable by it pursuant to Commission Rule 13-502 Fees by no later than two business days from the date of this Order.

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

IT IS HEREBY ORDERED pursuant to subsection 1(11)(b) of the Act that the Corporation is a reporting issuer for the purposes of Ontario securities law.

Dated this 19th day of August, 2009

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

This page intentionally left blank

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 |
|-------------------------------|-------------------------|-----------------|-------------------------|----------------------|
| Alliance Financing Group Inc. | 05 Aug 09 | 17 Aug 09 | 17 Aug 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 |
|----------------|----------------------------------|-----------------|-------------------------|-----------------------|--------------------------------|
| Medifocus Inc. | 07 Aug 09 | 19 Aug 09 | 19 Aug 09 | | |

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 | | |
| Wedge Energy International Inc. | 04 May 09 | 15 May 09 | 15 May 09 | | |
| Spylogics International Corp. | 02 June 09 | 15 June 09 | 15 June 09 | | |
| Firstgold Corp. | 22 July 09 | 04 Aug 09 | 04 Aug 09 | | |
| Medifocus Inc. | 07 Aug 09 | 19 Aug 09 | 19 Aug 09 | | |

This page intentionally left blank

Chapter 7

Insider Reporting

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

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

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

Chapter 8

Notice of Exempt Financings

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

| Transaction Date | # of Purchasers | Issuer/Security | Total Purchase Price (\$) | # of Securities Distributed |
|--------------------------|-----------------|--|---------------------------|-----------------------------|
| 07/14/2009 | 5 | Abitibi Mining Corp. - Flow-Through Shares | 100,800.00 | 2,700,000.00 |
| 07/30/2009 | 45 | ACHF (Cayman) Limited - Common Shares | 37,947,319.94 | 15,504,690.20 |
| 01/01/2008 to 12/31/2008 | 9 | Acuity Hedge Fund - Units | 2,124,227.21 | 213,922.45 |
| 01/01/2008 to 12/31/2008 | 36 | Acuity Pooled 130/30 Fund - Units | 3,972,084.28 | 396,964.13 |
| 01/01/2008 to 12/31/2008 | 148 | Acuity Pooled Canadian Balanced Fund - Trust Units | 7,646,476.81 | 422,164,304.00 |
| 01/01/2008 to 12/31/2008 | 136 | Acuity Pooled Canadian Equity Fund - Units | 12,830,078.80 | 559,248.64 |
| 01/01/2008 to 12/31/2008 | 92 | Acuity Pooled Canadian Small Cap Fund - Units | 4,298,724.70 | 156,466.02 |
| 01/01/2008 to 12/31/2008 | 46 | Acuity Pooled Conservative Asset Allocation Fund - Units | 4,973,474.38 | 315,820.96 |
| 01/01/2008 to 12/31/2008 | 26 | Acuity Pooled Dividend Fund - Units | 156,659.29 | 15,402.19 |
| 01/01/2008 to 12/31/2008 | 4 | Acuity Pooled EAFE Equity Fund - Units | 53,601.31 | 6,547.33 |
| 01/01/2008 to 12/31/2008 | 161 | Acuity Pooled Fixed Income Fund - Units | 46,723,641.94 | 3,197,725.08 |
| 01/01/2008 to 12/31/2008 | 1 | Acuity Pooled Global Balanced Fund - Units | 70,936.87 | 5,435.57 |
| 01/01/2008 to 12/31/2008 | 7 | Acuity Pooled Global Dividend Fund - Units | 724,010.44 | 111,846.67 |
| 01/01/2008 to 12/31/2008 | 5 | Acuity Pooled Global Equity Fund - Units | 146,274.66 | 10,306.33 |
| 01/01/2008 to 12/31/2008 | 9 | Acuity Pooled Global High Income Fund - Units | 893,838.80 | 120,324.25 |
| 01/01/2008 to 12/31/2008 | 47 | Acuity Pooled Growth & Income Fund - Units | 2,576,703.13 | 288,668.54 |
| 01/01/2008 to 12/31/2008 | 780 | Acuity Pooled High Income Fund - Units | 18,905,150.51 | 1,006,839.52 |
| 01/01/2008 to 12/31/2008 | 34 | Acuity Pooled Income Trust Fund - Units | 1,760,695.32 | 81,358.61 |
| 01/01/2008 to 12/31/2008 | 294 | Acuity Pooled Pure Canadian Equity Fund - Trust Units | 24,215,128.62 | 1,238,099.54 |

Notice of Exempt Financings

| Transaction Date | # of Purchasers | Issuer/Security | Total Purchase Price (\$) | # of Securities Distributed |
|--------------------------|------------------------|---|----------------------------------|------------------------------------|
| 01/01/2008 to 12/31/2008 | 43 | Acuity Pooled Short Term Fund - Units | 9,304,320.22 | 1,143,255.40 |
| 01/01/2008 to 12/31/2008 | 19 | Acuity Pooled Social Value Canadian Equity Fund - Units | 440,768.71 | 31,316.31 |
| 01/01/2008 to 12/31/2008 | 2 | Acuity Pooled U.S. Equity Fund - Units | 250,000.00 | 23,200.70 |
| 07/13/2009 | 1 | All Nippon Airways Co. Ltd. - Common Shares | 8,054,900.00 | 2,500,000.00 |
| 01/01/2008 to 12/31/2008 | 9 | Alpha Balanced Portfolio - Units | 972,911.26 | 105,679.84 |
| 01/01/2008 to 12/31/2008 | 2 | Alpha Global Portfolio - Units | 210,705.25 | 24,304.96 |
| 01/01/2008 to 12/31/2008 | 15 | Alpha Growth Portfolio - Units | 467,991.33 | 51,650.18 |
| 01/01/2008 to 12/31/2008 | 1 | Alpha Social Values Portfolio - Units | 190,975.59 | 31,064.56 |
| 07/14/2009 | 1 | Amador Gold Corp. - Common Shares | 199,800.00 | 4,440,000.00 |
| 07/31/2009 | 8 | Amex Exploration Inc. - Flow-Through Units | 1,149,999.00 | 2,857,140.00 |
| 07/29/2009 to 08/06/2009 | 8 | Ammonite Energy Ltd. - Common Shares | 2,681,778.00 | 8,939,260.00 |
| 07/17/2009 | 6 | Anterra Energy Inc. - Units | 400,011.00 | 2,666,740.00 |
| 07/31/2009 | 2 | Arch Coal Inc. - Common Shares | 7,174,400.00 | 380,000.00 |
| 07/28/2009 | 4 | Arch Coal Inc. - Notes | 7,687,960.32 | N/A |
| 01/01/2008 to 12/31/2008 | 122 | Ark Canadian Long/Short Equity Fund - Units | 2,463,449.43 | 7.00 |
| 07/21/2009 | 1 | Azimut Exploration Inc. - Common Shares | 580,500.00 | 1,800,000.00 |
| 07/08/2009 | 10 | Barclays Bank PLC - Notes | 925,000.00 | N/A |
| 04/03/2009 | 3 | Barlow Partners Income and Growth Fund - Units | 674,000.00 | N/A |
| 01/01/2008 to 12/30/2008 | 269 | Barometer Equity Pool - Trust Units | 31,545,023.31 | 2,866,322.19 |
| 01/01/2008 to 12/30/2008 | 128 | Barometer Global Tactical Balanced Pool - Trust Units | 17,981,537.56 | 1,707,803.13 |
| 01/01/2008 to 12/30/2008 | 137 | Barometer High Income Pool - Trust Units | 18,957,103.44 | 6,996.78 |
| 01/07/2008 to 12/17/2008 | 50 | Barometer Long Short Equity Pool - Trust Units | 2,339,631.97 | 2,221,858,202.00 |
| 08/01/2008 to 10/23/2008 | 43 | Barometer U.S. Equity Pool - Trust Units | 2,811,268.85 | 281,229.34 |
| 07/28/2009 | 1 | Bemis Company Inc. - Common Shares | 5,658,000.00 | 200,000.00 |
| 07/21/2009 to 07/22/2009 | 2 | Bison Income Trust II - Trust Units | 540,000.00 | 54,000.00 |

Notice of Exempt Financings

| Transaction Date | # of Purchasers | Issuer/Security | Total Purchase Price (\$) | # of Securities Distributed |
|--------------------------|------------------------|--|----------------------------------|------------------------------------|
| 07/27/2009 | 4 | Bitterroot Resources Ltd. - Common Shares | 218,790.00 | 1,287,000.00 |
| 07/15/2009 | 32 | BNK Petroleum Inc. - Common Shares | 5,100,000.00 | 17,000,000.00 |
| 07/23/2009 | 11 | Canadian Horizons Blended Mortgage Investment Corporation - Preferred Shares | 215,063.00 | 215,063.00 |
| 07/23/2009 | 25 | Canadian Horizons First Mortgage Investment Corporation - Preferred Shares | 1,185,450.00 | 1,185,450.00 |
| 07/23/2009 to 07/24/2009 | 31 | CareVest Blended Mortgage Investment Corporation - Preferred Shares | 1,220,099.00 | 892,448.00 |
| 07/23/2009 | 13 | CareVest Capital First Mortgage Investment Corp. - Preferred Shares | 2,382,137.00 | 2,382,137.00 |
| 07/23/2009 to 07/24/2009 | 35 | CareVest First Mortgage Investment Corporation - Preferred Shares | 1,548,121.00 | 1,173,121.00 |
| 07/20/2009 | 48 | Condor Resources Inc. - Units | 590,000.00 | 7,375,000.00 |
| 07/17/2009 | 71 | Constantine Metal Resources Ltd. - Units | 3,000,000.00 | 25,000,000.00 |
| 07/09/2009 | 1 | Debuts Diamonds Inc. - Common Shares | 50,000.00 | 500,000.00 |
| 07/23/2009 | 63 | Delavaco Energy Inc. - Receipts | 13,000,000.00 | N/A |
| 08/06/2009 | 1 | Development Notes Limited Partnership - Units | 92,000.00 | 92,000.00 |
| 07/29/2009 | 1 | Development Notes Limited Partnership - Units | 10,000.00 | 10,000.00 |
| 07/20/2009 | 32 | Drift Lake Resources Inc. - Units | 500,000.00 | 10,000,000.00 |
| 07/16/2009 | 3 | Dumont Nickel Inc. - Units | 58,500.00 | 2,340,000.00 |
| 07/27/2009 to 08/06/2009 | 17 | Ellsin Environmental Ltd. - Units | 1,800,000.00 | 120.00 |
| 07/30/2009 | 7 | EnerGulf Resources Inc. - Units | 198,750.00 | 567,857.00 |
| 07/06/2009 | 23 | Eurocontrol Technics Inc. - Units | 1,063,010.34 | 6,253,002.00 |
| 07/31/2009 | 10 | First Bauxite Corporation - Units | 1,144,179.90 | N/A |
| 07/30/2009 | 1 | First Leaside Expansion Limited Partnership - Units | 60,000.00 | 60,000.00 |
| 08/05/2009 | 1 | First Leaside Fund - Trust Units | 2,852.59 | 2,661.00 |
| 08/04/2009 to 08/05/2009 | 2 | First Leaside Fund - Trust Units | 9,747.00 | 9,747.00 |
| 08/05/2009 | 1 | First Leaside Fund - Trust Units | 30,120.00 | 30,120.00 |
| 07/27/2009 | 2 | First Leaside Fund - Trust Units | 7,000.00 | 7,000.00 |
| 07/27/2009 to 07/28/2009 | 2 | First Leaside Fund - Units | 68,742.00 | 68,742.00 |
| 07/28/2009 | 1 | First Leaside Premier Limited Partnership - Units | 24,999.15 | 22,935.00 |
| 07/24/2009 | 2 | First Leaside Wealth Management Inc. - Preferred Shares | 163,771.00 | 163,771.00 |

Notice of Exempt Financings

| Transaction Date | # of Purchasers | Issuer/Security | Total Purchase Price (\$) | # of Securities Distributed |
|--------------------------|------------------------|--|----------------------------------|------------------------------------|
| 07/01/2009 | 6 | Flatiron Trust - Trust Units | 1,045,000.00 | 546.63 |
| 07/15/2009 | 20 | Forest Gate Energy Inc. - Units | 152,475.00 | 1,016,500.00 |
| 07/15/2009 | 1 | Freedom Group Inc. - Notes | 273,768.86 | N/A |
| 07/27/2009 to 07/28/2009 | 5 | Fuel Transfer Technologies Inc. - Preferred Shares | 65,162.50 | 20,050.00 |
| 12/31/2007 | 1 | GE Asset Management Canada Fund- Canada Equity - Units | 19,504,901.47 | 1,560,343.00 |
| 12/31/2008 | 1 | GE Asset Management Canada Fund- Canada Equity - Units | 4,616,013.35 | 569,722.42 |
| 12/31/2007 | 3 | GE Asset Management Canada Fund- China Equity - Units | 1,922,809.52 | 150,289.84 |
| 05/17/2008 to 12/31/2008 | 2 | GE Asset Management Canada Fund- Global Equity - Units | 18,296,957.00 | 174,998.50 |
| 07/03/2007 to 12/31/2007 | 4 | GE Asset Management Canada Fund- International Equity - Units | 15,239,087.69 | 1,014,244.02 |
| 03/18/2008 to 12/31/2008 | 5 | GE Asset Management Canada Fund- International Equity - Units | 38,798,881.88 | 2,914,900.20 |
| 12/31/2007 | 1 | GE Asset Management Canada Fund- US Multi-Style Equity Section - Units | 4,224,128.44 | 407,068.99 |
| 12/31/2008 | 1 | GE Asset Management Canada Fund- US Multi-Style Equity Section - Units | 3,003,266.63 | 369,210.96 |
| 12/31/2008 | 3 | GE Asset Management Canada Fund - China Equity - Units | 237,656.18 | 33,593.94 |
| 06/08/2009 to 06/12/2009 | 3 | General Motors Acceptance Corporation of Canada, Limited - Notes | 498,663.68 | 498,663.68 |
| 07/23/2009 | 1 | Georgian Partners Growth Fund I, L.P. - Limited Partnership Interest | 1,000,000.00 | N/A |
| 09/12/2008 to 05/01/2009 | 5 | Georgian Partners Growth Fund (Founders) I L.P. - Limited Partnership Interest | 2,200,000.00 | N/A |
| 03/20/2009 | 1 | GMO International Core Equity Fund-IV - Units | 76,085.52 | 3,244.40 |
| 01/30/2009 to 05/29/2009 | 1 | GMO International Opportunities Equity Allocation Fund-III - Units | 309,949.87 | 25,300.09 |
| 03/19/2009 | 1 | GMO World Opportunities Equity Allocation Fd-III - Units | 990,160.00 | 62,208.40 |
| 07/15/2009 | 15 | God's Lake Resources Inc. - Units | 511,000.00 | 5,110,000.00 |
| 02/19/2009 | 5 | Gold Bullion Development Corp. - Common Shares | 71,800.00 | 1,436,000.00 |
| 07/30/2009 | 30 | Golden Arrow Resources Corporation - Units | 1,278,750.00 | 5,115,000.00 |
| 07/16/2009 | 3 | Golden Dawn Minerals Inc. - Units | 150,000.00 | 1,428,571.00 |
| 07/29/2009 | 5 | Golden Queen Mining Co. Ltd. - Common Shares | 1,519,375.00 | 2,337,500.00 |

Notice of Exempt Financings

| Transaction Date | # of Purchasers | Issuer/Security | Total Purchase Price (\$) | # of Securities Distributed |
|--------------------------|------------------------|---|----------------------------------|------------------------------------|
| 07/16/2009 | 6 | Golden Share Mining Corporation - Common Shares | 45,000.00 | N/A |
| 01/30/2009 | 1 | Groupworks Financial Corp. - Common Shares | 285,000.00 | 1,140,000.00 |
| 08/10/2009 | 2 | HCP, Inc. - Common Shares | 15,304,500.00 | 570,000.00 |
| 06/23/2009 | 1 | HedgeForum Paulson Recovery Ltd. - Units | 342,540.00 | N/A |
| 01/01/2008 to 12/31/2008 | 2 | Integra Acadian Global Equity Fund - Units | 119,378,552.94 | 13,378,584.54 |
| 01/01/2008 to 12/31/2008 | 4 | Integra Conservative Allocation Fund - Units | 1,606,235.43 | 128,805.00 |
| 01/01/2008 to 12/31/2008 | 6 | Integra Diversified Fund - Units | 2,057,673,922.73 | 66,910,945.86 |
| 01/01/2008 to 12/31/2008 | 7 | Integra Equity Fund - Units | 9,096,512.91 | 581,119.00 |
| 01/01/2008 to 12/31/2008 | 8 | Integra Growth Allocation Fund - Units | 1,292,320.22 | 111,313.00 |
| 01/01/2008 to 12/31/2008 | 5 | Integra Strategic Allocation Fund - Units | 5,118,378.17 | 391,314.00 |
| 07/13/2009 to 07/22/2009 | 81 | IntelGenx Technologies Corp. - Units | 4,330,400.00 | N/A |
| 07/09/2009 | 5 | Isee3d Inc. - Units | 116,984.20 | N/A |
| 07/30/2009 | 4 | JNR Resources Inc. - Flow-Through Shares | 325,000.00 | 1,300,000.00 |
| 07/30/2009 | 74 | KBP Capital Corp. - Bonds | 1,762,800.00 | 17,628.00 |
| 07/30/2009 | 74 | Keystone Business Park Inc. - Common Shares | 1,762.80 | 17,628.00 |
| 07/15/2009 | 3 | Kingwest Avenue Portfolio - Units | 200,000.00 | 8,971.63 |
| 07/16/2009 | 1 | Kingwest US Equity Portfolio - Units | 11,480.37 | 1,163.83 |
| 07/09/2009 | 8 | Klondike Silver Corp. - Common Shares | 636,400.00 | N/A |
| 07/10/2009 | 3 | Klondike Silver Corp. - Common Shares | 570,000.00 | N/A |
| 07/23/2009 | 120 | Larincina Energy Ltd. - Common Shares | 83,159,505.00 | 5,543,567.00 |
| 07/27/2009 | 2 | Lateegra Gold Corp. - Common Shares | 80,000.00 | 200,000.00 |
| 01/01/2008 to 12/01/2008 | 120 | Lawrence Income Fund - Trust Units | 6,276,000.41 | 197,606.41 |
| 01/07/2008 to 12/08/2008 | 162 | Lawrence India Fund - Trust Units | 2,489,724.21 | 309,800.30 |
| 01/01/2008 to 11/01/2008 | 215 | Lawrence Partners Fund - Trust Units | 20,960,237.59 | 173,158.17 |
| 06/08/2009 | 76 | Lloyds Banking Group plc - Common Shares | 11,610,913.45 | 16,841,221.00 |
| 07/07/2009 | 132 | Longford Energy Inc. - Units | 30,000,000.00 | 75,000,000.00 |
| 07/30/2009 | 2 | Magenn Power Inc. - Preferred Shares | 1,081,500.00 | 1,000,000.00 |

Notice of Exempt Financings

| Transaction Date | # of Purchasers | Issuer/Security | Total Purchase Price (\$) | # of Securities Distributed |
|--------------------------|------------------------|--|----------------------------------|------------------------------------|
| 07/02/2009 | 41 | Mala Noche Resources Corp. - Common Shares | 1,800,000.00 | 30,000,000.00 |
| 07/27/2009 | 2 | Meize Energy Industries Holding Limited - Common Shares | 7,500,000.00 | 1,499,900.00 |
| 07/15/2009 | 2 | Mizuho Financial Group Inc. - Common Shares | 89,992,560.00 | 41,100,000.00 |
| 01/01/2008 to 12/31/2008 | 19 | Morgan Meighen Balanced Pooled Fund - Units | 4,068,644.10 | N/A |
| 01/01/2008 to 12/31/2008 | 14 | Morgan Meighen Global Pooled Fund - Units | 3,158,990.00 | N/A |
| 01/01/2008 to 12/31/2008 | 18 | Morgan Meighen Growth Pooled Fund - Units | 2,259,103.00 | N/A |
| 07/25/2009 to 08/02/2009 | 31 | Nelson Financial Group Ltd. - Notes | 1,523,000.00 | N/A |
| 07/01/2009 | 2 | North American Financial Group Inc. - Debt | 197,000.00 | 2.00 |
| 07/24/2009 to 07/28/2009 | 73 | Northern Star Mining Corp. - Units | 23,212,458.32 | 37,993,000.00 |
| 07/16/2009 | 1 | Northland Power Income Fund - Trust Units | 24,557,333.00 | 2,312,367.00 |
| 01/01/2008 to 12/31/2008 | 5 | NWQ U.S. Large Cap Value Fund - Units | 3,227,149.16 | 2,085.00 |
| 07/16/2009 | 22 | OccuLogix Inc. - Notes | 1,736,000.00 | N/A |
| 07/31/2009 | 11 | Ohio River Trading Company - Notes | 465,000.00 | 465.00 |
| 06/30/2009 | 1 | Pacific & Western Credit Corp. - Notes | 1,800,000.00 | N/A |
| 07/08/2009 | 1 | PC Gold Inc. - Common Shares | 0.00 | 200,000.00 |
| 07/22/2009 | 14 | PC Gold Inc. - Units | 2,438,000.00 | N/A |
| 07/28/2009 | 15 | PFC2019 Pacific Financial Corp. - Bonds | 1,469,000.00 | N/A |
| 07/17/2009 | 9 | Phonetime Inc. - Units | 560,000.00 | 3,733,333.00 |
| 07/13/2009 | 2 | PIMCO TALF Investment and Recovery Special Offshore Feeder Fund LP - Units | 1,435,875.00 | 1,250,000.00 |
| 07/24/2009 | 9 | Powell River Energy Inc. - Bonds | 95,000,000.00 | 95,000,000.00 |
| 07/22/2009 | 4 | Prospect Medical Holdings Inc. - Notes | 41,571,156.04 | 41,000,000.00 |
| 07/27/2009 | 45 | PT Healthcare Solutions Corp. - Preferred Shares | 1,158,000.00 | 46,320.00 |
| 07/27/2009 | 201 | Range Royalty Trust - Trust Units | 251,250.00 | 20,100.00 |
| 07/30/2009 | 27 | Raven Minerals Corp. - Units | 1,200,000.00 | 4,800,000.00 |
| 06/01/2009 | 1 | Redev Properties Capital Pool Inc. - Bonds | 13,800.00 | N/A |
| 06/01/2009 | 1 | Redev Properties Investment Pool Inc. - Common Shares | 13.80 | 13.80 |
| 07/30/2009 | 9 | Reliance Intermediate Holdings LP - Notes | 70,887,607.89 | N/A |

Notice of Exempt Financings

| Transaction Date | # of Purchasers | Issuer/Security | Total Purchase Price (\$) | # of Securities Distributed |
|--------------------------|------------------------|---|----------------------------------|------------------------------------|
| 07/24/2009 | 1 | Riley Resources Inc. - Common Shares | 25,000.00 | 100,000.00 |
| 07/28/2009 | 40 | Rockgate Capital Corp. - Units | 5,500,000.00 | 12,222,222.00 |
| 07/24/2009 | 31 | Rocmec Mining Inc. - Flow-Through Shares | 455,239.95 | 5,179,250.00 |
| 06/25/2009 | 43 | Rodina Minerals Inc. - Units | 2,700,000.00 | N/A |
| 01/01/2008 to 12/31/2008 | 9 | SciVest Aggressive Market Neutral Equity Fund - Units | 164,224.17 | 7.00 |
| 01/01/2008 to 12/31/2008 | 203 | SciVest Commodity Index Plus Fund - Units | 1,574,891.95 | 7.00 |
| 01/01/2008 to 12/31/2008 | 46 | SciVest Market Neutral Equity Fund - Units | 2,313,774.81 | 7.00 |
| 01/01/2008 to 12/31/2008 | 2 | SciVest Net Short Equity Fund - Units | 42,937.19 | 7.00 |
| 07/20/2009 to 07/27/2009 | 3 | Shaelyn Capital Inc. - Preferred Shares | 80,700.00 | 80,700.00 |
| 01/02/2008 to 12/30/2008 | 3 | SLI Bond Pooled Fund - Units | 12,848,750.05 | 126,378.70 |
| 01/23/2008 to 12/31/2008 | 1 | SLI Canadian Value Equity Pooled Fund - Units | 205,617.18 | 2,642.28 |
| 10/31/2008 to 12/12/2008 | 3 | SLI Capped Canadian Equity Pooled Fund - Units | 9,733,241.28 | 106,231.30 |
| 04/21/2008 to 12/31/2008 | 2 | SLI Diversified Pooled Fund - Units | 26,265,799.91 | 290,029.05 |
| 10/21/2008 | 1 | SLI International Equity Pooled Fund - Units | 44,811.06 | 756.13 |
| 01/17/2008 to 12/31/2008 | 3 | SLI Money Market Pooled Fund - Units | 9,049,679.49 | 90,266.73 |
| 01/02/2008 to 12/12/2008 | 3 | SLI US Equity Pooled Fund - Units | 7,233,029.04 | 91,044.35 |
| 07/22/2009 | 4 | Total Fitness Holdings (UK) Limited - Notes | 5,628,876.00 | 3,293,820.00 |
| 06/17/2009 | 1 | UBS AG, London Branch - Special Trust Securities | 568,664.10 | 720.00 |
| 07/24/2009 | 63 | Ucore Uranium Inc. - Units | 3,700,000.00 | N/A |
| 07/22/2009 | 80 | Union Agriculture Group Corp. - Common Shares | 0.00 | 4,857,114.00 |
| 07/24/2009 | 11 | Valcent Products Inc. - Notes | 2,236,554.00 | N/A |
| 06/26/2009 | 2 | Verena Minerals Corporation - Units | 256,740.00 | 2,139,499.00 |
| 06/30/2009 | 29 | Vertex Fund - Trust Units | 5,176,729.40 | N/A |
| 05/29/2009 | 2 | Virgin Media Finance PLC - Notes | 5,480,500.00 | 5,480,500.00 |
| 07/24/2009 | 24 | Walton AZ Sawtooth Investment Corporation - Common Shares | 504,850.00 | 50,485.00 |

Notice of Exempt Financings

| Transaction Date | # of Purchasers | Issuer/Security | Total Purchase Price (\$) | # of Securities Distributed |
|-------------------------|------------------------|---|----------------------------------|------------------------------------|
| 05/15/2009 | 14 | Walton AZ Sawtooth Investment Corporation - Common Shares | 316,040.00 | 31,604.00 |
| 07/24/2009 | 6 | Walton AZ Sawtooth Limited Partnership - Units | 596,369.85 | 54,463.00 |
| 06/02/2009 | 53 | Walton GA Arcade Meadows 2 Investment Corporation - Common Shares | 925,330.00 | 92,533.00 |
| 07/24/2009 | 124 | Walton TX Cornerstone Limited Partnership - Limited Partnership Units | 3,792,119.60 | 349,762.00 |
| 07/24/2009 | 15 | Walton TX Garland Heights 1 Investment Corporation - Common Shares | 274,360.00 | 27,436.00 |
| 07/28/2009 | 5 | Walton TX Garland Heights 1 Investment Corporation - Common Shares | 436,810.00 | 43,681.00 |
| 07/28/2009 | 3 | Walton TX Garland Heights Limited Partnership - Limited Partnership Units | 491,280.57 | 45,342.00 |
| 12/11/2007 | 1 | Warburg Pincus Private Equity X, L.P. - Limited Partnership Interest | 19,874,788.00 | 1.00 |
| 06/24/2009 | 9 | Wildcat Exploration Ltd. - Common Shares | 150,000.00 | 3,000,000.00 |
| 06/30/2009 | 45 | Wildcat Silver Corporation - Units | 3,000,000.00 | 10,000,000.00 |
| 07/21/2009 | 7 | Win-Eldrich Mines Limited - Units | 410,000.00 | 2,733,334.00 |
| 07/30/2009 | 32 | Winfield Resources Limited - Units | 384,500.00 | 7,690,000.00 |

Chapter 11

IPOs, New Issues and Secondary Financings

Issuer Name:

Ansar Financial and Development Corporation

Type and Date:

Preliminary Long Form Prospectus dated August 14, 2009

Received on August 17, 2009

Offering Price and Description:

Minimum Offering: \$11,700,000.00

Maximum Offering: \$15,000,000.00

Up to 15,000,000 Common Shares

Price: \$1.00 per Common Share

Underwriter(s) or Distributor(s):

-

Promoter(s):

Pervez Nasim

Mohammed Jalaluddin

Project #1460020

Issuer Name:

Avcorp Industries Inc.

Principal Regulator - British Columbia

Type and Date:

Preliminary Short Form Prospectus dated August 17, 2009

NP 11-202 Receipt dated August 17, 2009

Offering Price and Description:

\$ 7,755,583.00 - Offering of 48,472,394 Rights to

Subscribe for up to 121,180,985 Common Shares

at a Price of \$0.06 per Common Share

Price: \$0.06 per Common Share (upon exercise of 0.4 Rights)

Underwriter(s) or Distributor(s):

-

Promoter(s):

-

Project #1461138

Issuer Name:

Brookfield Properties Corporation

Principal Regulator - Ontario

Type and Date:

Amended and Restated Preliminary Short Form Prospectus dated August 12, 2009

NP 11-202 Receipt dated August 13, 2009

Offering Price and Description:

US\$902,500,000.00 - 95,000,000 Common Shares

Price: US\$9.50 per Common Share

Underwriter(s) or Distributor(s):

RBC Dominion Securities Inc.

Citigroup Global Markets Canada Inc.

Deutsche Bank Securities Limited

TD Securities Inc.

CIBC World Markets Inc.

Scotia Capital Inc.

Barclays Capital Inc.

Credit Suisse Securities (Canada) Inc.

HSBC Securities (Canada) Inc.

Daiwa Securities America Inc.

Promoter(s):

-

Project #1457482

Issuer Name:

Canexus Income Fund

Principal Regulator - Alberta

Type and Date:

Preliminary Short Form Prospectus dated August 17, 2009

NP 11-202 Receipt dated August 17, 2009

Offering Price and Description:

\$46,000,000.00 - 8.00% Convertible Unsecured

Subordinated Series I Debentures

Price: \$1,000 per Series I Debenture

Underwriter(s) or Distributor(s):

Scotia Capital Inc.

CIBC World Markets Inc.

National Bank Financial Inc.

TD Securities Inc.

GMP Securities L.P.

RBC Dominion Securities Inc.

Promoter(s):

-

Project #1461201

Issuer Name:

Equitable Group Inc.
Principal Regulator - Ontario

Type and Date:

Preliminary Short Form Prospectus dated August 17, 2009
NP 11-202 Receipt dated August 17, 2009

Offering Price and Description:

\$36,000,000.00 - 1,440,000 Series 1 Preferred Shares
Price: \$25.00 per Series 1 Preferred Share to yield initially
7.25% per annum

Underwriter(s) or Distributor(s):

National Bank Financial Inc.
GMP Securities L.P.
Canaccord Capital Corporation
Dundee Securities Corporation
Cormark Securities Inc.
Genuity Capital Markets
Desjardins Securities Inc.
HSBC Securities (Canada) Inc.
Wellington West Capital Markets Inc.
Blackmont Capital Inc.
Jennings Capital Inc.

Promoter(s):

-

Project #1461035

Issuer Name:

Fidelity American Disciplined Equity Currency Neutral
Class
Fidelity Global Disciplined Equity Currency Neutral Class
Fidelity International Disciplined Equity Currency Neutral
Class
Principal Regulator - Ontario

Type and Date:

Preliminary Simplified Prospectuses dated August 14, 2009
NP 11-202 Receipt dated August 17, 2009

Offering Price and Description:

Series A, B, F, T5, T8, S5 and S8 Shares

Underwriter(s) or Distributor(s):

-

Promoter(s):

FIDELITY INVESTMENTS CANADA ULC
Project #1459940

Issuer Name:

Fidelity Balanced Currency Neutral Private Pool
Fidelity Balanced Income Currency Neutral Private Pool
Fidelity Balanced Income Private Pool
Fidelity Balanced Private Pool
Fidelity Canadian Equity Private Pool
Fidelity Concentrated Canadian Equity Private Pool
Fidelity Global Equity Currency Neutral Private Pool
Fidelity Global Equity Private Pool
Fidelity International Equity Currency Neutral Private Pool
Fidelity International Equity Private Pool
Fidelity Premium Fixed Income Private Pool
Fidelity Premium Money Market Private Pool
Fidelity U.S. Equity Currency Neutral Private Pool
Fidelity U.S. Equity Private Pool
Principal Regulator - Ontario

Type and Date:

Preliminary Simplified Prospectuses dated August 14, 2009
NP 11-202 Receipt dated August 17, 2009

Offering Price and Description:

Series B, Series S5, Series S8, Series I, Series I5, Series
I8, Series F, Series F5 and Series F8 Securities

Underwriter(s) or Distributor(s):

Fidelity Investments Canada ULC

Promoter(s):

Fidelity Investments Canada ULC
Project #1459938

Issuer Name:

Petrolifera Petroleum Limited
Principal Regulator - Alberta

Type and Date:

Preliminary Short Form Prospectus dated August 12, 2009
NP 11-202 Receipt dated August 12, 2009

Offering Price and Description:

\$50,000,000.00 - * Units
Price: \$ * per Unit

Underwriter(s) or Distributor(s):

Thomson Weisel Partners Canada Inc.
Cormark Securities Inc.
RBC Dominion Securities Inc.

Promoter(s):

-

Project #1458261

Issuer Name:

Red Rock Capital Corp.
Principal Regulator - Ontario

Type and Date:

Preliminary CPC Prospectus dated August 12, 2009
NP 11-202 Receipt dated August 13, 2009

Offering Price and Description:

Minimum Offering: \$275,000.00 or 1,375,000 Common Shares
Maximum Offering: \$600,000.00 or 3,000,000 Common Shares

PRICE: \$0.20 per Common Share

Underwriter(s) or Distributor(s):

Integral Wealth Securities Limited

Promoter(s):

-

Project #1458370

Issuer Name:

Sentry Select Diversified Income Fund
Principal Regulator - Ontario

Type and Date:

Preliminary Simplified Prospectus dated August 13, 2009
NP 11-202 Receipt dated August 14, 2009

Offering Price and Description:

Series A Units, Series F Units and Series I Units

Underwriter(s) or Distributor(s):

Sentry Select Capital Inc.

Promoter(s):

Sentry Select Capital Inc.

Project #1459313

Issuer Name:

Superior Plus Corp.
Principal Regulator - Alberta

Type and Date:

Preliminary Short Form Prospectus dated August 12, 2009
NP 11-202 Receipt dated August 12, 2009

Offering Price and Description:

\$60,000,000.00 - 60,000 7.5% Convertible Unsecured Subordinated Debentures

Price: \$1,000 per 7.5% Convertible Unsecured Subordinated Debenture

Underwriter(s) or Distributor(s):

TD Securities Inc.
Scotia Capital Inc.
National Bank Financial Inc.
CIBC World Markets Inc.
BMO Nesbitt Burns Inc.
Cormark Securities Inc.

Promoter(s):

-

Project #1458623

Issuer Name:

TELUS Corporation
Principal Regulator - British Columbia

Type and Date:

Preliminary Base Shelf Prospectus dated August 13, 2009
NP 11-202 Receipt dated August 13, 2009

Offering Price and Description:

\$4,000,000,000.00

Debt Securities

Preferred Shares

Non-Voting Shares

Common Shares

Warrants to Purchase Equity Securities

Warrants to Purchase Debt Securities

Share Purchase Contracts

Share Purchase or Equity Units

Underwriter(s) or Distributor(s):

-

Promoter(s):

-

Project #1459248

Issuer Name:

Acuity All Cap 30 Canadian Equity Class
Acuity All Cap 30 Canadian Equity Fund
Acuity Canadian Balanced Fund
Acuity Canadian Equity Fund
Acuity Canadian Small Cap Fund
Acuity Clean Environment Equity Fund
Acuity Conservative Asset Allocation Fund
Acuity Dividend Fund
Acuity EAFE Equity Fund
Acuity Fixed Income Fund
Acuity Global Dividend Class
Acuity Global Dividend Fund
Acuity Global High Income Fund
Acuity Growth & Income Fund
Acuity High Income Class
Acuity High Income Fund
Acuity Diversified Income Fund (formerly Acuity Income Trust Fund)
Acuity Money Market Fund
Acuity Natural Resource Class
Acuity Natural Resource Fund
Acuity Short Term Income Class
Acuity Social Values Balanced Fund
Acuity Social Values Canadian Equity Fund
Acuity Social Values Global Equity Fund
Alpha Balanced Portfolio
Alpha Global Portfolio
Alpha Growth Portfolio
Alpha Income Portfolio
Alpha Social Values Portfolio
Principal Regulator - Ontario

Type and Date:

Final Simplified Prospectuses dated August 18, 2009
NP 11-202 Receipt dated August 18, 2009

Offering Price and Description:

Class A and Class F Units
Series A and Series F Shares

Underwriter(s) or Distributor(s):

-

Promoter(s):

-

Project #1448392

Issuer Name:

AIC Advantage Fund
AIC Advantage Fund II
AIC American Advantage Fund
AIC American Focused Fund
AIC American Small to Mid Cap Fund
AIC Bond Fund
AIC Canadian Balanced Fund
AIC Canadian Equity Fund
AIC Canadian Focused Fund
AIC Diversified Canada Fund
AIC Dividend Income Fund
AIC Global Advantage Fund
AIC Global Balanced Fund
AIC Global Bond Fund
AIC Global Fixed Income Fund
AIC Global Focused Fund
AIC Global Premium Dividend Income Fund
AIC Global Real Estate Fund
AIC Global Wealth Management Fund
AIC Money Market Fund
AIC Preferred Income Fund
AIC U.S. Money Market Fund
AIC Value Fund
Brookfield Redding Global Infrastructure Fund
Copernican International Dividend Income Fund
Value Leaders Balanced Growth Portfolio
Value Leaders Balanced Income Portfolio
Value Leaders Growth Portfolio
Value Leaders Income Portfolio
Value Leaders Maximum Growth Portfolio
Principal Regulator - Ontario

Type and Date:

Amendment #2 dated August 13, 2009 to Simplified Prospectuses and Annual Information Forms dated April 6, 2009

NP 11-202 Receipt dated August 18, 2009

Offering Price and Description:

-

Underwriter(s) or Distributor(s):

-

Promoter(s):

Copernican Capital Corp.

Project #1377391

Issuer Name:

AIC Advantage II Corporate Class
AIC American Advantage Corporate Class
AIC American Focused Corporate Class
AIC Canadian Balanced Corporate Class
AIC Canadian Focused Corporate Class
AIC Diversified Canada Corporate Class
AIC Global Advantage Corporate Class
AIC Global Focused Corporate Class
AIC Global Premium Dividend Income Corporate Class
AIC Global Real Estate Corporate Class
AIC Money Market Corporate Class
AIC Total Yield Corporate Class
AIC Value Corporate Class
Brookfield Redding Global Infrastructure Corporate Class
Principal Regulator - Ontario

Type and Date:

Amendment #1 dated August 13, 2009 to Simplified Prospectuses and Annual Information Forms dated April 1, 2009

NP 11-202 Receipt dated August 18, 2009

Offering Price and Description:

-

Underwriter(s) or Distributor(s):

-

Promoter(s):

AIC Limited

Project #1368652

Issuer Name:

AIM Canadian Dollar Cash Management Fund
Principal Regulator - Ontario

Type and Date:

Final Simplified Prospectus dated August 14, 2009

NP 11-202 Receipt dated August 17, 2009

Offering Price and Description:

Mutual fund trust units at net asset value

Underwriter(s) or Distributor(s):

-

Promoter(s):

-

Project #1442794

Issuer Name:

AIM Canadian Dollar Cash Management Fund
Principal Regulator - Ontario

Type and Date:

Final Simplified Prospectus dated August 14, 2009

NP 11-202 Receipt dated August 17, 2009

Offering Price and Description:

Mutual fund trust units at net asset value

Underwriter(s) or Distributor(s):

-

Promoter(s):

-

Project #1442783

Issuer Name:

AIM Canadian Dollar Cash Management Fund
Principal Regulator - Ontario

Type and Date:

Final Simplified Prospectus dated August 14, 2009

NP 11-202 Receipt dated August 17, 2009

Offering Price and Description:

Mutual fund trust units at net asset value

Underwriter(s) or Distributor(s):

-

Promoter(s):

-

Project #1442754

Issuer Name:

AIM Canadian Dollar Cash Management Fund
AIM U.S. Dollar Cash Management Fund
Principal Regulator - Ontario

Type and Date:

Final Simplified Prospectuses dated August 17, 2009

NP 11-202 Receipt dated August 17, 2009

Offering Price and Description:

Mutual fund trust units at net asset value

Underwriter(s) or Distributor(s):

-

Promoter(s):

-

Project #1442715

Issuer Name:

AIM Canadian Equity Growth Private Pool
AIM EAFE Equity Growth Private Pool
Invesco Trimark Retirement Payout 2023 Portfolio
Invesco Trimark Retirement Payout 2028 Portfolio
Invesco Trimark Retirement Payout 2033 Portfolio
Invesco Trimark Retirement Payout 2038 Portfolio
Trimark Canadian Bond Private Pool
Invesco Canadian Equity Private Pool (formerly, Trimark Canadian Equity Private Pool)
Trimark EAFE Equity Private Pool
Trimark Global Equity Private Pool
Trimark Global Equity Private Pool - Currency Neutral
Trimark Global Mid-Cap Equity Private Pool
Trimark Monthly Income Private Pool
Trimark U.S. Equity Private Pool
Trimark U.S. Equity Private Pool - Currency Neutral
Trimark World Balanced Private Pool
Trimark World Balanced Private Pool - Currency Neutral
Principal Regulator - Ontario

Type and Date:

Final Simplified Prospectuses dated August 14, 2009

NP 11-202 Receipt dated August 17, 2009

Offering Price and Description:

Mutual fund trust securities at net asset value

Underwriter(s) or Distributor(s):

-

Promoter(s):

-

Project #1443213

Issuer Name:

AIM American Growth Fund
 AIM Canada Money Market Fund
 AIM Canadian Balanced Fund
 AIM Canadian Premier Class
 AIM Canadian Premier Fund
 AIM European Growth Class
 AIM Global Growth Class
 AIM Global Growth Fund
 AIM International Growth Class
 AIM International Growth Fund
 AIM Short-Term Income Class
 Invesco Canadian Focus Class (formerly, Trimark Canadian Focus Class)
 Invesco Canadian Focus Fund
 Invesco Global Equity Class
 Invesco Global Equity Fund
 Invesco Global Real Estate Fund
 Invesco Select Canadian Equity Fund (formerly, Trimark Select Canadian Growth Fund)
 Invesco Trimark Core Canadian Balanced Class
 Invesco Trimark Core Canadian Equity Class
 Invesco Trimark Core Global Equity Class
 Invesco Trimark Dialogue Allocation Fund
 Invesco Trimark Dialogue Growth Portfolio
 Invesco Trimark Dialogue Growth with Income Portfolio
 Invesco Trimark Dialogue Income Portfolio
 Invesco Trimark Dialogue Income with Growth Portfolio
 Invesco Trimark Dialogue Long-Term Growth Portfolio
 Invesco Trimark Retirement Payout 2023 Portfolio
 Invesco Trimark Retirement Payout 2028 Portfolio
 Invesco Trimark Retirement Payout 2033 Portfolio
 Invesco Trimark Retirement Payout 2038 Portfolio
 Perpetual Indo-Pacific Fund
 Trimark Advantage Bond Fund
 Trimark Canadian Bond Fund
 Trimark Canadian Endeavour Fund
 Trimark Canadian First Class
 Trimark Canadian Fund
 Trimark Canadian Plus Dividend Class
 Trimark Canadian Plus Dividend Fund
 Trimark Canadian Resources Fund
 Trimark Canadian Small Companies Fund
 Trimark Diversified Income Class
 Trimark Europlus Fund
 Trimark Floating Rate Income Fund
 Trimark Fund
 Trimark Global Balanced Class
 Trimark Global Balanced Fund
 Trimark Global Dividend Class
 Trimark Global Dividend Fund
 Trimark Global Endeavour Class
 Trimark Global Endeavour Fund
 Trimark Global Health Sciences Class
 Trimark Global High Yield Bond Fund
 Trimark Global Small Companies Class
 Trimark Government Plus Income Fund
 Trimark Income Growth Fund
 Trimark Interest Fund
 Trimark International Companies Fund
 Trimark North American Endeavour Class
 Trimark Select Balanced Fund
 Trimark Select Growth Class

Trimark Select Growth Fund
 Trimark U.S. Companies Class
 Trimark U.S. Companies Fund
 Trimark U.S. Money Market Fund
 Trimark U.S. Small Companies Class
 Trimark U.S. Small Companies Fund
 Principal Regulator - Ontario

Type and Date:

Final Simplified Prospectuses dated August 14, 2009
 NP 11-202 Receipt dated August 17, 2009

Offering Price and Description:

Mutual fund securities at net asset value

Underwriter(s) or Distributor(s):

-

Promoter(s):

-

Project #1444709

Issuer Name:

Allied Nevada Gold Corp.

Type and Date:

Final MJDS Prospectus dated August 10, 2009
 Receipted on August 12, 2009

Offering Price and Description:

U.S. \$150,000,000.00

Common Stock

Warrants

Debt Securities

Guarantees of Debt Securities

Underwriter(s) or Distributor(s):

-

Promoter(s):

-

Project #1442230

Issuer Name:

Aura Minerals Inc.

Principal Regulator - British Columbia

Type and Date:

Final Short Form Prospectus dated August 13, 2009
 NP 11-202 Receipt dated August 14, 2009

Offering Price and Description:

45,500,000 (post-Consolidation) Common Shares

Issuable upon Conversion of

227,500,000 previously issued Subscription Receipts (on a pre-Consolidation basis)

Underwriter(s) or Distributor(s):

Canaccord Capital Corporation

GMP Securities L.P.

Genuity Capital Markets

Wellington West Capital Markets Inc.

Dundee Securities Corporation

National Bank Financial Inc.

Raymond James Ltd.

Promoter(s):

-

Project #1452522

Issuer Name:

Beutel Goodman American Equity Fund
Beutel Goodman Balanced Fund
Beutel Goodman Canadian Dividend Fund
Beutel Goodman Canadian Equity Fund
Beutel Goodman Canadian Equity Plus Fund
Beutel Goodman Canadian Intrinsic Fund
Beutel Goodman Corporate/Provincial Active Bond Fund
Beutel Goodman Income Fund
Beutel Goodman International Equity Fund
Beutel Goodman Long Term Bond Fund
Beutel Goodman Money Market Fund
Beutel Goodman Small Cap Fund
Beutel Goodman World Focus Equity Fund
Principal Regulator - Ontario

Type and Date:

Final Simplified Prospectuses dated August 14, 2009
NP 11-202 Receipt dated August 14, 2009

Offering Price and Description:

Class A, F and I units @ Net Asset Value

Underwriter(s) or Distributor(s):

Beutel Goodman Managed Funds Inc.
Beutel Goodman Managed Funds Inc.
Beutel Goodman Managed Funds Inc.

Promoter(s):

Beutel Goodman Managed Funds Inc.

Project #1447675

Issuer Name:

BMO Global Infrastructure Fund
BMO International Value Class
Principal Regulator - Ontario

Type and Date:

Amendment #2 dated August 10, 2009 to Final Simplified
Prospectuses and Annual Information Forms (NI 81-101)
dated May 8, 2009

NP 11-202 Receipt dated August 13, 2009

Offering Price and Description:

-

Underwriter(s) or Distributor(s):

BMO Investments Inc.

Promoter(s):

BMO Investments Inc.

Project #1402935

Issuer Name:

Brookfield Properties Corporation
Principal Regulator - Ontario

Type and Date:

Final Short Form Prospectus dated August 17, 2009
NP 11-202 Receipt dated August 18, 2009

Offering Price and Description:

95,000,000 Common Shares

Price: US\$9.50 per Common Share

Underwriter(s) or Distributor(s):

RBC Dominion Securities Inc.
Citigroup Global Markets Canada Inc.
Deutsche Bank Securities Limited
TD Securities Inc.
CIBC World Markets Inc.

Scotia Capital Inc.

Barclays Capital Inc.

Credit Suisse Securities (Canada) Inc.

HSBC Securities (Canada) Inc.

Daiwa Securities America Inc.

Promoter(s):

-

Project #1457482

Issuer Name:

Criterion Diversified Commodities Currency Hedged Fund
Principal Regulator - Ontario

Type and Date:

Amended and Restated Final Long Form Prospectus dated
August 10, 2009 amending and restating the Final Long
Form Prospectus dated June 29, 2009

NP 11-202 Receipt dated August 14, 2009

Offering Price and Description:

-

Underwriter(s) or Distributor(s):

-

Promoter(s):

-

Project #1424117

Issuer Name:

Criterion International Equity Fund
Criterion Global Dividend Fund
Criterion Water Infrastructure Fund
Principal Regulator - Ontario

Type and Date:

Amended and Restated Final Simplified Prospectuses and
Annual Information Forms dated August 10, 2009
amending and restating the Final Simplified Prospectuses
and Annual Information Forms dated June 16, 2009

NP 11-202 Receipt dated August 14, 2009

Offering Price and Description:

Class A, B, D, F, I, C, M, O, P Q, X, Y and Z Units @ Net
Asset Value

Underwriter(s) or Distributor(s):

-

Promoter(s):

-

Project #1416735

Issuer Name:

Frontenac Mortgage Investment Corporation

Type and Date:

Final Long Form Prospectus dated August 14, 2009

Received on August 18, 2009

Offering Price and Description:

Unlimited Number of Common Shares at net asset value

Underwriter(s) or Distributor(s):

-

Promoter(s):

-

Project #1446041

Issuer Name:

Heritage Plans

Principal Regulator - Ontario

Type and Date:

Final Long Form Prospectus dated August 14, 2009

NP 11-202 Receipt dated August 17, 2009

Offering Price and Description:

Scholarship Plan securities

Underwriter(s) or Distributor(s):

-

Promoter(s):

-

Project #1446392

Issuer Name:

Impression Plan

Principal Regulator - Ontario

Type and Date:

Final Long Form Prospectus dated August 14, 2009

NP 11-202 Receipt dated August 17, 2009

Offering Price and Description:

-

Underwriter(s) or Distributor(s):

-

Promoter(s):

-

Project #1446386

Issuer Name:

LAB Research Inc.

Principal Regulator - Quebec

Type and Date:

Final Short Form Prospectus dated August 14, 2009

NP 11-202 Receipt dated August 17, 2009

Offering Price and Description:

\$15,574,939.00

Offering of Rights to Subscribe for up to 37,987,656

Common Shares at \$0.41 per share

Underwriter(s) or Distributor(s):

-

Promoter(s):

-

Project #1454184

Issuer Name:

Minera Andes Inc.

Principal Regulator - Ontario

Type and Date:

Final Short Form Prospectus dated August 12, 2009

NP 11-202 Receipt dated August 13, 2009

Offering Price and Description:

\$20,025,000.00

26,700,000 Units

Price: C\$0.75 per Unit

Underwriter(s) or Distributor(s):

Canaccord Capital Corporation

Scotia Capital Inc.

GMP Securities L.P.

Haywood Securities Inc.

Promoter(s):

-

Project #1453311

Issuer Name:

TDK Resource Fund Inc.

Principal Regulator - Ontario

Type and Date:

Final Simplified Prospectus dated August 10, 2009

NP 11-202 Receipt dated August 12, 2009

Offering Price and Description:

-

Underwriter(s) or Distributor(s):

TDK Management Fund Inc.

Promoter(s):

-

Project #1445771

Issuer Name:

USC Family Group Education Savings Plan

USC Family Multiple Student Education Savings Plan

USC Family Single Student Education Savings Plan

Principal Regulator - Ontario

Type and Date:

Final Long Form Prospectus dated August 14, 2009

NP 11-202 Receipt dated August 18, 2009

Offering Price and Description:

Units

Underwriter(s) or Distributor(s):

-

Promoter(s):

The International Scholarship Foundation

Project #1430353

Issuer Name:

USC Family Multiple Student Education Savings Plan
USC Family Single Student Education Savings Plan
USC Family Group Education Savings Plan
Principal Regulator - Ontario

Type and Date:

Final Long Form Prospectus dated August 14, 2009
NP 11-202 Receipt dated August 14, 2009

Offering Price and Description:

Units

Underwriter(s) or Distributor(s):

-

Promoter(s):

The International Scholarship Foundation

Project #1430381

Issuer Name:

USC Family Single Student Education Savings Plan
USC Family Group Education Savings Plan
USC Family Multiple Student Education Savings Plan
Principal Regulator - Ontario

Type and Date:

Final Long Form Prospectus dated August 14, 2009
NP 11-202 Receipt dated August 18, 2009

Offering Price and Description:

Units

Underwriter(s) or Distributor(s):

-

Promoter(s):

The International Scholarship Foundation

Project #1430388

Issuer Name:

Vistech Capital Corp.
Principal Regulator - Ontario

Type and Date:

Final CPC Prospectus dated August 12, 2009
NP 11-202 Receipt dated August 18, 2009

Offering Price and Description:

\$200,000.00

2,000,000 Common Shares

Price: \$0.10 per Common Share

Underwriter(s) or Distributor(s):

Bolder Investment Partners, Ltd.

Promoter(s):

Adam R. Cegielski

Project #1383460

Issuer Name:

Western Canadian Coal Corp.
Principal Regulator - British Columbia

Type and Date:

Final Short Form Prospectus dated August 12, 2009
NP 11-202 Receipt dated August 13, 2009

Offering Price and Description:

\$52,110,000.00

19,300,000 Common Shares

Price: \$2.70 per Common Share

Underwriter(s) or Distributor(s):

Cormark Securities Inc.

GMP Securities L.P.

Canaccord Capital Corporation

Salman Partners Inc.

Promoter(s):

-

Project #1453302

Issuer Name:

YOW CAPITAL CORP.
Principal Regulator - Ontario

Type and Date:

Final Long Form Prospectus dated August 11, 2009
NP 11-202 Receipt dated August 13, 2009

Offering Price and Description:

Offering: \$1,200,000.00 - 8,000,000 YOW Units

Price: \$0.15 per YOW Unit

Underwriter(s) or Distributor(s):

Investpro Securities Inc.

Promoter(s):

paul Barbeau

Pierre Vella-Zarb

Project #1441395

Issuer Name:

Trimark Canadian Plus Dividend Fund
Trimark Global Dividend Fund
Trimark U.S. Small Companies Fund
AIM Global Growth Fund
Principal Jurisdiction - Ontario

Type and Date:

Final Simplified Prospectus and Annual Information Form
dated August 14, 2009

Withdrawn on August 17, 2009

Offering Price and Description:

Mutual fund securities at net asset value

Underwriter(s) or Distributor(s):

-

Promoter(s):

-

Project #1444709

This page intentionally left blank

Chapter 12

Registrations

12.1.1 Registrants

| Type | Company | Category of Registration | Effective Date |
|---|--|--------------------------|-----------------|
| New Registration | Interbank Direct Investments Ltd. | Limited Market Dealer | August 12, 2009 |
| Consent to Suspension (Rule 33-501 Surrender of Registration) | Steven G. Kelman & Associates Limited | Investment Counsel | August 14, 2009 |
| New Registration | Mediobanca Securities USA, LLC | International Dealer | August 14, 2009 |
| Consent to Suspension (Rule 33-501 Surrender of Registration) | Clarendon Capital Inc. | Limited Market Dealer | August 18, 2009 |

This page intentionally left blank

Chapter 13

SRO Notices and Disciplinary Proceedings

13.1.1 MFDA Sets Date for Ben Kaley Hearing in Fredericton, New Brunswick

NEWS RELEASE
For immediate release

MFDA SETS DATE FOR BEN KALEY HEARING IN FREDERICTON, NEW BRUNSWICK

August 18, 2009 (Toronto, Ontario) – The Mutual Fund Dealers Association of Canada (“MFDA”) commenced a disciplinary proceeding in respect of Ben Kaley by Notice of Hearing dated June 24, 2009.

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

The hearing of this matter on its merits has been scheduled to take place at a venue to be announced in Fredericton, New Brunswick on December 3, 2009 at 10:00 a.m. (Atlantic) 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.

The MFDA is the self-regulatory organization for Canadian mutual fund dealers, regulating the operations, standards of practice and business conduct of its 145 Members and their approximately 75,000 Approved Persons with a mandate to protect investors and the public interest.

For further information, please contact:
Marco Wynnnyckyj
Hearings Coordinator
416-945-5146 or mwynnyckyj@mfda.ca

13.1.2 MFDA Issues Notice of Hearing Regarding Cory E. Griffiths

NEWS RELEASE
For immediate release

**MFDA ISSUES NOTICE OF HEARING
REGARDING CORY E. GRIFFITHS**

August 18, 2009 (Toronto, Ontario) – The Mutual Fund Dealers Association of Canada (“MFDA”) today announced that it has commenced disciplinary proceedings against Cory Edwin Griffiths (the “Respondent”).

MFDA staff alleges in its Notice of Hearing that the Respondent engaged in the following conduct contrary to the By-laws, Rules or Policies of the MFDA:

Allegation #1: Between June 2008 and October 2008, the Respondent falsified client initials, client signatures and other information on the account opening documents of clients MB, TB and CB, contrary to MFDA Rule 2.1.1.

Allegation #2: In October 2008, the Respondent interfered with the ability of the Member to conduct a reasonable supervisory investigation of the Respondent’s conduct by providing false and misleading responses to the Member in the course of its investigation, before admitting in whole or in part to the falsifications, contrary to MFDA Rules 1.1.2 and 2.5.1 and MFDA Rule 2.1.1.

The first appearance in this matter will take place by teleconference before a Hearing Panel of the MFDA’s Prairie Regional Council in the Hearing Room located at the offices of the MFDA, 800 - 6th Avenue S.W., Suite 850, Calgary, Alberta, on October 26, 2009 at 10:00 a.m. (Mountain) or as soon thereafter as the appearance can be held.

The purpose of the first appearance is to schedule the date for the commencement of the hearing of this matter on its merits and to address any other procedural matters. The first appearance will be open to the public, except as may be required for the protection of confidential matters. Members of the public attending the first appearance will be able to listen to the proceeding by teleconference.

A copy of the Notice of Hearing is available on the MFDA website at 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 145 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

13.1.3 Notice and Request for Comment – Proposed Amendments to Sections 1 (Definitions) and 3 (Directors) of MFDA By-law No. 1

NOTICE AND REQUEST FOR COMMENT

**PROPOSED AMENDMENTS TO SECTIONS 1 (DEFINITIONS) AND 3 (DIRECTORS)
OF MFDA BY-LAW NO. 1**

The MFDA is proposing amendments to its By-law No. 1 related to directors following the recommendations of the final report of its Governance Review Task Force. The jurisdictions that recognize the MFDA (the Recognizing Regulators) approved amendments to the MFDA's By-law No. 1 related to directors in November 2008, but these were not implemented. The Recognizing Regulators will revoke their approval of those amendments and will consider the MFDA's current proposal in its entirety. The MFDA is publishing its proposal for comment for 30 days. The comment period ends on September 21, 2009.

Details on the process for submitting comments are included in Section V of the MFDA's notice.

August 21, 2009

MUTUAL FUND DEALERS ASSOCIATION OF CANADA

**PROPOSED AMENDMENTS TO SECTIONS 1 (DEFINITIONS) AND 3 (DIRECTORS)
OF MFDA BY-LAW NO. 1**

I. OVERVIEW

A. Current By-Law

Section 1 of MFDA By-law No. 1 defines "Public Director". Section 3 of the By-law specifies the number and composition of the MFDA Board of Directors, the election process, terms of office, remuneration and provides details with respect to committees of MFDA Board of Directors.

Under the current By-law, the Board of Directors consists of 13 Directors.

The current definition of "Public Director" disqualifies certain individuals from acting as Public Directors on the MFDA Board of Directors. These individuals include:

- (A) a director, partner, significant shareholder, officer, employee or agent of (or an associate or affiliate of): (i) a Member protection fund or of the IDA or IFIC, or (ii) a member of such fund, the IDA or IFIC;
- (B) an employee of a federal, provincial or territorial government or Crown agency;
- (C) a member of the House of Commons or of a provincial or territorial legislature;
- (D) an employee of a federal, provincial or territorial Crown agency;
- (E) a provider of services to the MFDA, a Member protection fund or a Member; and
- (F) an individual who is a member of the immediate family of an individual who would otherwise be disqualified from being a Public Director pursuant to clauses (A) to (E) above.

In addition, individuals who, within two years prior to their election as a Public Director, would have been disqualified from acting as a Public Director under clauses (A) to (D) above are not eligible as Public Directors.

The terms of office for Industry Directors of the MFDA are 2 years with a maximum of 3 terms (i.e. 6 years); and for Public Directors the terms are 3 years with a maximum of 2 terms (i.e. 6 years).

B. The Issues

The issues that the proposed amendments to MFDA By-law No. 1 are intended to address are the subject of the Report of the MFDA Task Force on Governance Issues (the "Task Force Report") discussed below and include:

- improving the representation of the diversity of Members (particularly small and medium-sized firms) on the MFDA Board of Directors;
- broadening the pool of potentially eligible Public Directors for MFDA;
- providing flexibility in selecting directors of the MFDA by shortening the length and increasing the number of terms of office; and
- clarifying and providing transparency in the director selection and nomination process.

The Task Force Report is posted on the MFDA website at www.mfda.ca.

C. Objectives

The proposed amendments are intended to address some of the key recommendations contained in the Task Force Report, as discussed below.

D. Effect of Proposed Amendments

The proposed amendments will increase the number of Directors from 13 to an odd number of not less than 13 and no more than 17, as determined by a resolution, will address transitional matters and clarify certain terms used in the By-law. This will permit greater opportunities to ensure that the Board of Directors reflects the diversity of MFDA Members, particularly small and medium size firms.

The proposed amendments will also permit individuals currently ineligible as Public Directors on the basis described above to qualify as Public Directors where appropriate in accordance with MFDA's nominating procedures. In addition, the proposed amendments will change the terms of office of all Directors of MFDA (i.e. Industry and Public Directors) to 2 years with a maximum tenure of 4 terms.

II. DETAILED ANALYSIS

A. Relevant History

The MFDA's current governance structure, including the definition of "Public Director", is the result of the "Report of the Corporate Governance Committee on a Plan for Governance by the MFDA" as adopted by the MFDA Board of Directors in February 2003 (the "2003 Report"). The corporate governance structure adopted was intended to be rigorous and "leading edge", particularly in the area of ensuring that the public interest is best served and undesirable conflicts of interest or influence do not arise. In this regard, the 2003 Report and the structure adopted were tilted to a prescriptive approach in using detailed rules rather than a principle-based approach, which preserved the objectives of the 2003 Report but permitted some flexibility in applying the principles. This prescriptive approach is particularly apparent in the adoption of the definition of Public Directors of the MFDA. At the same time, the 2003 Report recognized that the key to sound governance for the MFDA (as is the case with most organizations) is a robust director nomination process where a strong governance committee can identify, assess and recommend the nomination of effective directors including Public Directors with appropriate independence. The MFDA's Governance Committee has been developed and operates in that manner and the MFDA believes that its Board of Directors properly reflects the balance of the diversity of MFDA Members' interests as well as having strong independent Public Directors. The terms of reference for the Governance Committee do and will continue to reflect this mandate.

However, the experience of the MFDA's Governance Committee in identifying and assessing potential Public Directors has demonstrated that certain aspects of the criteria for Public Directors may be too rigid and inappropriate. This conclusion is not surprising in light of the fact that the 2003 Report was developed without the benefit of much MFDA Board selection experience. Moreover, the standards for general corporate governance have been subject to considerable scrutiny and change in the past few years. These kinds of changes were anticipated in the Report, as it endorsed the need for the MFDA's governance to be under regular review. The proposed amendments are a result of such review and are based on the actual experience of the MFDA's Public Director nomination process.

In February of 2008, the MFDA Board of Directors approved amendments to MFDA By-law No. 1 relating to the definition of "Public Director" to permit individuals currently ineligible as Public Directors on the basis described above to qualify as Public Directors where appropriate in accordance with MFDA's nominating procedures. In addition, and in a manner that is consistent

with the approach adopted by the Investment Industry Regulatory Organization of Canada ("IIROC"), amendments to MFDA By-law No. 1 were passed to change the terms of office of all Directors of MFDA (i.e. Industry and Public Directors) to 2 years with a maximum tenure of 4 terms (i.e. 8 years).

On March 18, 2008, the MFDA applied to the securities regulatory authorities of the Recognizing Jurisdictions for: (i) an amendment and restatement of the terms and conditions of the Order of each such Commission recognizing the MFDA as a self-regulatory organization respecting the definition of the term "Public Director" in order to remove the definition from the terms and conditions; and (ii) approval for corresponding amendments to the definition of "Public Director" in the MFDA By-law No. 1.

The Recognizing Jurisdictions issued the requested variation orders and approvals or non-objection of the proposed amendments in fall of 2008. The MFDA planned for the variation orders and approvals to be effective for and acted upon at the Annual General and Special Meeting of Members ("AGM") to be held on December 4, 2008 and the proposed amendments to By-law No. 1 were presented to the meeting for confirmation. As it happened, for various reasons, the proposed amendments were not confirmed by vote of a sufficient (2/3) majority of the Members, with the result that they did not become effective. The further result of the proposed amendments not becoming effective was that three Public Directors were not elected as proposed and the extended terms of the office for all directors were not effective. The response of the MFDA and its Board of Directors to this circumstance was to immediately review and determine the reasons for the failure of the proposed amendments to be approved by the Members and to identify solutions to various governance issues that had arisen in the interests of Members and the public.

This work was entrusted to a special Task Force that was established and the Task Force recently completed its Report of Task Force on Governance Issues and presented it to the MFDA Board of Directors at its meeting held on June 22, 2009. The Board unanimously approved the release and publication of the Task Force Report for comment by Members, interested industry groups and the public. Copies of the Task Force Report were filed with the Recognizing Jurisdictions. In addition, the MFDA communicated with the Recognizing Jurisdictions as to its work and has responded to specific requests for information made by the Recognizing Jurisdictions relating to the status of MFDA's governance following the 2008 AGM. The Task Force received and considered the comments submitted and finalized its Report on August 11, 2009. The Board of Directors accepted the Task Force Report at its meeting on August 18, 2009 and also passed the proposed amendments and approved other matters relating to the Board selection process including revised terms of reference for the Governance Committee. A special meeting of the Members of the MFDA has been scheduled for October 2, 2009 to confirm the proposed amendments, subject to regulatory approval.

The Task Force Report contains detailed information as to the work of the Task Force and communication with Members, as well as several recommendations relating to the governance structure of the MFDA. The Task Force endorsed the changes to the MFDA By-laws, as approved by the Recognizing Jurisdictions in fall 2008, subject to some enhancements that would increase the role of Members in the Board selection process.

Accordingly, the Task Force Report recommended that the MFDA's director nomination process ensure that at all times two Industry Directors be selected by the Members at large. As stated in the Task Force Report, the practical result will be that small/medium size firms will be assured a determinative voice in selecting a portion of the Industry Directors because they represent a large majority of Members. In order to better accommodate this change, the size of the Board is to be increased from 13 to 15.

The proposed revised director nomination and selection process would be provided for in the MFDA Governance Committee terms of reference, and not in the By-law. The revised terms of reference for the Governance Committee reflect the recommendations in the Task Force Report, in particular Recommendations 5 through 10, inclusive. In summary, the governance structure will balance: (i) the ability of Members to ensure that two Industry Directors at all times are, in effect, selected by Members with (ii) the ability of the Governance Committee to nominate other directors under the current system. The approach is intended to ensure that the Board diversity, as required by the Orders, is maintained. The revised terms of reference for the Governance Committee will be included in the materials sent to Members for the October 2, 2009 meeting.

B. Proposed Amendments

The proposed amendments to MFDA By-law No. 1 relate to: (a) the increase in the size of the Board to a minimum of 13 persons and a maximum of 17 persons; (b) changes in the definition of "Public Director" to permit individuals currently ineligible as Public Directors on the basis described above to qualify as Public Directors where appropriate in accordance with MFDA's nominating procedures; (c) changes in the terms of office of all Directors of MFDA (i.e. Industry and Public Directors) to 2 years with a maximum tenure of 4 terms (i.e. 8 years); and (d) transitional matters and some terminology clarifications.

C. Issues and Alternatives Considered

Issues that relate to the proposed amendments (identified in Section I.B above) have been considered previously by the MFDA, its 2003 Corporate Governance Committee, the Recognizing Jurisdictions and Member groups. In these reviews, the

governance structures of other comparator organizations have been considered, the closest of which is the Investment Industry Regulatory Organization of Canada ("IIROC"). IIROC and its sponsored investor protection organization, the Canadian Investor Protection Fund ("CIPF"), have each adopted by-laws similar in effect to the proposed amendments. The Board of MFDA's corresponding investor protection organization, the MFDA Investor Protection Corporation ("MFDA IPC") has also approved similar by-law amendments (not yet in effect pending the proposed amendments becoming effective).

D. Comparison with Similar Provisions

Reference is made to the comparator organizations identified in Section II.C and the fact that corresponding governance provisions have been considered. However, the history of the MFDA's development and the mutual fund dealer industry in Canada which it regulates are unique in many respects and the work of the Task Force, including its recommendations relating to MFDA's By-laws, attempt to respond to the special circumstances of MFDA.

E. Systems Impact of Amendments

It is not anticipated that there will be any systems impact on Members as a result of the proposed amendments.

F. Best Interests of the Capital Markets

The Board has determined that the proposed amendments are consistent with the best interests of the capital markets in that the self-regulation of mutual fund dealers in Canada will improve.

G. Public Interest Objective

The proposed amendments are in the public interest and will permit a broader range of persons to be considered as Public Directors, providing the MFDA governance process with a wider choice of potential candidates. The MFDA governance and nominating procedures allow for adequate consideration as to whether any particular individual is appropriate to serve as a Public Director.

The proposed amendments are in the public interest as they address the recommendations contained in the Task Force Report by, among other things, increasing the number of Directors on the MFDA Board of Directors and thereby improving the diversity of Member representation on the Board.

III. COMMENTARY**A. Filing in Other Jurisdictions**

The proposed amendments will be filed for approval with the Alberta, British Columbia, Manitoba, New Brunswick, Nova Scotia and Ontario Securities Commissions and the Saskatchewan Financial Services Commission.

B. Effectiveness

The proposed amendments are simple and effective.

C. Process

The proposed amendments have been prepared in consultation with relevant departments within the MFDA. The MFDA Board of Directors approved the proposed amendments on August 18, 2009.

D. Effective Date

The proposed amendments will be effective on a date to be subsequently determined by the MFDA. The intention is that the resulting changes to the MFDA's board selection process will be applied for the Annual General Meeting of Members to be held in December 2009.

IV. SOURCES

MFDA By-law No. 1

IIROC By-law No. 1

CIPF By-law No. 1

2003 Report of the Corporate Governance Committee and Plan for Governance by the MFDA

June 22, 2009 MFDA Report of the Task Force on Governance Issues

V. REQUIREMENT TO PUBLISH FOR COMMENT

The MFDA is required to publish for comment the proposed amendments to its By-laws so that the issues referred to above may be considered by the Recognizing Regulators.

The MFDA has determined that the entry into force of the proposed amendments would be in the public interest and is not detrimental to the capital markets. Comments are sought on the proposed amendments. Comments should be made in writing. One copy of each comment letter should be delivered by **Monday, September 21, 2009** (within 30 days of the publication of this notice), addressed to the attention of the Corporate Secretary, Mutual Fund Dealers Association of Canada, 121 King St. West, Suite 1000, Toronto, Ontario, M5H 3T9 and one copy addressed to the attention of Sarah Corrigan-Brown, Senior Legal Counsel, British Columbia Securities Commission, 701 West Georgia Street, P.O. Box 10142, Pacific Centre, Vancouver, British Columbia, V7Y 1L2.

Those submitting comment letters should be aware that a copy of their comment letter will be made publicly available on the MFDA website at www.mfda.ca.

Questions may be referred to:

Jason Bennett
Corporate Secretary & Director, Regional Councils
Mutual Fund Dealers Association of Canada
(416) 943-7431

SCHEDULE A

MUTUAL FUND DEALERS ASSOCIATION OF CANADA

DEFINITION OF PUBLIC DIRECTOR (Sections 1 and 3 of By-law No. 1)

**CHANGES FROM THE BY-LAW APPROVED BY THE RECOGNIZING
JURISDICTIONS IN 2008**

On August 18, 2009, the Board of Directors of the Mutual Fund Dealers Association of Canada made the following amendments to sections 1 (Definitions) and 3 (Directors) of MFDA By-law No. 1:

1. DEFINITIONS

"Associate", where used to indicate a relationship with any person, means:

- (a) any corporation of which such person beneficially owns, directly or indirectly, voting securities carrying more than 10 per cent of the voting rights attached to all voting securities of the corporation for the time being outstanding;
- (b) a partner of that person;
- (c) any trust or estate in which such person has a substantial beneficial interest or as to which such person serves as trustee or in a similar capacity;
- (d) any relative of such person who resides in the same home as that person;
- (e) any person who resides in the same home as the person and to whom that person is married, or with whom that person is living in a conjugal relationship outside of marriage; or
- (f) any relative of a person mentioned in clause (e) above who has the same home as such person;

"Public Director" means a Director who is not:

- (a) an officer (other than the Chair or a Vice-Chair) or an employee of the Corporation;
- (b) a current partner, director, officer, employee or person acting in a similar capacity of, or the holder of a Significant Interest in:
 - (i) a Member;
 - (ii) an Associate of a Member; or
 - (iii) an affiliate of a Member; or
- (c) an Associate of a partner, director, officer, employee or person acting in a similar capacity of, or the holder of a Significant Interest in, a Member.

For all purposes of this By-law, a Public Director as at the date this definition of Public Director became effective and who does not qualify as a Public Director under such definition shall be deemed to qualify as a Public Director and to continue so qualified as long as and until he or she ceases to be qualified as a Public Director according to the definition of that term in force immediately before the date this definition becomes effective.

"Significant Interest" means in respect of any person the holding, directly or indirectly, of the securities of such person carrying in aggregate 10% or more of the voting rights attached to all of the person's outstanding voting securities.

3. DIRECTORS

3.1 Duties and Number

The affairs of the Corporation shall be managed by a Board of Directors: consisting of an odd number of directors of not less than 13 and not more than 17. The number of persons comprising the Board of Directors shall be 13. directors shall be determined from time to time by a resolution passed at a meeting of directors.

3.2 Composition of the Board of Directors

The Board of Directors shall be composed of ~~6~~the same even number of Public Directors, ~~6 and~~ Industry Directors and the President and Chief Executive Officer. The members of the Board of Directors (other than the President and Chief Executive Officer) shall collectively and over time be nominated and ~~elected~~appointed on the basis that there will be timely and appropriate regional representation on the Board of Directors of Members of the Corporation across Canada, provided that at any time (subject to the occurrence of vacancies) not less than 4 of the directors shall represent regions other than the Provinces of Ontario and Quebec. In addition, at any time (subject to the occurrence of vacancies) ~~five~~5 of the Industry Directors shall be officers or employees of a Member of the Corporation or of an affiliate or corporation which is an Associate of a Member. No Member, affiliate or corporation which is an Associate of a Member shall have more than 1 director, officer, employee or other representative on the Board of Directors and, if such event should occur, the Board of Directors in its discretion may request the resignation of or remove as a director, any director or directors in order that the requirements of this section are satisfied. Each director shall be at least 18 years of age.

3.3 Election and Term

3.3.1 Public Directors

At each Annual Meeting, 3 Public Directors shall be elected to fill the vacancies created by the expiry of the terms of office of the ~~3~~-Public Directors whose terms have expired at such meeting or since the last Annual Meeting. The term for each Public Director to be elected at an Annual Meeting shall expire at the second Annual Meeting next following such election on the election of his or her successors, unless expired earlier in accordance with this By-law. The Board of Directors shall be authorized to fix the term of any Public Director to be elected for a period of less than 2 years in order to maintain the intended staggered terms of all Public Directors; but no such term shall be shortened if the Public Director has commenced his or her term of office. A Public Director shall be eligible to serve for only 4 successive terms of 2 years which shall include any shorter term as may have been fixed by the Board of Directors in accordance with this By-law, but shall exclude any portion of a term of office in respect of a vacancy filled pursuant to Section 3.5. Each Public Director to be elected at an Annual Meeting shall have been recommended by the Governance Committee to the Board of Directors for nomination for election by the Members according to the requirements of the By-laws and the terms of reference of the Governance Committee adopted by the Board of Directors. Any Member shall be entitled to submit to the Governance Committee recommendations for Public Directors provided that such recommendations shall have been received by the Corporation not less than 60 days prior to the relevant Annual Meeting.

3.3.2 Industry Directors

At each Annual Meeting, 3 Industry Directors shall be elected to fill the vacancies created by the expiry of the terms of office of the ~~3~~-Industry Directors whose terms have expired at such meeting or since the last Annual Meeting. The term for each Industry Director to be elected at an Annual Meeting shall expire at the second Annual Meeting next following such ~~election~~appointment on the ~~election~~appointment of his or her successors, unless expired earlier in accordance with this By-law. The Board of Directors shall be authorized to fix the term of any Industry Director to be elected for a period of less than 2 years in order to maintain the intended staggered terms of all Industry Directors, but no such term shall be shortened if the Industry Director has commenced his or her term of office. An Industry Director shall be eligible to serve only 4 successive terms of 2 years which shall include any shorter term as may have been fixed by the Board of Directors in accordance with this By-law, but shall exclude any portion of a term of office in respect of a vacancy filled pursuant to Section 3.5. Each Industry Director to be elected at an Annual Meeting shall have been recommended by the Governance Committee to the Board of Directors for nomination for election by the Members according to the requirements of the By-laws and the terms of reference of the Governance Committee adopted by the Board of Directors. Any Member shall be entitled to submit to the Governance Committee recommendations for Industry Directors provided that such recommendations shall have been received by the Corporation not less than 60 days prior to the relevant Annual Meeting.

3.3.3 Transition

At the Annual Meeting in ~~2008~~ when this Section 3.3.3 is sanctioned and becomes effective 2009,

- (i) Public Directors whose terms expire at such time (having then served 2 consecutive 2 or 3 year terms) shall be eligible to be nominated and elected for 1 further 2 year term;
- (ii) Public Directors whose terms do not expire at such time (having served less than 2 consecutive 2 or 3 year terms) shall remain eligible to be nominated and elected as Public Directors at subsequent Annual Meetings for further consecutive 2 year terms provided that no such Public Director shall be eligible to serve in aggregate for more than 8 consecutive years as a Public Director;

- (iii) Industry Directors whose terms expire at such time (having then served 3 consecutive 2 year terms) shall be eligible to be nominated and elected for 1 further 2 year term; and
- (iv) Industry Directors whose terms do not expire at such time (having served less than 3 consecutive 2 year terms) shall remain eligible to be nominated and elected as Industry Directors at subsequent Annual Meetings for further consecutive 2 year terms provided that no such Industry Director shall be eligible to serve in aggregate for more than 8 consecutive years as an Industry Director.

3.4 Vacancies

The office of a director shall be automatically vacated:

- 3.4.1 if the director by notice in writing to the Corporation resigns his or her office, which resignation shall be effective at the time it is received by the Secretary of the Corporation or at the time specified in the notice, whichever is later;
- 3.4.2 if the director is found to be a mentally incompetent person or becomes of unsound mind;
- 3.4.3 if the director dies;
- 3.4.4 if the director becomes bankrupt or suspends payment of debts generally or makes an arrangement with creditors or makes an assignment or is declared insolvent;
- 3.4.5 in the case of a Public Director, if the director ceases to be qualified as a Public Director;
- 3.4.6 if the director is requested to resign pursuant to Section 3.2 and does not do so in a reasonable time;
- 3.4.7 if the Public or Industry Director is removed by a resolution passed by either three-quarters of the votes cast at a meeting of the Board of Directors or two-thirds of the votes cast at a meeting of Members;
- 3.4.8 in the case of the President and Chief Executive Officer, the director ceases to hold such office.

3.5 Filling Vacancies

If a vacancy in the Board of Directors shall occur for any reason, the vacancy shall be filled by a resolution electing or appointing a director passed by either a majority of the votes cast at a meeting of the Members or the Board of Directors, provided that in either case the director has been identified and recommended by the Governance Committee to the Board of Directors for nomination for election or appointment and the nominee is otherwise qualified as a director. In recommending any such nominee as a director, the Governance Committee shall ensure the requirements for the composition of the Board of Directors set out in Section 3.3.2 are satisfied and that the nomination process followed by the Governance Committee shall be in accordance with the requirements for nominees to be recommended to the Board of Directors for the election of directors at Annual Meetings except that no notice of the vacancy or request for nominations need be given to Members.

3.6 Committees

3.6.1 Governance Committee

The Board of Directors shall establish a Governance Committee composed of 2 Public Directors and 2 Industry Directors. The 2 Industry Director members of the Governance Committee shall be officers or employees of a Member of the Corporation or of an affiliate or corporation which is an Associate of a Member. The Chair of the Governance Committee shall be 1 of the 2 Public Directors as selected by the Board of Directors. The Governance Committee shall be responsible for identifying and recommending to the Board of Directors Public and Industry Directors for election or appointment to the Board of Directors in accordance with the By-laws and the terms of reference adopted for the Governance Committee by the Board of Directors. In addition, the Governance Committee shall perform such other duties as the Board of Directors may delegate or direct from time to time. 1 Public Director and 1 Industry Director shall constitute a quorum of the Governance Committee.

3.6.2 Audit Committee

The Board of Directors shall establish an Audit Committee composed of 2 Public Directors and 1 Industry Director. The Chair of the Audit Committee shall be 1 of the 2 Public Directors as selected by the Board of Directors. The Audit Committee shall review and report to the Board of Directors on the annual financial statements of the Corporation and shall perform such other duties as the Board of Directors may delegate or direct from time to time. 1 Public Director and 1 Industry Director shall constitute a quorum of the Audit Committee.

3.6.3 *Executive Committee*

The Board of Directors may in its discretion establish an executive committee (which may be otherwise named) composed of an equal number of Public Directors and Industry Directors. The Chair of the Executive Committee, if any, may be either a Public Director or Industry Director and shall be selected by the Board of Directors. The Executive Committee shall exercise such powers and such duties as are delegated or directed by the Board of Directors including, without limitation, the authority to exercise any of the powers of the Board of Directors. 1 Public Director and 1 Industry Director shall constitute a quorum of the Executive Committee.

3.6.4 *Other Board Committees*

The Board of Directors may from time to time in its discretion appoint any other committee or committees as it considers necessary or appropriate for such purposes and with such powers as the Board of Directors may determine including, without limitation, the authority to exercise any of the powers of the Board of Directors and to act in all matters for and in the name of the Board of Directors under the By-laws. Subject to any provisions of the By-laws otherwise, any such committee may be composed of Public Directors or Industry Directors, or both. A majority of the members of a committee established under this Section 3.6.4 shall constitute a quorum, provided that if the committee is composed of 1 or more Public Directors, a quorum shall include 1 Public Director.

3.6.5 *Committee Membership and Procedures*

Members of any committee of the Board of Directors including, without limitation, the Governance Committee, Audit Committee, Executive Committee (if any) or any other committee established pursuant to Section 3.6.4 and shall be appointed and subject to removal by the Board. The Board of Directors may prescribe rules and procedures not inconsistent with the Act and the By-laws relating to the calling of meetings of, and conduct of business by, committees of the Board. Subject to the By-laws and any resolution of the Board of Directors, meetings of any such committee shall be held at any time and place to be determined by the Chair of the committee or its members provided that 48 hours' prior written notice of such meetings shall be given, other than by mail, to each member of the committee. Notice by mail shall be sent at least 14 days prior to the meeting. No error or accidental omission in giving notice of any meeting of a committee shall invalidate such meeting or make void any proceedings taken at such meeting.

3.7 *Remuneration of Directors*

The Board of Directors may determine from time to time such reasonable remuneration, if any, to be paid to the directors of the Corporation for serving as such and the Board may determine that such remuneration need not be the same for all directors including, without limitation, as between Public and Industry Directors. Public and Industry Directors may be reimbursed for reasonable expenses incurred by the director in the performance of the director's duties. Subject to Sections 6 and 7.1, nothing herein contained shall be construed to preclude any director from serving the Corporation as an officer or in any other capacity and receiving compensation therefor.

SCHEDULE B

MUTUAL FUND DEALERS ASSOCIATION OF CANADA

DEFINITION OF PUBLIC DIRECTOR (Sections 1 and 3 of By-law No. 1)

**CHANGES FROM THE CURRENT BY-LAW, APPROVED BY THE MFDA BOARD OF DIRECTORS
ON FEBRUARY 7, 2008 AND AUGUST 18, 2009**

1. DEFINITIONS

"**aAssociate**", where used to indicate a relationship with any person, means:

- (a) any corporation of which such person beneficially owns, directly or indirectly, voting securities carrying more than 10 per cent of the voting rights attached to all voting securities of the corporation for the time being outstanding;
- (b) a partner of that person ~~acting on behalf of the partnership of which they are partners;~~
- (c) any trust or estate in which such person has a substantial beneficial interest or as to which such person serves as trustee or in a similar capacity;
- (d) any relative of such person who resides in the same home as that person including his/her spouse, or his/her spouse who has the same home as such person;
- (e) any person who resides in the same home as the person and to whom that person is married, or with whom that person is living in a conjugal relationship outside of marriage; or
- (f) any relative of a person mentioned in clause (e) above who has the same home as such person;

~~but where the Board of Directors orders that two persons shall, or shall not, be deemed to be associates, then such order shall be determinative of their relationships in the application of By-laws, Rules and Forms, with respect to that Member;~~

"**Public Director**" means a ~~d~~Director who is not:

- (a) an officer (other than the Chair or a Vice-Chair) or an employee of the Corporation;
- (b) a current partner, director, officer, employee or person acting in a similar capacity of, or the holder of a Significant Interest in:
 - (i) a Member;
 - (ii) an Associate of a Member; or
 - (iii) an affiliate of a Member; or
- (c) an Associate of a partner, director, officer, employee or person acting in a similar capacity of, or the holder of a Significant Interest in, a Member.

For all purposes of this By-law, a Public Director as at the date this definition of Public Director became effective and who does not qualify as a Public Director under such definition shall be deemed to qualify as a Public Director and to continue so qualified as long as and until he or she ceases to be qualified as a Public Director according to the definition of that term in force immediately before the date this definition becomes effective.

"**Significant Interest**" means in respect of any person the holding, directly or indirectly, of the securities of such person carrying in aggregate 10% or more of the voting rights attached to all of the person's outstanding voting securities.

- (a) ~~who is not a current director (other than a Public Director), officer or employee of, or of an associate or affiliate of:~~
 - (i) ~~the MFDA;~~

- (ii) ~~any protection or contingency fund in which Members (at the time the director holds the relevant office) are required to participate; or~~
- (iii) ~~the Investment Funds Institute of Canada or the Investment Dealers Association of Canada;~~
- (b) ~~who is not a current employee of a federal, provincial or territorial government or a current employee of an agency of the Crown in respect of such government;~~
- (c) ~~who is not a current member of the federal House of Commons or member of a provincial or territorial legislative assembly;~~
- (d) ~~who has not, in the two years prior to election as a Public Director, held a position described in (a) (d) above;~~
- (e) ~~who is not:~~
 - (i) ~~an individual who provides goods or services to and receives direct significant compensation from, or~~
 - (ii) ~~an individual who is a director, partner, significant shareholder, officer or employee of an entity that receives significant revenue from services the entity provides to, if such individual's compensation from that entity is significantly affected by the services such individual provides to,~~~~the MFDA or any protection or contingency fund in which Members are required to participate, or a Member of the MFDA; and~~
- (f) ~~who is not a member of the immediate family of the persons listed in (a) (f) above.~~

For the purposes of this definition:

- (i) ~~"significant compensation" and "significant revenue" means compensation or revenue the loss of which would have, or appear to have, a material impact on the individual or entity;~~
- (ii) ~~"significant shareholder" means an individual who has an ownership interest in the voting securities of an entity, or who is a director, partner, officer, employee or agent of an entity that has an ownership interest in the voting securities of another entity, which voting securities in either case carry more than 10% of the voting rights attached to all voting securities for the time being outstanding.~~

3. DIRECTORS

3.1 Duties and Number

~~The affairs of the Corporation shall be managed by a Board of Directors consisting of an odd number of directors of not less than 13 and no more than 17. The number of persons comprising the Board of Directors shall be 13~~directors shall be determined from time to time by a resolution passed at a meeting of directors.

3.2 Composition of the Board of Directors

~~The Board of Directors shall be composed of 6 the same even number of Public Directors, 6 and Industry Directors and the President and Chief Executive Officer. The members of the Board of Directors (other than the President and Chief Executive Officer) shall collectively and over time be nominated and elected~~ appointed ~~on the basis that there will be timely and appropriate regional representation on the Board of Directors of Members of the Corporation across Canada, provided that at any time (subject to the occurrence of vacancies) not less than 4 of the directors shall represent regions other than the Provinces of Ontario and Quebec. In addition, at any time (subject to the occurrence of vacancies) five 5 of the Industry Directors shall be officers or employees of a Member of the Corporation or of an affiliate or associated corporation which is an Associate of a Member. No Member, affiliate or associated corporation which is an Associate of a Member shall have more than 1 director, officer, employee or other representative on the Board of Directors and, if such event should occur, the Board of Directors in its discretion may request the resignation of or remove as a director, any director or directors in order that the requirements of this section are satisfied. Each director shall be at least 18 years of age.~~

3.3 Election and Term

3.3.1 Initial Election

~~At the Annual Meeting of the Corporation when this Section 3 By-law No. 1 is sanctioned and becomes effective, 12 directors shall be elected from persons nominated and recommended to the Board of Directors by an ad hoc nominating committee established by the Board of Directors according to the requirements of Section 3.6.1 as if that Section were in force and a Governance Committee has been established in accordance with its provisions. Of the 6 Public Directors to be so elected, the terms of 3 Public Directors to be designated by the Board of Directors shall each expire at the second and third successive Annual Meetings. Of the 6 Industry Directors to be so elected, the terms of 3 such Industry Directors to be designated by the Board of Directors shall each expire at the first and second successive Annual Meetings on the election of their successors.~~

3.3.21 Public Directors

~~At each Annual Meeting commencing in the year 2005, 3 Public Directors shall be elected to fill the vacancies created by the expiry of the terms of office of the 3 Public Directors whose terms have expired at such meeting; or since the last Annual Meeting. The term for each Public Director to be elected at an Annual Meeting shall expire at the thirdsecond Annual Meeting next following such election on the election of his or her successors, unless expired earlier in accordance with this By-law. The Board of Directors shall be authorized to fix the term of any Public Director to be elected for a period of less than 3 2 years in order to maintain the intended staggered terms of all Public Directors, but no such term shall be shortened if the Public Director has commenced his or her term of office. A Public Director shall be eligible to serve for only 2 4 successive terms of 3 2 years which shall include any shorter term as may have been fixed by the Board of Directors in accordance with this By-law, but shall exclude any portion of a term of office in respect of a vacancy filled pursuant to Section 3.5. Each Public Director to be elected at an Annual Meeting shall have been recommended by the Governance Committee to the Board of Directors for nomination for election by the Members according to the requirements of the By-laws and the terms of reference of the Governance Committee adopted by the Board of Directors. Any Member shall be entitled to submit to the Governance Committee nominationsrecommendations for Public Directors provided that such nominationsrecommendations shall have been received by the Corporation not less than 60 days prior to the relevant Annual Meeting.~~

3.3.32 Industry Directors

~~At each Annual Meeting commencing in the year 2004, 3 Industry Directors shall be elected to fill the vacancies created by the expiry of the terms of office of the 3 Industry Directors whose terms have expired at such meeting; or since the last Annual Meeting. The term for each Industry Director to be elected at an Annual Meeting shall expire at the second Annual Meeting next following such election appointment on the election appointment of his or her successors, unless expired earlier in accordance with this By-law. The Board of Directors shall be authorized to fix the term of any Industry Director to be elected for a period of less than 2 years in order to maintain the intended staggered terms of all Industry Directors, but no such term shall be shortened if the Industry Director has commenced his or her term of office. An Industry Director shall be eligible to serve only 3 4 successive terms of 2 years which shall include any shorter term as may have been fixed by the Board of Directors in accordance with this By-law, but shall exclude any portion of a term of office in respect of a vacancy filled pursuant to Section 3.5. Each Industry Director to be elected at an Annual Meeting shall have been recommended by the Governance Committee to the Board of Directors for nomination for election by the Members according to the requirements of the By-laws and the terms of reference of the Governance Committee adopted by the Board of Directors. Any Member shall be entitled to submit to the Governance Committee nominationsrecommendations for Industry Directors provided that such nominationsrecommendations shall have been received by the Corporation not less than 60 days prior to the relevant Annual Meeting.~~

3.3.3 Transition

At the annual Meeting in 2009,

- (i) Public Directors whose terms expire at such time (having then served 2 consecutive 2 or 3 year terms) shall be eligible to be nominated and elected for 1 further 2 year term;
- (ii) Public Directors whose terms do not expire at such time (having served less than 2 consecutive 2 or 3 year terms) shall remain eligible to be nominated and elected as Public Directors at subsequent Annual Meetings for further consecutive 2 year terms provided that no such Public Director shall be eligible to serve in aggregate for more than 8 consecutive years as a Public Director;
- (iii) Industry Directors whose terms expire at such time (having then served 3 consecutive 2 year terms) shall be eligible to be nominated and elected for 1 further 2 year term; and
- (iv) Industry Directors whose terms do not expire at such time (having served less than 3 consecutive 2 year terms) shall remain eligible to be nominated and elected as Industry Directors at subsequent Annual Meetings

for further consecutive 2 year terms provided that no such Industry Director shall be eligible to serve in aggregate for more than 8 consecutive years as an Industry Director.

3.4 Vacancies

The office of a director shall be automatically vacated:

- 3.4.1 if the director by notice in writing to the Corporation resigns his or her office, which resignation shall be effective at the time it is received by the Secretary of the Corporation or at the time specified in the notice, whichever is later;
- 3.4.2 if the director is found to be a mentally incompetent person or becomes of unsound mind;
- 3.4.3 if the director dies;
- 3.4.4 if the director becomes bankrupt or suspends payment of debts generally or makes an arrangement with creditors or makes an assignment or is declared insolvent;
- 3.4.5 in the case of a Public Director, if the director ceases to be qualified as a Public Director;
- 3.4.6 if the director is requested to resign pursuant to Section 3.2 and does not do so in a reasonable time;
- 3.4.7 if the Public or Industry Director is removed by a resolution passed by either three-quarters of the votes cast at a meeting of the Board of Directors or two-thirds of the votes cast at a meeting of Members;
- 3.4.8 in the case of the President and Chief Executive Officer, the director ceases to hold such office.

3.5 Filling Vacancies

If a vacancy in the Board of Directors shall occur for any reason, the vacancy shall be filled by a resolution electing or appointing a director passed by either a majority of the votes cast at a meeting of the Members or the Board of Directors, provided that in either case the director has been identified and recommended by the Governance Committee to the Board of Directors for nomination for election or appointment and the nominee is otherwise qualified as a director. In recommending any such nominee as a director, the Governance Committee shall ensure the requirements for the composition of the Board of Directors set out in Section 3.3.2 are satisfied and that the nomination process followed by the Governance Committee shall be in accordance with the requirements for nominees to be recommended to the Board of Directors for the election of directors at Annual Meetings except that no notice of the vacancy or request for nominations need be given to Members.

3.6 Committees

3.6.1 Governance Committee

The Board of Directors shall establish a Governance Committee composed of 2 Public Directors and 2 Industry Directors. The 2 Industry Director members of the Governance Committee shall be officers or employees of a Member of the Corporation or of an affiliate or associated corporation which is an Associate of a Member. The Chair of the Governance Committee shall be 1 of the 2 Public Directors as selected by the Board of Directors. The Governance Committee shall be responsible for identifying and recommending to the Board of Directors Public and Industry Directors for election or appointment to the Board of Directors in accordance with the By-laws and the terms of reference adopted for the Governance Committee by the Board of Directors. In addition, the Governance Committee shall perform such other duties as the Board of Directors may delegate or direct from time to time. 1 Public Director and 1 Industry Director shall constitute a quorum of the Governance Committee.

3.6.2 Audit Committee

The Board of Directors shall establish an Audit Committee composed of 2 Public Directors and 1 Industry Director. The Chair of the Audit Committee shall be 1 of the 2 Public Directors as selected by the Board of Directors. The Audit Committee shall review and report to the Board of Directors on the annual financial statements of the Corporation and shall perform such other duties as the Board of Directors may delegate or direct from time to time. 1 Public Director and 1 Industry Director shall constitute a quorum of the Audit Committee.

3.6.3 Executive Committee

The Board of Directors may in its discretion establish an executive committee (which may be otherwise named) composed of an equal number of Public Directors and Industry Directors. The Chair of the Executive Committee, if any, may be

either a Public Director or Industry Director and shall be selected by the Board of Directors. The Executive Committee shall exercise such powers and such duties as are delegated or directed by the Board of Directors including, without limitation, the authority to exercise any of the powers of the Board of Directors. 1 Public Director and 1 Industry Director shall constitute a quorum of the Executive Committee.

3.6.4 *Other Board Committees*

The Board of Directors may from time to time in its discretion appoint any other committee or committees as it considers necessary or appropriate for such purposes and with such powers as the Board of Directors may determine including, without limitation, the authority to exercise any of the powers of the Board of Directors and to act in all matters for and in the name of the Board of Directors under the By-laws. Subject to any provisions of the By-laws otherwise, any such committee may be composed of Public Directors or Industry Directors, or both. A majority of the members of a committee established under this Section 3.6.4 shall constitute a quorum, provided that if the committee is composed of 1 or more Public Directors, a quorum shall include 1 Public Director.

3.6.5 *Committee Membership and Procedures*

Members of any committee of the Board of Directors including, without limitation, the Governance Committee, Audit Committee, Executive Committee (if any) or any other committee established pursuant to Section 3.6.4 and shall be appointed and subject to removal by the Board. The Board of Directors may prescribe rules and procedures not inconsistent with the Act and the By-laws relating to the calling of meetings of, and conduct of business by, committees of the Board. Subject to the By-laws and any resolution of the Board of Directors, meetings of any such committee shall be held at any time and place to be determined by the Chair of the committee or its members provided that 48 hours' prior written notice of such meetings shall be given, other than by mail, to each member of the committee. Notice by mail shall be sent at least 14 days prior to the meeting. No error or accidental omission in giving notice of any meeting of a committee shall invalidate such meeting or make void any proceedings taken at such meeting.

3.7 *Remuneration of Directors*

The Board of Directors may determine from time to time such reasonable remuneration, if any, to be paid to the directors of the Corporation for serving as such and the Board may determine that such remuneration need not be the same for all directors including, without limitation, as between Public and Industry Directors. Public and Industry Directors may be reimbursed for reasonable expenses incurred by the director in the performance of the director's duties. Subject to Sections 6 and 7.1, nothing herein contained shall be construed to preclude any director from serving the Corporation as an officer or in any other capacity and receiving compensation therefore.

Index

| | | | |
|---|------|--|------|
| 360 Degree Financial Services Inc. | | Diamond + Diamond Merchant Banking Bank | |
| Notice from the Office of the Secretary | 6577 | Notice from the Office of the Secretary | 6579 |
| Order | 6608 | Temporary Order – ss. 127(1), 127(8)..... | 6615 |
| Alliance Financing Group Inc. | | Diamond + Diamond | |
| Cease Trading Order | 6621 | Notice from the Office of the Secretary | 6579 |
| Arthur, Vincent | | Temporary Order – ss. 127(1), 127(8)..... | 6615 |
| Notice from the Office of the Secretary | 6577 | Diamond, Anthony | |
| Order | 6608 | Notice from the Office of the Secretary | 6579 |
| Bank of Nova Scotia | | Temporary Order – ss. 127(1), 127(8)..... | 6615 |
| Decision | 6596 | Dominion Investments Club Inc. | |
| Blackmont Corporate Bond Fund | | Notice from the Office of the Secretary | 6577 |
| Decision | 6581 | Order | 6608 |
| Brompton Funds Management Limited | | Dominion Royal Credit Union | |
| Decision | 6596 | Notice from the Office of the Secretary | 6577 |
| Cardinal Health, Inc. | | Order | 6608 |
| Decision | 6604 | Dominion Royal Financial Inc. | |
| CareFusion Corporation | | Notice from the Office of the Secretary | 6577 |
| Decision | 6604 | Order | 6608 |
| CI Can-Am Small Cap Corporate Class | | Douse, Ezra | |
| Decision | 6581 | Notice from the Office of the Secretary | 6577 |
| CI Global Consumer Products Corporate Class | | Order | 6608 |
| Decision | 6581 | Firstgold Corp. | |
| CI Global Financial Services Corporate Class | | Cease Trading Order..... | 6621 |
| Decision | 6581 | Francis, Dorlan | |
| CI Global Value Corporate Class | | Notice from the Office of the Secretary | 6577 |
| Decision | 6581 | Order | 6608 |
| CI Investments Inc. | | Garcia, Azucena | |
| Decision | 6581 | Notice from the Office of the Secretary | 6577 |
| Clarendon Capital Inc. | | Order | 6608 |
| Consent to Suspension (Rule 33-501 | | Griffiths, Cory E. | |
| Surrender of Registration)..... | 6705 | SRO Notices and Disciplinary Proceedings..... | 6708 |
| ClubLink Corporation | | Grundmann, Alexander | |
| Decision – s. 1(10)..... | 6603 | Notice of Hearing – ss. 127(1), 127.1 | 6573 |
| Coalcorp Mining Inc. | | Notice from the Office of the Secretary | 6577 |
| Cease Trading Order | 6621 | Notice from the Office of the Secretary | 6579 |
| Curry, Angela | | Order – ss. 127(1), 127(7), 127(8)..... | 6616 |
| Notice from the Office of the Secretary | 6577 | Helsing, Henry | |
| Order | 6608 | Notice of Hearing – ss. 127(1), 127.1 | 6573 |
| | | Notice from the Office of the Secretary | 6577 |
| | | Notice from the Office of the Secretary | 6579 |
| | | Order – ss. 127(1), 127(7), 127(8)..... | 6616 |

| | | |
|--|------|--|
| High Ridge Resources Inc. | | |
| Order – s. 144 | 6612 | |
| Hill, Sedwick | | |
| Notice from the Office of the Secretary | 6577 | |
| Order | 6608 | |
| Huynh, Trudy | | |
| Notice from the Office of the Secretary | 6577 | |
| Order | 6608 | |
| Iannicca, Paul | | |
| Notice from the Office of the Secretary | 6578 | |
| Order – s. 127 | 6615 | |
| Ignition Point Technologies Corp. | | |
| Order – s. 144 | 6609 | |
| Interbank Direct Investments Ltd. | | |
| New Registration | 6705 | |
| James, Albert | | |
| Notice from the Office of the Secretary | 6577 | |
| Order | 6608 | |
| James, Elnonieth “Noni” | | |
| Notice from the Office of the Secretary | 6577 | |
| Order | 6608 | |
| Kaley, Ben | | |
| SRO Notices and Disciplinary Proceedings | 6707 | |
| Knight Bain Canadian Bond Fund | | |
| Decision | 6581 | |
| Knight Bain Corporate Bond Fund | | |
| Decision | 6581 | |
| Knight Bain Diversified Monthly Income Fund | | |
| Decision | 6581 | |
| Knight Bain Pure Canadian Equity Fund | | |
| Decision | 6581 | |
| Knight Bain Small Cap Fund | | |
| Decision | 6581 | |
| Kria Resources Ltd. | | |
| Order – s. 1(11)(b) | 6618 | |
| Lehman Cohort Global Group Inc. | | |
| Notice of Hearing – ss. 127(1), 127.1 | 6573 | |
| Notice from the Office of the Secretary | 6577 | |
| Notice from the Office of the Secretary | 6579 | |
| Order – ss. 127(1), 127(7), 127(8) | 6616 | |
| LeveragePro Inc. | | |
| Notice from the Office of the Secretary | 6577 | |
| Order | 6608 | |
| Lewis, Carlton Ivanhoe | | |
| Notice from the Office of the Secretary | 6577 | |
| Order | 6608 | |
| McLean Budden Limited | | |
| Decision | 6586 | |
| Medifocus Inc. | | |
| Cease Trading Order | 6621 | |
| Mediobanca Securities USA LLC | | |
| Order – s. 211 of the Regulation | 6607 | |
| New Registration | 6705 | |
| MFDA By-law No. 1 – Proposed Amendments to Sections 1 (Definitions) and 3 (Directors) | | |
| SRO Notices and Disciplinary Proceedings | 6709 | |
| MSI Canada Inc. | | |
| Notice from the Office of the Secretary | 6577 | |
| Order | 6608 | |
| Neale, Wilton John | | |
| Notice from the Office of the Secretary | 6577 | |
| Order | 6608 | |
| Networth Financial Group Inc. | | |
| Notice from the Office of the Secretary | 6577 | |
| Order | 6608 | |
| Networth Marketing Solutions | | |
| Notice from the Office of the Secretary | 6577 | |
| Order | 6608 | |
| Precious Metals Bullion Trust | | |
| Decision | 6596 | |
| Prosporex FOREX SPV Trust | | |
| Notice from the Office of the Secretary | 6579 | |
| Temporary Order – ss. 127(1), 127(8) | 6615 | |
| Prosporex Inc. | | |
| Notice from the Office of the Secretary | 6577 | |
| Order | 6608 | |
| Prosporex Investment Club Inc. | | |
| Notice from the Office of the Secretary | 6577 | |
| Order | 6608 | |
| Prosporex Investments Inc. | | |
| Notice from the Office of the Secretary | 6577 | |
| Notice from the Office of the Secretary | 6579 | |
| Order | 6608 | |
| Temporary Order – ss. 127(1), 127(8) | 6615 | |
| Prosporex Ltd. | | |
| Notice from the Office of the Secretary | 6577 | |
| Order | 6608 | |
| RBC Dexia Investor Services Trust | | |
| Decision | 6596 | |
| Resolve Business Outsourcing Income Fund | | |
| Decision – s. 1(10) | 6602 | |

| | | | |
|--|------|---|------|
| Schnedl, Anton | | | |
| Notice of Hearing – ss. 127(1), 127.1 | 6573 | Synergy Focus Canadian Equity Fund | |
| Notice from the Office of the Secretary | 6577 | Decision..... | 6581 |
| Notice from the Office of the Secretary | 6579 | Synergy Focus Global Equity Fund | |
| Order – ss. 127(1), 127(7), 127(8) | 6616 | Decision..... | 6581 |
| Scott, Mark Anthony | | Synergy Global Corporate Class | |
| Notice from the Office of the Secretary | 6577 | Decision..... | 6581 |
| Order | 6608 | Tulsiani Investments Inc. | |
| Signature Canadian Asset Allocation Fund | | Notice from the Office of the Secretary | 6578 |
| Decision | 6581 | Order – ss. 127(1), 127(8) | 6614 |
| Signature Canadian Balanced Fund | | Tulsiani, Sunil | |
| Decision | 6581 | Notice from the Office of the Secretary | 6578 |
| Signature Canadian Bond Fund | | Order – ss. 127(1), 127(8) | 6614 |
| Decision | 6581 | Uzner, Richard | |
| Signature Canadian Bond Fund | | Notice of Hearing – ss. 127(1), 127.1 | 6573 |
| Decision | 6581 | Notice from the Office of the Secretary | 6577 |
| Signature Corporate Bond Corporate Class | | Notice from the Office of the Secretary | 6579 |
| Decision | 6581 | Order – ss. 127(1), 127(7), 127(8) | 6616 |
| Signature Global Income & Growth Fund | | W.J.N. Holdings Inc. | |
| Decision | 6581 | Notice from the Office of the Secretary | 6577 |
| Signature Long-Term Bond Fund | | Order | 6608 |
| Decision | 6581 | Wedge Energy International Inc. | |
| Signature Select Canadian Fund | | Cease Trading Order..... | 6621 |
| Decision | 6581 | Wellington West Asset Management Inc. | |
| Spylogics International Corp. | | Decision..... | 6594 |
| Cease Trading Order | 6621 | Whitely, David | |
| Steven G. Kelman & Associates Limited | | Notice from the Office of the Secretary | 6577 |
| Consent to Suspension (Rule 33-501 | | Order | 6608 |
| Surrender of Registration)..... | 6705 | Yeboah, Christian | |
| Synergy Canadian Corporate Class | | Notice from the Office of the Secretary | 6577 |
| Decision | 6581 | Order | 6608 |
| Synergy Canadian Style Management Corporate Class | | | |
| Decision | 6581 | | |

This page intentionally left blank