

The Ontario Securities Commission

OSC Bulletin

August 28, 2009

Volume 32, Issue 35

(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

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Published under the authority of the Commission by:

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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:

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ISSN 0226-9325
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Chapter 1

Notices / News Releases

1.1 Notices

1.1.1 Current Proceedings Before The Ontario Securities Commission

AUGUST 28, 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
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Toronto, Ontario
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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 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
Teodosio Vincent Pangia

s. 127

J. Feasby in attendance for Staff

Panel: MGC

September 1, 2009
3:00 p.m.
Lyndz Pharmaceuticals Inc., Lyndz Pharma Ltd., James Marketing Ltd., Michael Eatch and Rickey McKenzie

s. 127(1) and (5)

J. Feasby in attendance for Staff

Panel: MGC

September 2, 2009
2:00 p.m.
Global Petroleum Strategies, LLC, Petroleum Unlimited, LLC, Roger A. Kimmel, Jr.

s. 127

E. Cole in attendance for Staff

Panel: PJL

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

s. 127 and 127(1)

D. Ferris in attendance for Staff

Panel: PJL/CSP

September 8, 2009
10:00 a.m.

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: MGC
	Panel: MGC	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: MGC
	J. Feasby in attendance for Staff	September 21, 2009	Goldbridge Financial Inc., Wesley Wayne Weber and Shawn C. Lesperance
	Panel: MGC/MCH	9:00 a.m.	s. 127
September 9, 2009	MI Developments Inc.		J. Feasby in attendance for Staff
09:00 a.m.	s. 104(1) and 127		Panel: CSP
	M. Vaillancourt 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: JEAT/PLK	10:00 a.m.	s. 127
September 9, 2009	Oversea Chinese Fund Limited Partnership, Weizhen Tang and Associates Inc., Weizhen Tang Corp., and Weizhen Tang		H. Daley in attendance for Staff
10:00 a.m.			Panel: MGC/CSP
	s. 127 and 127.1	September 21, 2009	Goldpoint Resources Corporation, Lino Novielli, Brian Moloney, Evanna Tomeli, Robert Black, Richard Wylie and Jack Anderson
	M. Britton in attendance for Staff	11:30 a.m.	s. 127(1) and 127(5)
	Panel: DLK	September 22-28, September 30 – October 2, 2009	M. Boswell in attendance for Staff
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	10:00 a.m.	Panel: MGC/DLK
10:00 a.m.			
	s. 127(7) and 127(8)		
	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 22, 2009	Berkshire Capital Limited, GP Berkshire Capital Limited, Panama Opportunity Fund and Ernest Anderson	October 6, 2009	IMG International Inc., Investors Marketing Group International Inc., and Michael Smith
10:00 a.m.		2:30 p.m.	
	s. 127		s. 127
	E. Cole in attendance for Staff		C. Price in attendance for Staff
	Panel: TBA		Panel: TBA
September 29, 2009	Adrian Samuel Leemhuis, Future Growth Group Inc., Future Growth Fund Limited, Future Growth Global Fund limited, Future Growth Market Neutral Fund Limited, Future Growth World Fund and ASL Direct Inc.	October 7, 2009	Paul Iannicca
2:30 p.m.		10:00 a.m.	
	s. 127(5)		s. 127
	K. Daniels in attendance for Staff		H. Craig 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	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		s. 127
	C. Price in attendance for Staff		J. Superina in attendance for Staff
	Panel: TBA		Panel: TBA
September 30- October 23, 2009	Rene Pardo, Gary Usling, Lewis Taylor Sr., Lewis Taylor Jr., Jared Taylor, Colin Taylor and 1248136 Ontario Limited	October 8, 2009	Global Energy Group, Ltd. And New Gold Limited Partnerships
10:00a.m.		10:00 a.m.	
	s. 127		s. 127
	M. Britton in attendance for Staff		H. Craig in attendance for Staff
	Panel: TBA		Panel: DLK
October 6, 2009	Nest Acquisitions and Mergers and Caroline Frayssignes	October 9, 2009	Gold-Quest International, Health and Harmony, Iain Buchanan and Lisa Buchanan
2:30 p.m.		10:00 a.m.	
	s. 127(1) and 127(8)		s. 127
	C. Price in attendance for Staff		H. Craig in attendance for Staff
	Panel: TBA		Panel: CSP
		October 9, 2009	Gold-Quest International, 1725587 Ontario Inc. carrying on business as Health and Harmony, Harmony Club Inc., Donald Iain Buchanan, Lisa Buchanan and Sandra Gale
		10:00 a.m.	
			s. 127
			H. Craig in attendance for Staff
			Panel: CSP

October 14, 2009 10:00 a.m.	Axcess Automation LLC, Axcess Fund Management, LLC, Axcess Fund, L.P., Gordon Alan Driver and David Rutledge s. 127 M. Adams in attendance for Staff Panel: TBA	November 16 – December 11, 2009 10:00 a.m.	Sulja Bros. Building Supplies, Ltd. (Nevada), Sulja Bros. Building Supplies Ltd., Kore International Management Inc., Petar Vucicevich and Andrew DeVries s. 127 and 127.1 M. Britton in attendance for Staff Panel: TBA
October 19 – November 10; November 12-13, 2009 10:00 a.m.	Irwin Boock, Stanton Defreitas, Jason Wong, Saudia Allie, Alena Dubinsky, Alex Khodjiaints Select American Transfer Co., Leasesmart, Inc., Advanced Growing Systems, Inc., International Energy Ltd., Nutrione Corporation, Pocketop Corporation, Asia Telecom Ltd., Pharm Control Ltd., Cambridge Resources Corporation, Compushare Transfer Corporation, Federated Purchaser, Inc., TCC Industries, Inc., First National Entertainment Corporation, WGI Holdings, Inc. and Enerbrite Technologies Group s. 127 and 127.1 H. Craig in attendance for Staff Panel: MGC/CSP	November 24, 2009 2:30 p.m.	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 s. 127 H. Daley in attendance for Staff Panel: TBA
October 20, 2009 10:00 a.m.	Borealis International Inc., Synergy Group (2000) Inc., Integrated Business Concepts Inc., Canavista Corporate Services Inc., Canavista Financial Center Inc., Shane Smith, Andrew Lloyd, Paul Lloyd, Vince Villanti, Larry Haliday, Jean Breau, Joy Statham, David Prentice, Len Zielke, John Stephan, Ray Murphy, Alexander Poole, Derek Grigor and Earl Switenky s. 127 and 127.1 Y. Chisholm in attendance for Staff Panel: TBA	November 30, 2009 2:00 p.m.	Uranium308 Resources Inc., Uranium308 Resources PLC., Michael Friedman, George Schwartz, Peter Robinson, Alan Marsh Shuman and Innovative Gifting Inc. s. 127 M. Boswell in attendance for Staff Panel: TBA
November 16, 2009 10:00 a.m.	Maple Leaf Investment Fund Corp. and Joe Henry Chau s. 127 A. Sonnen in attendance for Staff Panel: TBA	December 11, 2009 9:00 a.m.	Tulsiani Investments Inc. and Sunil Tulsiani 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	TBA	Yama Abdullah Yaqeen
10:00 a.m.			s. 8(2)
	s. 127		J. Superina in attendance for Staff
	H. Craig in attendance for Staff	TBA	Panel: TBA
	Panel: TBA		Microsourceonline Inc., Michael Peter Anzelmo, Vito Curalli, Jaime S. Lobo, Sumit Majumdar and Jeffrey David Mandell
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		s. 127
10:00 a.m.			J. Waechter in attendance for Staff
January 19, 2010			Panel: TBA
2:30 p.m.	s. 127	TBA	Frank Dunn, Douglas Beatty, Michael Gollogly
	S. Kushneryk in attendance for Staff		s. 127
January 20-29, 2010	Panel: TBA		K. Daniels in attendance for Staff
10:00 a.m.			Panel: TBA
January 25-26, 2010	Lehman Cohort Global Group Inc., Anton Schnedl, Richard Unzer, Alexander Grundmann and Henry Hehlsinger	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.			s. 127 and 127.1
	s. 127		D. Ferris in attendance for Staff
	H. Craig in attendance for Staff		Panel: TBA
	Panel: TBA		Merax Resource Management Ltd. carrying on business as Crown Capital Partners, Richard Mellon and Alex Elin
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	TBA	s. 127
10:00 a.m.			H. Craig in attendance for Staff
	s. 127		Panel: TBA
	A. Clark in attendance for Staff		Gregory Galanis
	Panel: TBA		s. 127
February 8-12, 2010	Goldbridge Financial Inc., Wesley Wayne Weber and Shawn C. Lesperance	TBA	P. Foy in attendance for Staff
10:00 a.m.			Panel: TBA
	s. 127		
	J. Feasby in attendance for Staff		
	Panel: TBA		

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**

s. 127

C. Price in attendance for Staff

Panel: TBA

TBA **Biovail Corporation, Eugene N. Melnyk, Brian H. Crombie, John R. Miszuk and Kenneth G. Howling**

s. 127(1) and 127.1

J. Superina, A. Clark in attendance for Staff

Panel: TBA

TBA **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**

s. 127

M. Boswell in attendance for Staff

Panel: TBA

TBA **FactorCorp Inc., FactorCorp Financial Inc. and Mark Twerdun**

s. 127

A. Sonnen in attendance for Staff

Panel: TBA

TBA **Shane Suman and Monie Rahman**

s. 127 and 127(1)

C. Price in attendance for Staff

Panel: TBA

ADJOURNED SINE DIE

Global Privacy Management Trust and Robert Cranston

S. B. McLaughlin

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

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

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

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

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

1.4 Notices from the Office of the Secretary

1.4.1 Gold-Quest International et al.

**FOR IMMEDIATE RELEASE
August 20, 2009**

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

AND

**IN THE MATTER OF
GOLD-QUEST INTERNATIONAL,
HEALTH AND HARMONEY,
IAIN BUCHANAN, AND LISA BUCHANAN**

TORONTO – Following a hearing held today, the Commission issued an Order which provides that (1) the Amended Temporary Order against Gold-Quest and the Ontario Respondents is extended to October 13, 2009 on the terms and conditions set forth in the Amended Temporary Order; and (2) a hearing to extend the Amended Temporary Order shall be held on October 9, 2009 at 10:00 a.m. or such other date as is agreed by the parties and determined by the Office of the Secretary.

A copy of the Order dated August 20, 2009 is available at www.osc.gov.on.ca.

OFFICE OF THE SECRETARY
JOHN P. STEVENSON
SECRETARY

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1-877-785-1555 (Toll Free)

1.4.2 Gold-Quest International et al.

**FOR IMMEDIATE RELEASE
August 20, 2009**

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

AND

**IN THE MATTER OF
GOLD-QUEST INTERNATIONAL,
1725587 ONTARIO INC. carrying on business as
HEALTH AND HARMONEY,
HARMONEY CLUB INC.,
DONALD IAIN BUCHANAN, LISA BUCHANAN AND
SANDRA GALE**

TORONTO – Following a hearing held today, the Commission issued an Order adjourning the hearing to October 9, 2009 at 10:00 a.m. or such other date as is agreed by the parties and determined by the Office of the Secretary for the purpose of having a pre-hearing conference, the TCTO Hearing, and for any other purpose that the parties may advise the Office of the Secretary.

A copy of the Order dated August 20, 2009 is available at www.osc.gov.on.ca.

OFFICE OF THE SECRETARY
JOHN P. STEVENSON
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1.4.3 InterRent Real Estate Investment Trust

**FOR IMMEDIATE RELEASE
August 21, 2009**

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

AND

**IN THE MATTER OF
INTERRENT REAL ESTATE INVESTMENT TRUST**

AND

**IN THE MATTER OF
DECISIONS OF THE TORONTO STOCK EXCHANGE**

TORONTO – The Commission issued an Order which provides that CLV Group Inc. is granted full intervenor status in the Hearing and Review of the TSX decisions at issue pursuant to Rules 1.8 and 3 of the Ontario Securities Commission – Rules of Procedure.

A copy of the Order dated August 17, 2009 is available at www.osc.gov.on.ca.

OFFICE OF THE SECRETARY
JOHN P. STEVENSON
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1-877-785-1555 (Toll Free)

1.4.4 MI Developments Inc.

**FOR IMMEDIATE RELEASE
August 21, 2009**

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

AND

**IN THE MATTER OF
MI DEVELOPMENTS INC.
("MID")**

TORONTO – Following a motion hearing held on August 19, 2009, the Commission issued orders granting limited intervenor status to Magna Entertainment Corp. and Fair Enterprise Limited.

A copy of the Orders dated August 20, 2009 are available at www.osc.gov.on.ca.

OFFICE OF THE SECRETARY
JOHN P. STEVENSON
SECRETARY

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1.4.5 Goldbridge Financial Inc. et al.

**FOR IMMEDIATE RELEASE
August 24, 2009**

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

AND

**IN THE MATTER OF
GOLDBRIDGE FINANCIAL INC.,
WESLEY WAYNE WEBER AND
SHAWN C. LESPERANCE**

TORONTO – Following a hearing held today, the Commission issued an Order which provides that this matter shall be adjourned to September 21, 2009, at 9:00 a.m. to receive a status update on the Statement of Allegations and Notice of Hearing and to address any other pre-hearing matters to ensure the Hearing on the Merits proceeds as scheduled.

A copy of the Order dated August 24, 2009 is available at www.osc.gov.on.ca.

OFFICE OF THE SECRETARY
JOHN P. STEVENSON
SECRETARY

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1-877-785-1555 (Toll Free)

1.4.6 MI Developments Inc.

**FOR IMMEDIATE RELEASE
August 25, 2009**

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

AND

**IN THE MATTER OF
MI DEVELOPMENTS INC.
("MID")**

TORONTO – Following a motion hearing held on August 19, 2009, the Commission issued a Protective Order in the above named matter.

A copy of the Protective Order dated August 21, 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)

1.4.7 InterRent Real Estate Investment Trust

**FOR IMMEDIATE RELEASE
August 26, 2009**

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

AND

**IN THE MATTER OF
INTERRENT REAL ESTATE INVESTMENT TRUST**

AND

**IN THE MATTER OF
DECISIONS OF THE TORONTO STOCK EXCHANGE**

TORONTO – The Commission issued its Decision in the above matter.

A copy of the Decision dated August 26, 2009 is available at **www.osc.gov.on.ca**.

OFFICE OF THE SECRETARY
JOHN P. STEVENSON
SECRETARY

For media inquiries: Wendy Dey
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Chapter 2

Decisions, Orders and Rulings

2.1 Decisions

2.1.1 Doorway Capital Corp. – s. 1(10)

Headnote

National Policy 11-203 Process for Exemptive Relief Applications in Multiple Jurisdictions – application for an order that the issuer is not a reporting issuer.

Ontario Statutes

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

August 20, 2009

Doorway Capital Corp.
c/o Davis LLP
1000 Livingston Place
250 - 2nd Street SW
Calgary, Alberta T2P 0C1

Attention: Derrick K. Auch

Re: Doorway Capital Corp. (the “Applicant”) – Application for a decision under the securities legislation of Ontario and Alberta (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:

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

- 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.

“Michael Brown”
Assistant Manager, Corporate Finance
Ontario Securities Commission

2.1.2 Acadian Asset Management LLC – s. 7.1(1) of NI 33-109 Registration Information

Headnote

Application pursuant to section 7.1 of NI 33-109 that the Applicant be relieved from the Form 33-109F4 requirements in respect of certain of its Nominal Officers. The exempted officers are without significant authority over any part of the Applicant's operations and have no connection with its Ontario operation. The Applicant is still required to submit a Form 33-109F4 on behalf of each of its directing minds, who are certain Executive Officers, and its Registered Individuals who are those officers involved in the Ontario business activities.

Statutes Cited

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

Rules Cited

National Instrument 33-109 Registration Information.

August 24, 2009

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

AND

**IN THE MATTER OF
ACADIAN ASSET MANAGEMENT LLC**

DECISION

(Subsection 7.1(1) of National Instrument 33-109)

UPON the application (the **Application**) of Acadian Asset Management LLC (the **Applicant**) to the Ontario Securities Commission (the **Commission**) pursuant to section 7.1 of National Instrument 33-109 *Registration Information (NI 33-109)* for an exemption from the requirement in subsection 2.1(c) and section 3.3 of NI 33-109 that the Applicant submit a completed Form 33-109F4 for all Permitted Individuals (as defined below) of the Applicant in connection with the Applicant's registration as an adviser in the category of non-Canadian adviser (investment counsel and portfolio manager) (**NCA**);

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

AND UPON the Applicant having represented to the Director that:

1. The Applicant is a limited liability company formed under the laws of the State of Delaware in the United States of America and is an indirect, wholly-owned subsidiary of Old Mutual plc, which is a publicly-traded company listed on the London Stock Exchange. The head office of the Applicant

is located in Boston, Massachusetts, United States of America.

2. The Applicant has applied for an upgrade of its registration under the *Securities Act* (Ontario) (the **Act**) from that of an adviser in the category of international adviser (investment counsel and portfolio manager) to an adviser in the category of NCA.
3. The Applicant is currently registered as an investment adviser with the United States Securities and Exchange Commission. The Applicant is registered with, or authorized to conduct business pursuant to an exemption by, the following securities regulatory authorities:
 - (a) the Alberta Securities Commission as an adviser in the categories of investment counsel and portfolio manager (foreign);
 - (b) the British Columbia Securities Commission as an adviser in the categories of investment counsel and portfolio manager (foreign);
 - (c) the Australian Securities and Investments Commission;
 - (d) the Irish Financial Services Regulatory Authority;
 - (e) the Kanto Financial Bureau of the Ministry of Finance in Japan;
 - (f) the Financial Supervisory Commission in South Korea; and
 - (g) the United States Commodities and Futures Trading Commission as a commodity pool operator and commodity trading adviser.
4. The Applicant provides investment management services to institutional clients on a global basis.
5. Less than 5% of the aggregate consolidated gross revenues from advisory activities of the Applicant in any one financial year would be expected to arise from the Applicant acting as an adviser for clients in Ontario.
6. Pursuant to NI 33-109, an NCA is required to submit, in accordance with National Instrument 31-102 *National Registration Database (NI 31-102)*, a completed Form 33-109F4 for each permitted individual of the Applicant, including all directors and officers who have not applied to become registered individuals of the Applicant under subsection 2.2(1) of NI 33-109. The definition of "permitted individual" in NI 33-109 includes, among others, a director or officer of a firm.

7. All individuals who intend to act as an adviser in respect of securities in Ontario on behalf of the Applicant and who are officers of the Applicant, are, or will seek to become, registered as advising officers (the **Registered Individuals**) in accordance with the registration requirement under subsection 25(1) of the Act and the requirements of NI 31-102, by submitting a Form 33-109F4 completed with all the information required for a Registered Individual.
8. Other than the Executive Officers (as defined below), the Applicant's remaining officers would not reasonably be considered to be senior officers of the Applicant from a functional point of view. These officers (the **Nominal Officers**) have the title "vice-president" or a similar title but are not in charge of a principal business unit, division or function of the Applicant and, in any event, are not, or will not be, involved or have oversight of, or direction over, the Applicant's advisory activities in Ontario. The Applicant considers its permitted individuals (the **Permitted Individuals**) who have obtained, or will be seeking, non-advising officer status (the **Executive Officers**) as the holders of its most senior executive positions and/or are the individuals that are in direct contact with its Canadian clients from a marketing or direct client relationship perspective.
9. There are currently no individuals who would be included in the definition of "permitted individual" by reason of an ownership interest in the Applicant or other criteria set out in NI 33-109.
10. The Applicant seeks relief from the requirement to submit Form 33-109F4s for the Nominal Officers. The Applicant proposes to submit Form 33-109F4s on behalf of each of its Executive Officers completed with all the information required for a Permitted Individual. The Applicant also proposes to submit a Form 33-109F4 for the individual at any point in time who is its Chief Compliance Officer under its NCA registration.
11. In the absence of the requested relief, NI 33-109 would require that in conjunction with the Applicant's NCA registration, the Applicant submit a completed Form 33-109F4 for each of its Nominal Officers, rather than limiting this filing requirement to the much smaller number of Executive Officers. In addition, the Applicant would be required to submit a completed Form 33-109F4 for any additional new Nominal Officer, if the requested exemption is not granted. The information contained in the filed Form 33-109F4s would also need to be monitored on a constant basis to ensure that notices of change were submitted in accordance with the requirements of section 5.1 of NI 33-109 and that all information was kept current.

12. Given the relatively limited scope of the Applicant's activities in Ontario and given that the Nominal Officers will not have any involvement in the Applicant's Ontario activities, the preparation and filing of Form 33-109F4s on behalf of each Nominal Officer would achieve no regulatory purpose, while imposing an unwarranted administrative and compliance burden on the Applicant.

AND WHEREAS the Director is satisfied that it would not be prejudicial to the public interest to make the requested Order on the basis of the terms and conditions proposed;

IT IS ORDERED pursuant to section 7.1 of NI 33-109 that the Applicant is exempt from the requirement in subsection 2.1(c) of NI 33-109 and section 3.3 of NI 33-109 to submit a completed Form 33-109F4 for each of its Permitted Individuals who are Nominal Officers not involved in its Ontario business, provided that at no time will the Nominal Officers include any Executive Officer or Chief Compliance Officer, or other officer who will be involved in, or have oversight of, the Applicant's activities in Ontario in any capacity.

August 24, 2009

"Erez Blumberger"
Manager, Registrant Regulation
Ontario Securities Commission

2.1.3 Claymore Investments, Inc. et al.

Headnote

National Policy 11-203 Process for Exemptive Relief Applications in Multiple Jurisdictions – Approval of a change of control of a mutual fund manager and abridgement of the related 60 day notice requirement to 45 days – Decision subject to no changes being made to management, administration and portfolio management of the funds for a period of 60 days subsequent to notice provided to unitholders of the funds – Notice period abridgement granted based on fact specific circumstances and is not to be used as a precedent.

Applicable Legislative Provisions

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

August 24, 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
CLAYMORE INVESTMENTS, INC.,
GUGGENHEIM PARTNERS, LLC
AND THEIR RESPECTIVE AFFILIATES
AND ASSOCIATES
(collectively, the Filers)**

AND

**THE INVESTMENT FUNDS LISTED IN SCHEDULE “A”
(collectively, the Funds)**

DECISION

Background

The principal regulator in the Jurisdiction has received an application from the Filers for a decision under the securities legislation of the Jurisdiction of the principal regulator (the **Legislation**) for (a) approval of the change of control of Claymore Investments, Inc. (the **Manager**) as contemplated by subsection 5.5(2) of National Instrument 81-102 – *Mutual Funds* (**NI 81-102**) (the **Approval Sought**) and (b) an abridgement from 60 days to 45 days of the period for providing advance notice to the Funds’ securityholders of the change of control of the Manager required pursuant to subsection 5.8(1) of NI 81-102 (the **Exemption Sought**).

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

- (a) the Ontario Securities Commission (**OSC**) is the principal regulator for this application, and
- (b) 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 all of the provinces and territories of Canada other than Ontario (together with Ontario, the **Jurisdictions**).

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:

The Merger

1. Claymore Group Inc., Claymore Holdings LLC (which is an indirect subsidiary of Guggenheim Partners, LLC) and Guggclay Acquisition, Inc. (**Acquisition Corp.**) have entered into an agreement and plan of merger dated as of July 17, 2009 (the **Merger Agreement**) pursuant to which Acquisition Corp. will merge with and into Claymore Group Inc. on or about September 30, 2009, upon which the separate corporate existence of Acquisition Corp. will cease and Claymore Group Inc. will continue as the surviving corporation (the **Merger**). The completion of the Merger is subject to the satisfaction of closing conditions, which include the obtaining of all required regulatory approvals. The Merger will result in a change of control of the Manager.

The Manager, Claymore Group Inc. and the Funds

2. The Manager is incorporated under the *Canada Business Corporations Act* and is the manager and trustee of the Funds and is responsible for the administration of the Funds. The Manager is registered in Ontario as an advisor in the categories of investment counsel and portfolio manager and as a dealer in the category of limited market dealer, and is registered as an investment adviser with the U.S. Securities and Exchange Commission under the *Investment Advisers Act of 1940*.
3. The Manager is a subsidiary of Claymore Group Inc., a financial services and asset management company based in the Chicago, Illinois area. Claymore Group Inc. and its affiliates have approximately 176 employees in North America and, as of April 30, 2009, were providing supervisory, management or distribution-related services to exchange-traded funds, closed-end funds and unit investments trusts with combined assets of approximately U.S.\$11 billion.
4. The Funds (other than Big Bank Big Oil Split Corp., which is not in continuous distribution) are qualified for continuous distribution in each of the provinces and territories of Canada. Neither the Manager nor any of the Funds is in default of the securities legislation of any province or territory of Canada.

Ownership of Shares of Claymore Group Inc.

5. All the shares of Claymore Group Inc. are currently owned directly or indirectly by employees or former employees of Claymore Group Inc. or its affiliates.

Acquisition Corp.

6. Acquisition Corp. was incorporated as an indirect subsidiary of Guggenheim Partners, LLC under the laws of Delaware for the purpose of completing the Merger. To date, Acquisition Corp. has not engaged in any activities other than those incidental to its organization, the entering into of the Merger Agreement and the performance of its obligations thereunder.

Guggenheim Partners, LLC

7. Guggenheim Partners, LLC is a limited liability company formed under the laws of Delaware. It is a global, independent, privately held, diversified financial services firm with more than U.S.\$100 billion in assets under supervision. Guggenheim Partners, LLC employs approximately 800 professionals located in 20 cities around the world with principal offices in Chicago, New York, Los Angeles, London, Dublin, Geneva, Dubai, Hong Kong, Singapore and Mumbai.
8. The business address for Guggenheim Partners, LLC is 227 W. Monroe Street, Suite 4900, Chicago, Illinois, 60606.
9. Guggenheim Investment Management, LLC is an indirect subsidiary of Guggenheim Partners, LLC and is registered in Ontario as an advisor in the categories of investment counsel and portfolio manager. Guggenheim Securities, LLC is an indirect subsidiary of Guggenheim Partners, LLC and is registered in Ontario as a dealer in the category of international dealer. The Filers are advised that neither Guggenheim Investment Management, LLC nor Guggenheim Securities, LLC is in default of the securities legislation of Ontario. Guggenheim Partners, LLC indirectly owns 30% of

Logan Circle Partners, L.P., which is registered in Ontario in the categories of investment counsel and portfolio manager.

10. Following the completion of the Merger, the Manager will be a direct, wholly-owned subsidiary of the surviving Claymore Group Inc. entity, which in turn will be a direct, wholly-owned subsidiary of Claymore Holdings, LLC. Claymore Holdings, LLC is an indirect subsidiary of Guggenheim Partners, LLC.
11. Both Claymore Group Inc. and Guggenheim Partners, LLC have considerable experience in the asset management and investment funds industry.
12. Guggenheim Partners, LLC currently intends to maintain the Funds as a separately managed fund family and continue the operations of the Manager substantially as operated. It is currently anticipated that the role of the Manager as manager of the Funds will not change following the Merger. The change of control of the Manager will not materially affect the operation and administration of the Funds.
13. The Filers do not foresee that the Merger will give rise to any material conflicts of interest.
14. No changes are currently contemplated to the officers or directors of the Manager.
15. Upon the change of control of the Manager, all current members of the Independent Review Committee for the Funds will cease to be members of the Independent Review Committee by operation of section 3.10(1)(c) of National Instrument 81-107 – *Independent Review Committee for Investment Funds (NI 81-107)* and, subject to their consent, are expected to be subsequently reappointed as members of the Independent Review Committee as contemplated in the commentary to Sections 3.3(5) and 3.10 of NI 81-107.
16. A press release announcing the Merger was released on July 31, 2009. Notice of the proposed change of control of the Manager was mailed to securityholders of the Funds as soon as reasonably possible given the requirements and the time needed for conducting a mailing to securityholders, which was on August 14, 2009 (the **Notice Date**). The Filers believe that securityholders of the Funds have been provided with sufficient notice of the Merger.
17. While the Merger will result in a change of control of the Manager, the Merger is not expected to have any negative impact on the management of the Funds, and the Filers believe that the change of control of the Manager and the abridgement of the period for providing advance notice to Funds securityholders of the change of control of the Manager will allow the parties to meet their commercial objectives for the transaction and the Funds and will not be prejudicial to the interests of the Funds' securityholders.

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:

- (a) the Approval Sought is granted; and
- (b) the Exemption Sought is granted provided that:
 - (i) the securityholders of the Funds are given at least 45 days notice of the Change of Control; and
 - (ii) no changes are made to the management, administration or portfolio management of the Funds for at least 60 days following the Notice Date.

"Rhonda Goldberg"
Manager, Investment Funds Branch
Ontario Securities Commission

SCHEDULE "A"

CLAYMORE FUNDS

Claymore International Fundamental Index ETF	Claymore S&P/TSX Canadian Dividend ETF
Claymore Japan Fundamental Index ETF C\$ hedged	Claymore Global Monthly Advantaged Dividend ETF
Claymore US Fundamental Index ETF	Claymore Canadian Financial Monthly Income ETF
Claymore Canadian Fundamental Index ETF	Claymore 1-5 Yr Laddered Corporate Bond ETF
Claymore Equal Weight Banc & Lifeco ETF	Claymore 1-5 Yr Laddered Government Bond ETF
Claymore Global Real Estate ETF	Claymore Premium Money Market ETF
Claymore Global Infrastructure ETF	Claymore S&P/TSX CDN Preferred Share ETF
Claymore Oil Sands Sector ETF	Claymore Balanced Income CorePortfolio ETF
Claymore S&P/TSX Global Mining ETF	Claymore Balanced Growth CorePortfolio ETF
Claymore Global Agriculture ETF	Claymore Natural Gas Commodity ETF
Claymore S&P Global Water ETF	Big Bank Big Oil Split Corp.
Claymore BRIC ETF	Claymore Broad Emerging Markets ETF

2.1.4 CIBC Asset Management Inc. et al.

Headnote

NP 11– 203 – Coordinated Review – Exemptive relief granted to mutual funds allowing a 20-day extension of the prospectus lapse date – Extension of lapse date granted to facilitate a single renewal date for all the mutual funds under common management – Securities Act (Ontario).

Applicable Legislative Provisions

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

August 20, 2009

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

AND

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

AND

**IN THE MATTER OF
CIBC ASSET MANAGEMENT INC.
(the Filer)**

AND

**IN THE MATTER OF
THE RENAISSANCE INVESTMENTS
FAMILY OF FUNDS
LISTED IN APPENDIX “A”
(the Funds)**

DECISION

Background

The securities regulatory authority or regulator in each of the Jurisdictions (the **Decision Maker**) has received an application from the Filer on behalf of the Funds for a decision under the securities legislation of the Jurisdictions (the **Legislation**) that the time limits for the renewal of the simplified prospectus of the Funds dated September 15, 2009, as amended (the **Prospectus**), be extended to those time limits that would be applicable if the lapse date was October 4, 2009 (the **Exemption Sought**).

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

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

Interpretation

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

Representations

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

- 1. The Filer is a corporation established under the laws of Canada and is the manager and trustee of each of the Funds. The head office of the Filer is located in Ontario.
- 2. The Funds are open-ended mutual funds trusts established under the laws of the Province of Ontario pursuant to an amended and restated master declaration of trust dated as of June 27, 2006, as further amended.
- 3. Each of the Funds is a reporting issuer in each of the Jurisdictions and, to the knowledge of the Filer, is not in default in any of the Jurisdictions of any requirements of applicable securities legislation.
- 4. Each of the Funds currently distributes its securities in each of the Jurisdictions on a continuous basis pursuant to a simplified prospectus and annual information form dated September 15, 2008, as amended by amendment no. 1 dated May 5, 2009, which have been filed and received in each of the Jurisdictions.
- 5. Pursuant to the Legislation, the lapse date (the **Lapse Date**) for the distribution of securities of the Funds is September 15, 2009.
- 6. Pursuant to the Legislation, provided a pro forma simplified prospectus is filed 30 days prior to September 15, 2009 (August 16, 2009), a final version is filed by September 25, 2009, and a receipt for the simplified prospectus is issued by the securities regulatory authorities by October 5, 2009, the securities of the Funds may continue to be distributed without interruption during the prospectus renewal period after the Lapse Date.
- 7. The Filer is proposing to create two new funds (the **New Funds**) and to file a combined preliminary and pro forma simplified prospectus and annual information form for the Funds that will be a pro forma filing for the existing series of the existing Funds and a preliminary filing for series of

the New Funds. The Filer is currently considering issues associated with the structure of the New Funds and has determined that it needs additional time to complete its internal review of these issues before filing the combined preliminary and pro forma simplified prospectus.

8. For cost and administrative considerations, the Filer wishes to offer all funds in the Renaissance Investments family of funds under one simplified prospectus.
9. The Exemption Sought will permit the renewal simplified prospectus of the Funds to include the New Funds.
10. If the Exemptive Sought is granted, a combined preliminary and pro forma simplified prospectus and a final simplified prospectus will be filed by September 4, 2009 and October 14, 2009, respectively, in accordance with the time limits for renewal of the Prospectus.
11. There have been no material changes in the affairs of any of the Funds since the filing of the September 15, 2008 Prospectus other than those for which amendments have been filed. Accordingly, the Prospectus represents the current information regarding each of the Funds.
12. If the Exemption Sought is not granted, the Filer will be required to file the renewal pro forma prospectus for the existing Funds and a separate preliminary prospectus for the New Funds. Requiring the New Funds to be in a separate prospectus will increase the administrative costs of offering the Renaissance Investments family of mutual funds.
13. The Exemption Sought is for an extension of a limited period of 20 days.
14. The Exemption Sought will not affect the accuracy of the information contained in the Prospectus and therefore will not be prejudicial to the public interest.

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 Maker under the Legislation is that the Exemption Sought is granted.

"Darren McKall"

Assistant Manager, Investment Funds Branch
Ontario Securities Commission

APPENDIX "A"

Renaissance Investments family of funds

Renaissance Money Market Fund
Renaissance Canadian T-Bill Fund
Renaissance U.S. Money Market Fund
Renaissance Short-Term Income Fund
Renaissance Canadian Bond Fund
Renaissance Real Return Bond Fund
Renaissance Optimal Income Portfolio
Renaissance High Yield Bond Fund
Renaissance Global Bond Fund
Renaissance Canadian Balanced Fund
Renaissance Canadian Balanced Value Fund
Renaissance Canadian Asset Allocation Fund
Renaissance Canadian Monthly Income Fund
Renaissance Diversified Income Fund
Renaissance Millennium High Income Fund
Renaissance Canadian Dividend Income Fund
Renaissance Dividend Fund
Renaissance Canadian Core Value Fund
Renaissance Canadian Growth Fund
Renaissance Canadian Small-Cap Fund
Renaissance Millennium Next Generation Fund
Renaissance U.S. Equity Value Fund
Renaissance U.S. Equity Growth Fund
Renaissance U.S. Equity Fund
Renaissance International Dividend Fund
Renaissance International Equity Fund
Renaissance Global Markets Fund
Renaissance Optimal Global Equity Portfolio
Renaissance Global Value Fund
Renaissance Global Growth Fund
Renaissance Global Focus Fund
Renaissance Global Small-Cap Fund
Renaissance European Fund
Renaissance Asian Fund
Renaissance China Plus Fund
Renaissance Emerging Markets Fund
Renaissance Global Infrastructure Fund
Renaissance Global Health Care Fund
Renaissance Global Resource Fund
Renaissance Global Science & Technology Fund

2.1.5 Canadian Revolving Auto Floorplan Trust

Headnote

National Policy 11-203 Process for Exemptive Relief Applications in Multiple Jurisdictions – Issuer is not a reporting issuer – Filer has no publicly held securities – Filer did not provide the British Columbia Securities Commission with a notice of surrender containing the prescribed representations as it wanted to avoid applicable waiting period.

Applicable Legislative Provisions

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

August 25, 2009

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

AND

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

AND

**IN THE MATTER OF
CANADIAN REVOLVING AUTO FLOORPLAN TRUST
(THE FILER)**

DECISION

Background

The securities regulatory authority or regulator in each of the Jurisdictions (Decision Maker) has received an application from the Filer for a decision under the securities legislation of the Jurisdictions (the Legislation) that the Applicant is not a reporting issuer (the Exemptive Relief Sought).

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

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

Interpretation

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

Representations

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

1. The Filer is a special purpose trust created pursuant to a declaration of trust made as of November 13, 2001 under the laws of the Province of Ontario, the beneficiary of which is a charity registered under the *Income Tax Act* (Canada).
2. The issuer trustee is Montreal Trust Company of Canada, which carries out its administrative functions as issuer trustee at 100 University Avenue, 9th Floor, North Tower, Toronto, ON M5J 2Y1.
3. The Filer carries on the business of (i) purchasing from Chrysler Financial Services Canada Inc. undivided co-ownership interest (each a Co-Ownership Interest) in a revolving pool of receivables originating from a portfolio of revolving floorplan financing arrangements with various automobile dealers of Chrysler Canada Inc. and other automobile manufacturers, the related security and other related assets, (ii) financing the purchase of Co-Ownership Interests, and (iii) engaging in related activities.
4. The purchase by the Filer of Co-Ownership Interests has been financed by the Filer issuing asset-backed notes (AB Notes) pursuant to a trust indenture dated December 18, 2001 (the Trust Indenture), and supplemental indentures particular to each series of asset-backed notes.
5. On August 17, 2009, the outstanding AB Notes were repaid in full.
6. The Filer did not use the simplified procedure under CSA Staff Notice 12-307 *Applications for a Decision that an Issuer is not a Reporting Issuer* (CSA Staff Notice 12-307), in order to avoid the minimum 10-day waiting period under BC Instrument 11-502 *Voluntary Surrender of Reporting Issuer Status* (which is one of the simplified procedure criteria under CSA Staff Notice 12-307) and to obtain a decision on or before August 30, 2009, being the deadline for the filing of its interim financial statements for the interim period ended June 30, 2009, management's discussion & analysis relating to that interim period and interim certificates relating thereto.

7. The Filer is a reporting issuer in each of the provinces of Canada.
8. The Filer has applied for a decision that it is not a reporting issuer in all of the Jurisdictions in which it is currently a reporting issuer.
9. The Filer has no outstanding securities, including debt securities, in any Jurisdiction in Canada.
10. No securities of the Filer are traded on a marketplace as defined in National Instrument 21-101 *Marketplace Operation*.
11. The Filer is not in default of any of its obligations under the Legislation as a reporting issuer.

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.

“Michael Brown”
Assistant Manager, Corporate Finance
Ontario Securities Commission

2.1.6 Goodman & Company, Investment Counsel Ltd. et al.

Headnote

National Policy 11-203 Process for Exemptive Relief Applications in Multiple Jurisdictions – relief granted from multi-layering prohibition to permit mutual funds to invest in securities of mutual funds that invest more than 10% of the market value of their net assets in underlying funds – each underlying fund uses derivatives to obtain the returns of a related money market fund – each underlying fund is substantially similar to a money market fund – National Instrument 81-102 Mutual Funds.

Applicable Legislative Provisions

National Instrument 81-102 Mutual Funds, ss. 2.5(2)(b), 2.5(4)(b)(i), 19.1.

August 25, 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
GOODMAN & COMPANY,
INVESTMENT COUNSEL LTD.
(the “Filer”)**

AND

**IN THE MATTER OF
THE MARQUIS INVESTMENT PROGRAM
MUTUAL FUNDS CURRENTLY MANAGED
BY THE FILER AS LISTED IN SCHEDULE A
(the “Existing Marquis Funds”) AND THE
MARQUIS INVESTMENT PROGRAM MUTUAL
FUNDS THE FILER WILL MANAGE IN THE FUTURE
(together with the Existing Marquis Funds,
the “Marquis Funds”)**

DECISION

Background

The principal regulator in the Jurisdiction has received an application from the Filer on behalf of the Marquis Funds for a decision under the securities legislation of the Jurisdiction of the principal regulator (the “**Legislation**”) granting an exemption from section 2.5(2)(b) of National Instrument 81-102 *Mutual Funds* (“**NI 81-102**”) to permit the Marquis Funds, as the top funds in the four-tier fund-of-

fund structure described below, to invest in a CC Fund (as defined below) when the CC Fund's investment in the MY Pools (as defined below) exceeds 10% of the market value of the CC Fund's net assets (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 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, Newfoundland and Labrador, Prince Edward Island, Northwest Territories, Nunavut and Yukon.

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 and Mackenzie Financial Corporation ("Mackenzie"):

1. The Filer is, or will be, the manager of the Marquis Funds. The head office of the Filer is located in Toronto, Ontario.
2. Each of the Marquis Funds is, or will be, a mutual fund that:
 - (a) is a reporting issuer in all of the provinces and territories of Canada;
 - (b) offers securities under a simplified prospectus and annual information form filed in all of the provinces and territories of Canada; and
 - (c) directly or indirectly invests primarily in securities of other mutual funds, which may include the CC Funds, to achieve its investment objective.
3. Mackenzie is, or will be, the manager of mutual funds that consist of classes (the "**CC Funds**") of Mackenzie Financial Capital Corporation, a mutual fund corporation established under the laws of Ontario. Mackenzie is also the manager of Mackenzie Sentinel Canadian Short-Term Yield Pool (formerly, Mackenzie Sentinel Canadian Managed Yield Pool) and Mackenzie Sentinel U.S. Short-Term Yield Pool (formerly, Mackenzie Sentinel U.S. Managed Yield Pool) (together, the "**MY Pools**"). Mackenzie is also the manager of Mackenzie Sentinel Canadian Money Market Pool

and Mackenzie Sentinel U.S. Money Market Pool (together, the "**Current Underlying MMFs**") and will be the manager of any other Mackenzie money market fund that may in the future be an underlying fund for the MY Pools (together with the Current Underlying MMFs, the "**Underlying MMFs**") (the CC Funds, the MY Pools and the Underlying MMFs, collectively the "**Mackenzie Managed Funds**").

4. Each of the Mackenzie Managed Funds is, or will be, a reporting issuer in all of the provinces and territories of Canada. Securities of the Mackenzie Managed Funds are, or will be, offered under simplified prospectuses and annual information forms filed in all of the provinces and territories of Canada.
5. The investment objective of each of Mackenzie Sentinel Canadian Short-Term Yield Pool and Mackenzie Sentinel U.S. Short-Term Yield Pool is to provide tax-efficient returns similar to those of a Canadian money market fund managed by Mackenzie and a U.S. money market fund managed by Mackenzie, respectively. Each of Mackenzie Sentinel Canadian Short-Term Yield Pool and Mackenzie Sentinel U.S. Short-Term Yield Pool will seek to achieve its objective by investing in equity securities and selling those equity securities to a counterparty through a forward contract with the price being equal to the return on a Canadian money market fund managed by Mackenzie (currently, Mackenzie Sentinel Canadian Money Market Pool) and a U.S. money market fund managed by Mackenzie (currently, Mackenzie Sentinel U.S. Money Market Pool), respectively.
6. Each of the Underlying MMFs is, or will be, a "money market fund" as defined in section 1.1 of NI 81-102.
7. Because substantially all of the assets of each MY Pool are, or will be, invested in units of its Underlying MMF through the use of forward contracts, each MY Pool is not, or will not be, a "money market fund" as defined in section 1.1 of NI 81-102.
8. The CC Funds wish to invest their cash in the MY Pools to achieve tax savings for the benefit of their securityholders. Such investments will exceed 10% of the net assets of the CC Funds from time to time.
9. Absent the Exemption Sought, section 2.5(2)(b) of NI 81-102 would prohibit the Marquis Funds from investing in a CC Fund if the CC Fund's investment in the MY Pools exceeds 10% of its net assets.
10. Any investment by the Marquis Funds in the CC Funds will be made in accordance with the

provisions of section 2.5 of NI 81-102, except for the requirement in section 2.5(2)(b) that a mutual fund not invest in another mutual fund if the other mutual fund holds more than 10% of the market value of its net assets in securities of other mutual funds.

11. An investment by each Marquis Fund in the CC Funds will represent the business judgement of responsible persons uninfluenced by considerations other than the best interests of the Marquis Fund, and an investment by each CC Fund in the MY Pools will represent the business judgment of responsible persons uninfluenced by considerations other than the best interests of the CC Fund.
12. Each of the Filer, Mackenzie, the Existing Marquis Funds, the existing CC Funds, the MY Pools and the Current Underlying MMFs is not in default of any requirements of the securities legislation in any jurisdiction.

Decision

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

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

“Darren McCall”
Assistant Manager, Investment Funds
Ontario Securities Commission

Schedule A -

Marquis Investment Program mutual funds currently managed by the Filer

Marquis Institutional Solutions

Marquis Institutional Balanced Portfolio
Marquis Institutional Balanced Growth Portfolio
Marquis Institutional Growth Portfolio
Marquis Institutional Equity Portfolio
Marquis Institutional Canadian Equity Portfolio
Marquis Institutional Global Equity Portfolio
Marquis Institutional Bond Portfolio

Marquis Portfolio Solutions

Marquis Balanced Portfolio
Marquis Balanced Growth Portfolio
Marquis Growth Portfolio
Marquis Equity Portfolio
Marquis Balanced Income Portfolio

2.2 Orders

2.2.1 Gold-Quest International 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
GOLD-QUEST INTERNATIONAL,
HEALTH AND HARMONEY,
IAIN BUCHANAN, AND LISA BUCHANAN**

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

WHEREAS on the 1st day of April, 2008, the Ontario Securities Commission (the "Commission") ordered, pursuant to clause 2 of subsection 127(1) and subsection 127(5) of the *Securities Act*, R.S.O. 1990, c. S.5, as amended (the "Act") that all trading in any securities of Gold-Quest International ("Gold-Quest") shall cease (the "Temporary Order");

AND WHEREAS the Commission further ordered as part of the Temporary Order that pursuant to clause 2 of subsection 127(1) and subsection 127(5) of the Act that all trading in any securities by Health and HarMONEY, Iain Buchanan and Lisa Buchanan (the "Ontario Respondents") shall cease;

AND WHEREAS the Commission further ordered as part of the Temporary Order that pursuant to clause 3 of subsection 127(1) and subsection 127(5) of the Act that any exemptions contained in Ontario securities law do not apply to Gold-Quest and the Ontario Respondents;

AND WHEREAS the Commission further ordered as part of the Temporary Order that pursuant to clause 3 of subsection 127(1) and subsection 127(5) of the Act that any exemptions contained in Ontario securities law do not apply to Gold-Quest's officers, directors, agents or employees;

AND WHEREAS on April 8, 2008, the Commission issued a Notice of Hearing in this matter (the "Notice of Hearing");

AND WHEREAS Gold-Quest and the Ontario Respondents were served with the Temporary Order, the Notice of Hearing and the Evidence Brief of Staff of the Commission ("Staff") as set out in the Affidavit of Service of Dale Grybauskas dated April 14, 2008;

AND WHEREAS no correspondence has ever been sent to Staff on behalf of Gold-Quest and no one has ever appeared for Gold-Quest;

AND WHEREAS upon hearing submissions from counsel for Staff and on written consent of counsel for the

Ontario Respondents dated April 11, 2008, the Commission extended the Temporary Order until July 14, 2008 or until further order of the Commission, subject to a carve-out to permit Iain Buchanan to trade in securities listed on a recognized public exchange only in his own existing account(s), for his own benefit, and through a dealer registered with the Commission, and a carve-out to permit Lisa Buchanan to trade in securities listed on a recognized public exchange only in her own existing account(s), for her own benefit, and through a dealer registered with the Commission (the "Amended Temporary Order");

AND WHEREAS on May 6, 2008, the U.S. Securities and Exchange Commission (the "SEC") filed an emergency civil enforcement action against Gold-Quest, and U.S. District Court Judge Lloyd D. George issued numerous orders against Gold-Quest and persons related to Gold-Quest, including orders prohibiting the trading in securities of Gold-Quest, freezing assets related to the sale of Gold-Quest securities and appointing a permanent receiver for Gold-Quest;

AND WHEREAS on July 14, 2008, counsel for Staff attended before the Commission while counsel for the Ontario Respondents did not attend but provided correspondence with respect to the Temporary Order;

AND WHEREAS on July 14, 2008, upon hearing submissions from counsel for Staff and considering the correspondence from counsel for the Ontario Respondents, the Commission extended the Amended Temporary Order against Gold-Quest and the Ontario Respondents until October 8, 2008 and the hearing was adjourned to October 7, 2008;

AND WHEREAS on October 7, 2008, counsel for Staff and counsel for the Ontario Respondents did not oppose the extension of the Amended Temporary Order;

AND WHEREAS on October 7, 2008, upon considering the correspondence from counsel for the Ontario Respondents, the Commission extended the Amended Temporary Order against Gold-Quest and the Ontario Respondents until December 10, 2008 and the hearing was adjourned to December 9, 2008;

AND WHEREAS on December 9, 2008, counsel for Staff and counsel for the Ontario Respondents did not oppose the extension of the Amended Temporary Order;

AND WHEREAS on December 9, 2008, upon considering the correspondence from counsel for the Ontario Respondents, the Commission extended the Amended Temporary Order against Gold-Quest and the Ontario Respondents until February 11, 2009 and the hearing was adjourned to February 10, 2009;

AND WHEREAS on February 10, 2009, counsel for Staff and counsel for the Ontario Respondents did not oppose the extension of the Amended Temporary Order;

AND WHEREAS on February 10, 2009, upon considering the correspondence from counsel for the Ontario Respondents, the Commission extended the Amended Temporary Order against Gold-Quest and the Ontario Respondents until March 20, 2009 and the hearing was adjourned to March 20, 2009;

AND WHEREAS on March 12, 2009, Staff of the Commission issued a Statement of Allegations against Gold-Quest, the Ontario Respondents, the Harmony Club Inc., and Sandra Gale alleging breaches of the Act related to trades in the securities of Gold-Quest and the Harmony Club Inc.;

AND WHEREAS on March 20, 2009, upon considering the correspondence from counsel for the Ontario Respondents, the Commission extended the Amended Temporary Order against Gold-Quest and the Ontario Respondents until May 27, 2009 and adjourned the hearing into the extension of the Amended Temporary Order against Gold-Quest and the Ontario Respondents until May 26, 2009;

AND WHEREAS on May 26, 2009, as no counsel appeared for Gold-Quest and Health and HarMONEY, and upon being informed that counsel for Iain Buchanan and Lisa Buchanan did not oppose the extension of the Amended Temporary Order until June 25, 2009, the Commission extended the Amended Temporary Order against Gold-Quest and the Ontario Respondents until June 25, 2009 and adjourned the hearing into the extension of the Amended Temporary Order against Gold-Quest and the Ontario Respondents until June 25, 2009;

AND WHEREAS on June 25, 2009, as no counsel appeared for Gold-Quest and Health and HarMONEY and counsel for Iain Buchanan and Lisa Buchanan did not oppose the extension of the Amended Temporary Order until August 21, 2009, the Commission extended the Amended Temporary Order against Gold-Quest and the Ontario Respondents until August 21, 2009 and adjourned the hearing regarding the extension of the Amended Temporary Order against Gold-Quest and the Ontario Respondents until August 20, 2009;

AND WHEREAS on August 20, 2009, no counsel appeared for Gold-Quest and Health and HarMONEY;

AND WHEREAS on August 20, 2009, counsel for Iain Buchanan and Lisa Buchanan, in communication with counsel for Staff, did not oppose the extension of the Amended Temporary Order until October 13, 2009 and it is in the public interest to extend the Amended Temporary Order without prejudice to the right of the Ontario Respondents to bring an application before the Commission to challenge the scope of the Amended Temporary Order;

AND WHEREAS on August 20, 2009, counsel for Staff submitted that the hearing to extend the Amended Temporary Order should be scheduled for October 9, 2009;

IT IS ORDERED THAT:

1. The Amended Temporary Order against Gold-Quest and the Ontario Respondents is extended to October 13, 2009 on the terms and conditions set forth in the Amended Temporary Order; and
2. A hearing to extend the Amended Temporary Order shall be held on October 9, 2009 at 10:00 a.m. or such other date as is agreed by the parties and determined by the Office of the Secretary.

DATED at Toronto this 20th day of August, 2009

"Carol S. Perry"

2.2.2 Gold-Quest International et al. – s. 127

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

AND

**IN THE MATTER OF
GOLD-QUEST INTERNATIONAL,
1725587 ONTARIO INC. carrying on business as
HEALTH AND HARMONEY,
HARMONEY CLUB INC.,
DONALD IAIN BUCHANAN, LISA BUCHANAN AND
SANDRA GALE**

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

WHEREAS on April 1, 2008, the Ontario Securities Commission (the "Commission") ordered, pursuant to clause 2 of subsection 127(1) and subsection 127(5) of the *Securities Act*, R.S.O. 1990, c. S.5, as amended (the "Act") that all trading in any securities of Gold-Quest International ("Gold-Quest") shall cease (the "Temporary Order");

AND WHEREAS the Commission further ordered as part of the Temporary Order that pursuant to clause 2 of subsection 127(1) and subsection 127(5) of the Act that all trading in any securities by Health and HarMONEY, Donald Iain Buchanan and Lisa Buchanan shall cease;

AND WHEREAS the Commission further ordered as part of the Temporary Order that pursuant to clause 3 of subsection 127(1) and subsection 127(5) of the Act that any exemptions contained in Ontario securities law do not apply to Gold-Quest, Health and HarMONEY, Donald Iain Buchanan and Lisa Buchanan;

AND WHEREAS the Commission further ordered as part of the Temporary Order that pursuant to clause 3 of subsection 127(1) and subsection 127(5) of the Act that any exemptions contained in Ontario securities law do not apply to Gold-Quest's officers, directors, agents or employees;

AND WHEREAS on April 8, 2008, the Commission issued a Notice of Hearing to consider among other things, the extension of the Temporary Order (the "TCTO Hearing");

AND WHEREAS on April 11, 2008 the Temporary Order was extended by the Commission with some amendments (the "Amended Temporary Order");

AND WHEREAS on March 13, 2009, the Commission issued a Notice of Hearing of pursuant to sections 127 and 127.1 of the Act (the "Hearing") accompanied by a Statement of Allegations dated March 12, 2009, issued by Staff of the Commission ("Staff") with respect to Gold-Quest, 1725587 Ontario Inc. carrying on business as Health and HarMONEY, the Harmoney Club, Donald Iain Buchanan, Lisa Buchanan and Sandra Gale;

AND WHEREAS on March 20, 2009, upon hearing submissions from Sandra Gale, counsel for Staff and counsel for Donald Iain Buchanan and Lisa Buchanan, it was ordered that the Hearing be adjourned to May 26, 2009;

AND WHEREAS on May 26, 2009, upon hearing submissions from Sandra Gale, counsel for Staff and counsel for Donald Iain Buchanan and Lisa Buchanan, it was ordered that the Hearing be adjourned to June 25, 2009;

AND WHEREAS on June 25, 2009, counsel for Staff, counsel for Sandra Gale and counsel for Donald Iain Buchanan and Lisa Buchanan attended before the Commission;

AND WHEREAS on June 25, 2009, no one appeared for Gold-Quest, Health and HarMONEY, or the Harmoney Club;

AND WHEREAS on June 25, 2009, upon hearing submissions from counsel for Staff, counsel for Sandra Gale, and counsel for Donald Iain Buchanan and Lisa Buchanan, it was ordered that the Hearing be adjourned to August 20, 2009;

AND WHEREAS the Amended Temporary Order has been extended from time to time, most recently until August 21, 2009, and the TCTO Hearing has been adjourned from time to time most recently until August 20, 2009;

AND WHEREAS a hearing was held on August 20, 2009, and Staff provided submissions regarding their attempts to serve all respondents in this matter;

AND WHEREAS no one appeared for Gold-Quest or 1725587 Ontario Inc. carrying on business as Health and HarMONEY and Harmoney Club Inc.;

AND WHEREAS on August 20, 2009, upon hearing submissions from counsel for Staff and counsel for Sandra Gale requesting that a pre-hearing conference be held on October 9, 2009;

AND WHEREAS Donald Iain Buchanan and Lisa Buchanan did not appear and Staff informed the Commission that counsel for Donald Iain Buchanan and Lisa Buchanan has also requested that a pre-hearing conference be held on October 9, 2009;

IT IS ORDERED THAT the Hearing is adjourned to October 9, 2009 at 10:00 a.m. or such other date as is agreed by the parties and determined by the Office of the Secretary for the purpose of having a pre-hearing conference, the TCTO Hearing, and for any other purpose that the parties may advise the Office of the Secretary.

DATED at Toronto this 20th day of August, 2009

"Carol S. Perry"

**2.2.3 InterRent Real Estate Investment Trust – Rule
1.8 of the OSC Rules of Procedure**

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

AND

**IN THE MATTER OF
INTERRENT REAL ESTATE INVESTMENT TRUST**

AND

**IN THE MATTER OF
DECISIONS OF THE TORONTO STOCK EXCHANGE**

**ORDER
(Rule 1.8 of the
Ontario Securities Commission Rules of Procedure)**

WHEREAS on August 11, 2009, NorthWest Value Partners Inc ("NorthWest") served and filed a Fresh as Amended Request for Hearing and Review by the Ontario Securities Commission (the "Commission") pursuant to s. 21.7 of the Securities Act (Ontario) of certain decisions made by the Toronto Stock Exchange ("TSX") respecting approval of a private placement proposed by InterRent and the date for a meeting of the unitholders of InterRent Real Estate Investment Trust ("InterRent");

AND WHEREAS the parties to the Hearing and Review, being NorthWest, TSX, InterRent and Staff of the Commission all consented to CLV Group Inc. being granted full intervenor status in the Hearing and Review;

AND WHEREAS CLV Group Inc., a real estate management firm based in Ottawa, Ontario, assembled the private placees who entered into subscription agreements for the InterRent private placement and made submissions to the TSX in respect of the decisions under review;

IT IS HEREBY ORDERED that CLV Group Inc. is granted full intervenor status in the Hearing and Review of the TSX decisions at issue pursuant to Rules 1.8 and 3 of the Ontario Securities Commission – Rules of Procedure.

Dated at Toronto this 17th day of August 2009.

"James E. A. Turner"

"David L. Knight"

2.2.4 MI Developments Inc. and Fair Enterprise Limited – ss. 104(1), 127

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

AND

**IN THE MATTER OF
MI DEVELOPMENTS INC.**

**ORDER GRANTING LIMITED INTERVENOR STATUS
TO FAIR ENTERPRISE LIMITED
(Motion for standing in the hearing on the merits
under subsection 104(1) and section 127 of the Act)**

Motion Hearing: August 19, 2009

Panel:	James E. A. Turner	–	Vice-Chair
Counsel:	René R. Sorell	–	For Greenlight Capital, Inc. (an independent shareholder of MI Developments Inc. (“MID”))
	Andrew B. Matheson (McCarthy Tétrault LLP)		
	Michael E. Barrack	–	For Farallon Capital Management, LLC,
	Jessica S. Bookman (ThorntonGroutFinnigan LLP)		Hotchkis and Wiley Capital Management, LLC, Donald Smith & Co. Inc., Owl Creek Asset Management, LP, North Run Capital, LP, Pzena Investment Management, LLC (MID independent shareholders)
	Shane Priemer (Voorheis & Co. LLP)		
	Kent E. Thomson	–	For MI Developments Inc.
	Andrea L. Burke Vincent A. Mercier (Davies Ward Phillips & Vineberg LLP)		
	Wendy Berman	–	For The Special Committee of the Board of Directors of MID
	Melissa MacKewn (Heenan Blaikie LLP)		
	Laura K. Fric	–	For Magna Entertainment Corp.
	Emmanuel Z. Pressman Craig T. Lockwood (Osler, Hoskin & Harcourt LLP)		
	Peter F. C. Howard	–	For Fair Enterprise Limited
	Edward J. Waitzer Amanda Linett (Stikeman Elliott LLP)		
	David Hausman	–	For The Official Committee of Unsecured Creditors of MEC
	(Fasken Martineau DuMoulin LLP)		
	Anne Sonnen	–	For Staff of the Ontario Securities Commission
	Alexandra Clark Shannon O’Hearn Jason Koskela		

**ORDER GRANTING LIMITED INTERVENOR STATUS
TO FAIR ENTERPRISE LIMITED**

WHEREAS Farallon Capital Management, LLC, Hotchkis and Wiley Capital Management, LLC, Donald Smith & Co. Inc., Owl Creek Asset Management, LP, North Run Capital, LP and Pzena Investment Management, LLC (the "Shareholders") on behalf of themselves and funds and entities under their management have requested by way of an application dated July 10, 2009 (the "Farallon Application") that the Commission convene a hearing to review MI Development Inc.'s ("MID") compliance with Multilateral Instrument 61-101 – *Protection of Minority Security Holders in Special Transactions* ("MI 61-101") in connection with certain transactions;

AND WHEREAS Greenlight Capital, Inc. ("Greenlight") has requested by way of an application dated July 13, 2009 (the "Greenlight Application") that the Commission convene a hearing to review MID's compliance with MI 61-101 in connection with the same transactions;

AND WHEREAS on August 11, 2009, the Commission issued a Notice of Hearing pursuant to subsection 104(1) and section 127 of the *Securities Act*, R.S.O. 1990, c. S.5, as amended ("the Act") to consider the Farallon Application and the Greenlight Application (the "Applications");

AND WHEREAS the Commission will hold a hearing on the merits pursuant to subsection 104(1) and section 127 of the Act commencing on Wednesday, September 9, 2009 at 9:00 a.m. or as soon as practicable thereafter (the "Hearing") to consider the Applications and whether the Commission should make an order under subsection 104(1) and/or section 127 of the Act, as the Commission deems appropriate;

AND WHEREAS Fair Enterprise Limited ("Fair Enterprise") is not named as a party to the Applications;

AND WHEREAS on August 6, 2009, Fair Enterprise filed a motion for full intervenor standing with respect to the Applications;

AND WHEREAS Fair Enterprise submits that the matters at issue in the Applications directly affect it;

AND WHEREAS Fair Enterprise in making its motion for standing relies on Rule 1.8 of the Commission's *Rules of Procedure*, (2009) 32 OSCB 1991, which sets out the relevant factors that are to be considered by a panel on a motion by a person for leave to intervene in a proceeding before the Commission;

AND UPON considering the written materials filed by counsel for Fair Enterprise, by the current parties to the Applications and by Staff;

AND UPON considering the oral submissions made by counsel for Fair Enterprise, by the current parties to the Applications and by Staff;

AND UPON being satisfied that granting Fair Enterprise limited standing on the terms and conditions set out below would be of assistance in securing a just and expeditious disposition of the Applications;

IT IS ORDERED THAT:

Fair Enterprise is granted limited standing in the Applications on the following terms and conditions:

1. Fair Enterprise shall be entitled to adduce oral and written evidence regarding its involvement in the transactions and agreements to which it is a party and that are at issue in the Applications.
2. Fair Enterprise shall be entitled to make oral and written submissions with respect to the matters referred to in paragraph 1 of this order.
3. Fair Enterprise's standing shall be subject to:
 - (i) Fair Enterprise making full and proper production on a timely basis of relevant documents on the terms agreed to by the current parties to the Applications or as otherwise required by the Commission; and
 - (ii) complying with the timetable agreed to by the current parties to the Applications, and by Staff, for delivery of written evidence, submissions and facts upon which they intend to rely.
4. This order is subject to any further order or direction that the panel on the Hearing may deem appropriate.

DATED at Toronto this 20th day of August, 2009.

“James E. A. Turner”

2.2.5 MI Developments Inc. and Magna Entertainment Corp. – ss. 104(1), 127

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

AND

**IN THE MATTER OF
MI DEVELOPMENTS INC.**

**ORDER GRANTING LIMITED INTERVENOR STATUS
TO MAGNA ENTERTAINMENT CORP.**

**(Motion for standing in the hearing on the merits
under subsection 104(1) and section 127 of the Act)**

Motion Hearing: August 19, 2009

Panel:	James E. A. Turner	–	Vice-Chair
Counsel:	René R. Sorell	–	For Greenlight Capital, Inc. (an independent shareholder of MI Developments Inc. (“MID”))
	Andrew B. Matheson (McCarthy Tétrault LLP)		
	Michael E. Barrack	–	For Farallon Capital Management, LLC,
	Jessica S. Bookman (ThorntonGroutFinnigan LLP)		Hotchkis and Wiley Capital Management, LLC, Donald Smith & Co. Inc., Owl Creek Asset Management, LP, North Run Capital, LP, Pzena Investment Management, LLC (MID independent shareholders)
	Shane Priemer (Voorheis & Co. LLP)		
	Kent E. Thomson	–	For MI Developments Inc.
	Andrea L. Burke Vincent A. Mercier (Davies Ward Phillips & Vineberg LLP)		
	Wendy Berman	–	For The Special Committee of the Board of Directors of MID
	Melissa MacKewn (Heenan Blaikie LLP)		
	Laura K. Fric	–	For Magna Entertainment Corp.
	Emmanuel Z. Pressman Craig T. Lockwood (Osler, Hoskin & Harcourt LLP)		
	Peter F. C. Howard	–	For Fair Enterprise Limited
	Edward J. Waitzer Amanda Linett (Stikeman Elliott LLP)		
	David Hausman	–	For The Official Committee of Unsecured Creditors of MEC
	(Fasken Martineau DuMoulin LLP)		
	Anne Sonnen	–	For Staff of the Ontario Securities Commission
	Alexandra Clark Shannon O’Hearn Jason Koskela		

**ORDER GRANTING LIMITED INTERVENOR STATUS
TO MAGNA ENTERTAINMENT CORP.**

WHEREAS Farallon Capital Management, LLC, Hotchkis and Wiley Capital Management, LLC, Donald Smith & Co. Inc., Owl Creek Asset Management, LP, North Run Capital, LP and Pzena Investment Management, LLC (the "Shareholders") on behalf of themselves and funds and entities under their management have requested by way of an application dated July 10, 2009 (the "Farallon Application") that the Commission convene a hearing to review MI Development Inc.'s ("MID") compliance with Multilateral Instrument 61-101 – *Protection of Minority Security Holders in Special Transactions* ("MI 61-101") in connection with certain transactions;

AND WHEREAS Greenlight Capital, Inc. ("Greenlight") has requested by way of an application dated July 13, 2009 (the "Greenlight Application") that the Commission convene a hearing to review MID's compliance with MI 61-101 in connection with the same transactions;

AND WHEREAS on August 11, 2009, the Commission issued a Notice of Hearing pursuant to subsection 104(1) and section 127 of the *Securities Act*, R.S.O. 1990, c. S.5, as amended ("the Act") to consider the Farallon Application and the Greenlight Application (the "Applications");

AND WHEREAS the Commission will hold a hearing on the merits pursuant to subsection 104(1) and section 127 of the Act commencing on Wednesday, September 9, 2009 at 9:00 a.m. or as soon as practicable thereafter (the "Hearing") to consider the Applications and whether the Commission should make an order under subsection 104(1) and/or section 127 of the Act, as the Commission deems appropriate;

AND WHEREAS Magna Entertainment Corp. ("MEC") is not named as a party to the Applications;

AND WHEREAS on August 6, 2009, MEC filed a motion for full intervenor standing with respect to the Applications;

AND WHEREAS MEC submits that the matters at issue in the Applications directly affect it;

AND WHEREAS MEC in making its motion for standing relies on Rule 1.8 of the Commission's *Rules of Procedure*, (2009) 32 OSCB 1991, which sets out the relevant factors that are to be considered by a panel on a motion by a person for leave to intervene in a proceeding before the Commission;

AND UPON considering the written materials filed by counsel for MEC, by the current parties to the Applications and by Staff;

AND UPON considering the oral submissions made by counsel for MEC, by the current parties to the Applications and by Staff;

AND UPON being satisfied that granting MEC limited standing on the terms and conditions set out below would be of assistance in securing a just and expeditious disposition of the Applications;

IT IS ORDERED THAT:

MEC is granted limited standing in the Applications on the following terms and conditions:

1. MEC shall be entitled to make oral and written submissions with respect to the appropriateness and scope of any Commission order in disposing of the Applications, as that order could affect MEC.
2. MEC's standing shall be subject to MEC complying with the timetable agreed to by the current parties to the Applications, and by Staff, for delivery of written submissions and facts upon which they intend to rely at the Hearing.
3. This order is subject to any further order or direction that the panel on the Hearing may deem appropriate.

DATED at Toronto this 20th day of August, 2009.

"James E. A. Turner"

2.2.6 Goldbridge Financial Inc. et al. – ss. 127(1), 127(2)

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

AND

**IN THE MATTER OF
GOLDBRIDGE FINANCIAL INC.,
WESLEY WAYNE WEBER AND
SHAWN C. LESPERANCE**

**TEMPORARY ORDER
Subsections 127(1) & 127(2)**

WHEREAS on October 10, 2008, the Ontario Securities Commission (the “Commission”) issued a temporary order pursuant to section 127(5) of the *Securities Act*, R.S.O. 1990, c. S.5, as amended (the “Act”) that all trading in securities by Goldbridge Financial Inc. (“Goldbridge”), Wesley Wayne Weber (“Weber”) and Shawn C. Lesperance (“Lesperance”) shall cease, and that the exemptions contained in Ontario securities law do not apply to Goldbridge, Weber and Lesperance (the “Temporary Order”);

AND WHEREAS the Temporary Order expired on the fifteenth day after its making unless extended by the Commission;

AND WHEREAS on October 28, 2008, the Commission granted a further order pursuant to clause 2 of subsection 127(1) of the Act (the “October Order”) that all trading in securities by Goldbridge, Weber and Lesperance shall cease, subject to the exception below;

AND WHEREAS it was further ordered on October 28, 2008, that notwithstanding the foregoing order, Goldbridge may trade solely as principal in one account (“the account”) in accordance with the following conditions:

- (a) the account shall be at E*TRADE Canada (“E*Trade”);
- (b) the account shall be in the name of Goldbridge Financial Inc.;
- (c) the account shall contain only funds belonging to Goldbridge contributed by Weber or Lesperance, and shall not be used directly or indirectly to trade on behalf of any other person or company;
- (d) Goldbridge shall provide Staff with particulars of the account, including the account number, within 7 days of the date of this Order;
- (e) Goldbridge shall instruct E*Trade to provide copies of all trade confirmation notices with respect to the account

directly to Staff at the same time that such notices are provided to Goldbridge;

- (f) securities traded in the account shall consist solely of securities listed or quoted on the New York Stock Exchange (“NYSE”) or the National Association of Securities Dealers Automated Quotations (“NASDAQ”); and

- (g) the Respondents shall immediately take steps to remove from the internet all advertising and postings on behalf of the Respondents offering to provide investment services and lessons in day trading.

AND WHEREAS the October Order was to expire at the close of business on January 20, 2009, unless extended by the Commission;

AND WHEREAS on January 19, 2009, the October Order was extended by the Commission until the close of business on March 21, 2009;

AND WHEREAS on March 20, 2009, the October Order was extended by the Commission until the close of business on May 4, 2009;

AND WHEREAS on May 1, 2009, the October Order was extended by the Commission until the close of business on June 30, 2009;

AND WHEREAS on June 29, 2009, the October Order was extended by the Commission until the close of business on July 30, 2009;

AND WHEREAS on July 29, 2009, the October Order was extended until the completion of the Hearing on the Merits or until further order of the Commission;

AND WHEREAS on July 29, 2009, the Commission ordered that the Hearing on the Merits in respect of this matter shall commence on February 8, 2010, at 10:00 a.m. and continue through to February 12, 2010, or such other date as the parties may agree and the Office of the Secretary shall determine;

AND WHEREAS the Commission held a status hearing on August 24, 2009;

AND WHEREAS Staff of the Commission (“Staff”) appeared at the hearing but Lesperance, Weber and Goldbridge did not appear;

AND WHEREAS Staff made submissions at the hearing;

AND WHEREAS a Settlement Hearing scheduled for August 24, 2009, did not proceed;

AND WHEREAS Staff submitted that counsel for Lesperance had given consent to the Settlement Hearing not proceeding and to it being rescheduled to a later date;

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

IT IS ORDERED that this matter shall be adjourned to September 21, 2009, at 9:00 a.m. to receive a status update on the Statement of Allegations and Notice of Hearing and to address any other pre-hearing matters to ensure the Hearing on the Merits proceeds as scheduled.

DATED at Toronto this 24th day of August, 2009.

“Carol S. Perry”

2.2.7 Dimensional Fund Advisors Canada ULC – ss. 78(1), 80 of the CFA

Headnote

Subsection 78(1) of the Commodity Futures Act (Ontario) – Revocation of the previous order granting relief from the adviser registration requirements of subsection 22(1)(b) of the CFA to extra-provincial advisers in respect of the provision of advisory services relating to futures contracts to funds that do not have an address in Ontario, subject to certain terms and conditions.

Section 80 of the Commodity Futures Act (Ontario) – Relief from the adviser registration requirements of subsection 22(1)(b) of the CFA granted to extra-provincial advisers in respect of the provision of advisory services relating to futures contracts to funds that do not have an address in Ontario, subject to certain terms and conditions. Relief mirrors exemption available in sections 7.4 and 7.5 of OSC Rule 35-502 Non-Resident Advisers (Rule 35-502) made under the Securities Act (Ontario).

Statutes Cited

Commodity Futures Act, R.S.O. 1990, c. C.20, as am., ss. 22(1)(b), 78, 80.

Securities Act, R.S.O. 1990, c. S.5, as am., s. 25.

OSC Rules Cited

Rule 35-502 Non Resident Advisers, ss. 7.4, 7.5.

IN THE MATTER OF THE COMMODITY FUTURES ACT, R.S.O. 1990, CHAPTER C.20, AS AMENDED (the CFA)

AND

IN THE MATTER OF DIMENSIONAL FUND ADVISORS CANADA ULC

ORDER (Section 80 and Subsection 78(1) of the CFA)

UPON the application (the **Application**) of Dimensional Fund Advisors Canada ULC (the **Applicant**) to the Ontario Securities Commission (the **Commission**) for an order (the **Order**):

- (a) pursuant to subsection 78(1) of the CFA, revoking the exemption order granted by the Commission to the Applicant (then called Dimensional Fund Advisors Canada Inc.), on August 29, 2006; and
- (b) pursuant to section 80 of the CFA, that the adviser registration requirement in the CFA (as defined below) shall not apply to the Applicant and affiliates of the Applicant (the **Affiliates**) and their respective directors, officers and employees acting as advisers on its behalf where the Applicant or the Affiliates act as an adviser in

respect of Contracts (as defined below) in connection with the Applicant acting as an adviser to the Funds (as defined below), subject to certain terms and conditions;

AND WHEREAS, for the purposes hereof, the following terms shall have the following meanings:

“Act” means the *Securities Act*, R.S.O. 1990, c. S.5, as amended;

“adviser registration requirement in the CFA” means the provisions of section 22 of the CFA that prohibit a person or company from acting as an adviser unless the person or company satisfies the applicable provisions of section 22 of the CFA;

“Contract” means a commodity futures contract or a commodity futures option, in each case, as defined in the CFA;

“Funds” means the mutual funds managed by the Applicant;

AND WHEREAS any other terms used in the Order that are defined in the Act, and not otherwise defined in the Order or in the CFA, shall have the same meaning as in the Act, unless the context otherwise requires;

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

AND UPON the Applicant having represented to the Commission that:

1. The Applicant is a corporation continued under the *Nova Scotia Companies Act*. The head office of the Applicant is located in British Columbia. The Applicant does not have an address in Ontario.
2. The head offices of the Affiliates are or will be located outside of Canada. None of the Affiliates have an address in Ontario.
3. The Applicant is registered as an adviser in the category of portfolio manager under the *Securities Act* (British Columbia) (the **BCSA**). This registration permits the Applicant to provide advice in British Columbia with respect to securities (including futures and options) and exchange contracts within the meaning of the BCSA.
4. The Affiliates are or will be registered or otherwise qualified under applicable laws in the United States or in the jurisdiction where their head office is located to provide investment counselling and portfolio management services.
5. The Applicant is the manager and principal portfolio adviser of the Funds. The head office of each of the Funds is located in British Columbia. None of the Funds has an address in Ontario.

6. Securities of the Funds will be distributed in Ontario either pursuant to a simplified prospectus filed with the Commission or pursuant to exemptions from the prospectus requirements under the Act.

7. The Affiliates will be the sub-advisers to the Applicant with respect to the Funds. The Affiliates wish to advise the Funds with respect to Contracts within the meaning of the CFA.

8. The obligations of the Affiliates are or will be set out in a written agreement with the Applicant.

9. The Applicant has or will contractually agree with the Funds to be responsible for any loss to the Funds that arises out of the failure of any Affiliate to:

- (a) exercise the powers and discharge the duties of its office honestly, in good faith and in the best interests of the Funds; or
- (b) exercise the degree of care, diligence and skill that a reasonably prudent person would exercise in the circumstances;

(the **Assumed Obligations**).

10. The Applicant cannot be relieved by the Funds or the Funds' securityholders from its responsibility for any liability arising under the Assumed Obligations.

11. On August 29, 2006, the Commission granted the Applicant (then called Dimensional Fund Advisors Canada Inc.), the Affiliates and their respective directors, officers and employees an exemption from the adviser registration requirement in the CFA where the Applicant acts as an adviser in respect of Contracts in connection with the Applicant acting as an adviser to the Funds (the **Previous Order**). The Previous Order is scheduled to expire on August 29, 2009.

AND WHEREAS paragraph 22(1)(b) of the CFA prohibits a person or company from acting as an adviser unless the person is registered as an adviser, or is registered as a partner or an officer of a registered adviser and is acting on behalf of a registered adviser, and the registration is in accordance with the CFA and the regulations;

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

IT IS ORDERED, pursuant to subsection 78(1) of the CFA, that the Previous Order is revoked; and

IT IS FURTHER ORDERED pursuant to section 80 of the CFA, that the Applicant, the Affiliates and their

respective directors, officers and employees shall not be subject to the adviser registration requirement in the CFA where the Applicant acts as an adviser in respect of Contracts in connection with the Applicant acting as an adviser to the Funds, provided that:

- (a) all advice by the Applicant and the Affiliates to the Funds is given and received, or portfolio management services are provided, outside of Ontario;
- (b) the Applicant remains registered under the BCSA and permitted to provide advice in British Columbia with respect to exchange contracts;
- (c) the Applicant, the Affiliates and the Funds continue to not have addresses in Ontario;
- (d) the obligations of the Affiliates are set out in a written agreement with the Applicant;
- (e) the Applicant remains responsible to the Funds or the Funds' securityholders for the Assumed Obligations; and
- (f) this order shall terminate three years from the date of the Order.

August 21, 2009.

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

"Paulette L. Kennedy"
Commissioner
Ontario Securities Commission

2.2.8 MI Developments Inc.

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

AND

IN THE MATTER OF MI DEVELOPMENTS INC.

PROTECTIVE ORDER

WHEREAS Greenlight Capital, Inc., Farallon Capital Management, L.L.C., Hotchkis and Wiley Capital Management, LLC, Donald Smith & Co. Inc., Owl Creek Asset Management, L.P., North Run Capital, LP and Pzena Investment Management, LLC, and funds and entities under their respective management or control (collectively, the "Applicants") have brought applications (the "Applications") to the Ontario Securities Commission (the "Commission") pursuant to sections 104 and 127 of the *Ontario Securities Act*, R.S.O. 1990, c.S.5, as amended (the "Act");

AND WHEREAS the Applications are scheduled to be heard by the Commission on September 9 and 10, 2009 (the "Hearing");

AND WHEREAS in response to document requests, the parties and Fair Enterprise Limited have produced non-public documents on condition that they will be kept confidential by all parties and intervenors and will not be used for any purpose other than the Applications.

THE COMMISSION THEREFORE ORDERS THAT:

1. All non-public documents produced by a party or intervenor (each, a "Producing Party") to any other party or intervenor, or their respective legal counsel ("Receiving Party") in respect of these proceedings (the "Confidential Information") shall be subject to the terms of this Order.
2. Except as expressly provided in this Order, otherwise agreed in writing by the parties and intervenors, or as expressly provided for in a further Order of the Commission, Receiving Parties and their counsel (including students-at-law, paralegals and/or necessary clerical personnel employed by them) (the "Authorized Recipients") shall maintain the Confidential Information in strict confidence and shall not:
 - (a) reveal or permit access to the Confidential Information to any person other than the Authorized Recipients; or
 - (b) reproduce, release, disclose or use any of the Confidential Information in any manner, including on any website or in any other piece of litigation, press

release or any other vehicle for the public dissemination of information, other than for the purpose of this proceeding, or any appeals therefrom.

3. Subject to issues of admissibility and relevance, which are not intended to be addressed by this Order, any Confidential Information may be made an exhibit or used by a Receiving Party as part of the Receiving Party's material filed in connection with the Applications or be referred to in the record or transcripts of these Applications. To the extent that any Confidential Information becomes part of the record of these Applications, the Producing Party shall be afforded the right to make submissions to the Commission at the hearing of the Applications or thereafter before such Confidential Information is made available to the public. The Receiving Parties and Commission Staff shall be afforded the right to respond to such submissions.
4. Upon final determination of the Applications (including the expiry of all rights of further review or appeal), the Receiving Parties (and their respective legal counsel), but not Commission Staff or the Commission, shall destroy all Confidential Information not otherwise made public through the Application and Hearing process as described above. To the extent that any of the Receiving Parties have in their possession, power or control any archived electronic copies of Confidential Information that are not capable of destruction (for either legal or technical means), undertakings shall be provided to the Producing Party by the Receiving Party that all persons with access to such archived electronic copies will not use or disclose such archived electronic copies. Any such archived electronic copies of such documents shall be kept secure.
5. The disposition of the Applications shall not relieve any person to whom Confidential Information is disclosed pursuant to this Order from the obligation of maintaining the confidentiality of all Confidential Information not otherwise made public through the Application and Hearing process as described above in compliance with this Order. For greater certainty, the provisions of this Order shall continue after the final disposition of these proceedings. To the extent that any of the Receiving Parties have in their possession, power or control any archived electronic copies of Confidential Information that are not capable of destruction (for either legal or technical means), undertakings shall be provided to the Producing Party by all persons with access to such archived electronic copies that they will not access such archived electronic copies. Any such archived electronic copies of such documents shall be kept secure, and written confirmation of the destruction of such documents

shall be provided to the Producing Party when they become capable of destruction.

6. This Order shall not prevent a person from using, reproducing, releasing or disclosing documents or information that is, or subsequently becomes, publicly available (unless through breach of this Order) and such documents and information shall upon becoming publicly available (unless through breach of this Order) thereupon cease to be Confidential Information for purposes of this Order.
7. The Commission shall retain jurisdiction, following the disposition of the Applications and any appeals therefrom, to deal with any motions by parties or intervenors relating to this Order, including, without limitation, the enforcement, variation or termination thereof.
8. A party or intervenor may, and the Commission on its own initiative may, on notice to all other parties or intervenors, seek an order of the Commission varying or terminating this Order or seek directions as to the meaning or application of this Order.
9. This Order shall not restrict the Commission in any way from obtaining all or any portion of the Confidential Information pursuant to any legal authority it may have to do so.
10. This Order does not affect or derogate from any undertaking which may be implied at law or imposed by statute or rule restricting the use which a person may make of evidence or information obtained in the course of this proceeding.
11. Nothing in this Order shall prevent a Producing Party from otherwise dealing with the Confidential Information as it sees fit, and all of the Producing Party's rights of privilege are expressly reserved.
12. This Order shall be in effect and fully operative commencing from the date of issuance and shall remain in effect until further order of the Commission.

DATED at Toronto this 21st day of August, 2009.

"James E. A. Turner"

2.2.9 HMZ Metals Inc. – s. 144

Headnote

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

Applicable Legislative Provisions

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

Rules cited

National Instrument 45-106 Prospectus and Registration Exemptions.

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

AND

**IN THE MATTER OF
HMZ METALS INC.
(the “Applicant”)**

**ORDER
(Section 144)**

WHEREAS the Applicant is subject to a temporary cease trade order dated May 1, 2009 made pursuant to subsection 127(1) and subsection 127(5) of the Act, as extended by a further order dated May 13, 2009 made pursuant to subsection 127(1) of the Act, ordering that trading in securities of the Applicant cease (collectively, the “**Cease Trade Order**”);

AND WHEREAS the Applicant has made an application to the Ontario Securities Commission (the “**Commission**”) pursuant to section 144 of the Act for a partial revocation of the Cease Trade Order;

AND WHEREAS Applicant has represented to the Commission that:

1. The Applicant was formed by certificate and articles of incorporation under the *Canada Business Corporations Act* on July 22, 2002.
2. The Applicant’s registered and head office is located at 2 Toronto Street, Suite 500, Toronto, Ontario, M5C 2B6.
3. The Applicant is a reporting issuer in Ontario, Alberta, Saskatchewan, Manitoba, British Columbia, Quebec, Newfoundland, and Nova Scotia.
4. The Applicant’s authorized capital consists of an unlimited number of common shares (the “**Common Shares**”) and an unlimited number of special shares (the “**Special Shares**”), issuable in series, of which 109,998,400 Common Shares and 30,200,000 Special Shares are issued and outstanding.
5. The Applicant’s principal assets consist of interests in certain mining, smelting, and milling operations in southern China’s Guangxi province, as well as an interest in certain mining claims in Conmee Township, Ontario.
6. The Cease Trade Order was issued due to the failure of the Applicant to file and mail to its shareholders (the “**Shareholders**”) audited financial statements and related management’s discussion and analysis for the year ended December 31, 2008 (the “**Financial Statements**”). No further financial statements have been filed or mailed to the Shareholders since that time and no further continuous disclosure documents required by applicable securities legislation have been filed by the Applicant since that time.
7. The Applicant suffered financial distress caused by the Applicant’s joint venture partner breaching its obligations to transfer certain funds to the Applicant pursuant to a joint venture agreement to which they are both party, and

protracted negotiations, arbitrations, and litigation undertaken by the Applicant in an attempt to recover said funds. As a result, the Applicant has lacked the funds necessary to prepare, file, or deliver any subsequent financial statements and related MD&A.

8. In addition to the Cease Trade Order, the Applicant is subject to the following cease trade orders (collectively, the “**Other Cease Trade Orders**”) for failing to file and mail the Financial Statements to its Shareholders:

- (a) an order issued by the British Columbia Securities Commission (the “**BCSC**”) on May 4, 2009;
- (b) an order issued by the Manitoba Securities Commission (the “**MSC**”) on May 13, 2009; and
- (c) order issued by the Autorité des marchés financiers (the “**AMF**” and together with the OSC, BCSC, and MSC, the “**Securities Regulators**”) on May 4, 2009, as extended by a further order dated May 13, 2009.

9. The Applicant is concurrently applying to the BCSC and MSC for a partial revocation of each of the relevant Other Cease Trade Orders.

10. Prior to the issuance of the Cease Trade Order, the Common Shares of the Applicant were traded on the Canadian National Stock Exchange (formerly the Canadian National Quotation System).

11. The Applicant is seeking to effect the following transactions to enable the Applicant to bring itself into compliance with its continuous disclosure obligations and fund operations, one or more of which transactions, or the actions associated therewith, may constitute a contravention of the Cease Trade Order:

- (a) complete the following non-brokered private placement of its Common Shares (the “**Private Placement**”) with accredited investors (as such term is defined in National Instrument 45-106 – Prospectus and Registration Exemptions) resident in the Province of Ontario and British Columbia (each a “**Potential Investor**”) to raise gross proceeds of up to \$440,000: up to 8,800,000 units (each, a “**Unit**”) at a price of \$0.05 per unit. Each unit shall be comprised of one common share in the capital of the Applicant (“**Common Share**”), one common share purchase warrant (each, a “**Warrant**”) and one promissory note (collectively, the “**Note**”). Each Warrant shall entitle the subscriber to purchase one Common Share at an exercise price of \$0.075 per Common Share for a period of two years following the close of the financing. The Note shall entitle to the Subscriber to repayment by the Company of up to a maximum of the total amount of the subscriber’s subscription; and
- (b) prior to the Private Placement, the effecting of the consolidation of the existing outstanding Common Shares at a rate of 5:1 (the “**Share Consolidation**”) as previously approved by the Shareholders at the annual and special meeting of the Shareholders held on June 30, 2008.

12. The proceeds from the Private Placement shall be used as follows:

Preparation of continuous disclosure records	\$156,000
Filing fees with securities commissions	\$ 32,500
Outstanding fees for transfer agent	\$ 20,000
Office expenses	\$ 34,500
Salaries (at 50%)	\$197,000
TOTAL	\$440,000

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

14. The Private Placement trades are expected to take place in British Columbia, Manitoba and Ontario.

15. The Private Placement and Share Consolidation will be completed in accordance with applicable securities legislation.

16. 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 written acknowledgement to the Applicant, that all of the Applicant's securities, including the Common Shares Warrants 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.
- 17. The Applicant is not in default of any requirements of the Cease Trade Order or the Act or the rules and regulations made pursuant thereto, subject to the deficiencies outlined in paragraph 6 above.
- 18. Upon the issuance of this Order, the Applicant will:
 - (a) issue a press release and file a material change report announcing, among other things, the Private Placement, the Share Consolidation, and this Order;
 - (b) market the Private Placement and provide information relating to the Applicant to the Potential Investors in accordance with the provisions of this Order and in accordance with the Act and the rules and regulations made pursuant thereto; and
 - (c) issue Common Shares and Warrants in connection with the Private Placement.
- 19. To bring its continuous disclosure record up to date, the Applicant intends, within a reasonable time following the completion of the Private Placement, to file the following documents on SEDAR once completed (collectively, the "**SEDAR Documents**");
 - (a) the Financial Statements;
 - (b) its interim financial statements for the interim periods ending on or around the date of the completion of the Private Placement, and the related management's discussion and analysis;
 - (c) all certifications by the Chief Executive Officer and the Chief Financial Officer of the Applicant with respect to the Applicant's annual and interim filings required by Multilateral Instrument 52-109 – *Certification of Disclosure in Issuers' Annual and Interim Filings*; and
 - (d) all other continuous disclosure documents required by applicable securities legislation to be filed by the Applicant.
- 20. The purpose of the Private Placement is to enable the Applicant to raise sufficient funds to reactivate its business to bring its continuous disclosure up to date and to apply for a full revocation of the Cease Trade Order and Other Cease Trade Orders.
- 21. The Applicant intends, within a reasonable time following the completion of the Private Placement, to apply to the Commission and the Securities Regulators for a full revocation of the Cease Trade Order and the Other Cease Trade Orders imposed by each of the Securities Regulators.
- 22. 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.
- 23. The Applicant will take all necessary actions to obtain relief for failure to timely hold all annual general meetings required pursuant to the *Canada Business Corporation Act*.

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 be and is hereby partially revoked solely to permit trades in securities of the Applicant (including, for greater certainty, acts in furtherance of trades in securities of the Applicant) that are necessary for and are in connection with the Private Placement and the Share Consolidation provided that:

- (a) prior to completion of the Private Placement each Potential Investor receives:
 - (i) a copy of the Cease Trade Order;

- (ii) a copy of this Order; and
 - (iii) written notice from the Applicant, and will provide written acknowledgement to the Applicant, that all of the Applicant's securities, including the Common Shares, Units, and Warrants issued in connection with the Private Placement will remain subject to the Cease Trade Order until it is revoked, and that the granting of this Order does not guarantee the issuance of a full revocation order in the future.
- (b) this Order will terminate on the earlier of:
 - (i) completion of the Private Placement; and
 - (ii) 120 days from the date hereof.

DATED this 21st day of August, 2009.

"Michael Brown"
Assistant Manager, Corporate Finance

2.2.10 MMX Mineração e Metálicos S.A. – s. 1(10)(b)

Headnote

Subsection 1(10) of the Securities Act – Application by reporting issuer for a decision that it is not a reporting issuer – Issuer has one large Canadian securityholder that beneficially owns approximately 4.9% of the issuer's outstanding securities – Other than the one large Canadian securityholder, Canadian resident shareholders beneficially own approximately 0.06% of the issuer's outstanding securities and represent approximately 0.6% of total number of beneficial shareholders – issuer has no present intention of seeking public financing by way of an offering of its securities in any jurisdiction of Canada – No securities of the issuer trade on any market or exchange in Canada – issuer's securities listed on Brazilian stock exchange – issuer is subject to reporting requirements under Brazilian securities law – Large Canadian securityholder does not object to the order – issuer has issued a press release announcing that it has submitted an application to cease to be a reporting issuer in the Jurisdictions – requested relief granted.

Statutes Cited

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

August 21, 2009

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

AND

**CSA STAFF NOTICE 12-307 APPLICATIONS FOR
A DECISION THAT AN ISSUER IS
NOT A REPORTING ISSUER
("Staff Notice 12-307")**

AND

**IN THE MATTER OF
MMX MINERAÇÃO E METÁLICOS S.A. (the "Filer")**

**ORDER
CLAUSE 1(10)(b)**

UPON the Director having received an application from the Filer for an order under section 1(10)(b) of the Act that the Filer is not a reporting issuer in Ontario (the "**Requested Order**");

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

AND UPON the Filer representing to the Commission as follows:

1. The Filer is organized and exists under the laws of Brazil. The Filer's registered address and head office is located at 66 Praia do Flamengo, 10th Floor, Rio de Janeiro, Brazil 22210-903.
2. The Filer is an integrated mining, mineral processing and production company focused on the production of iron ore for the steel industry and the production of pig iron for export. The Filer currently conducts its operations through two integrated operating systems, the MMX Corumbá System and the MMX Sudeste System, and the Filer also has an office in Chile focused on developing mining exploration.
3. The Filer first became a reporting issuer in the Province of Ontario as a result of a listing of global depositary receipts (the "**GDRs**") on the Toronto Stock Exchange (the "**TSX**"), trading of which became effective on June 27, 2007.
4. The Filer subsequently voluntarily delisted its GDRs from the TSX effective November 6, 2008.
5. The only securities that the Filer currently has outstanding are common shares and GDRs. Each GDR evidences one common share in the capital of the Filer.

6. The GDRs are posted for trading on an over-the-counter quotation service, being the OTC Bulletin Board (the "OTCBB") in the United States of America (the "U.S."). The GDRs do not trade on any other marketplace.
7. The common shares of the Filer are listed and posted for trading on a major foreign stock exchange, being the Novo Mercado segment of the BM&FBovespa (the "BM&FBovespa") in Brazil. The common shares do not trade on any other marketplace.
8. As of June 22, 2009, the Filer had a total of 304,866,640 common shares issued and outstanding (including 1,011,448 GDRs) worldwide.
9. The Filer is not in default of any of its obligations under the Act as a reporting issuer.
10. The common shares of the Filer are listed and posted for trading on a major foreign stock exchange, being the BM&FBovespa. The BM&FBovespa is a public company which resulted from the merger, in 2008, among *Bolsa de Mercadorias e Futuros* (the "BM&F", the Brazilian Commodities and Futures Exchange), *Bolsa de Valores de São Paulo* (the "Bovespa", the São Paulo Stock Exchange), and *Companhia Brasileira de Liquidação e Custódia* (the "CBLC", the Brazilian Clearing and Depositary Corporation). Before the merger, the BM&F and the Bovespa, which were not-for-profit entities owned by their member brokerage firms until 2007, conducted their initial public offerings and became public companies. Together the companies have formed one of the largest major foreign stock exchanges worldwide in terms of market value and the leading exchange in Latin America in terms of the number of contracts traded. In today's global scenario, the BM&FBovespa has not only positioned its marketplace, but it has also positioned Brazil as an international financial hub for equities, commodities and other futures contracts.

Market Value: Market capitalization of the 389 companies listed on the BM&FBovespa in June 2009 was BRL1.79 trillion (source: BM&FBovespa at www.bovespa.com.br).

Volumes and Trades: Equities, Equities Derivatives and Fixed Income: The BM&FBovespa markets reached a total volume of BRL112.74 billion in 7.04 million trades in June 2009, with daily averages of BRL5.37 billion and 335,458 trades, respectively. In May 2009, total volume reached BRL108.03 billion in 6.91 million trades (source: BM&FBovespa at www.bovespa.com.br).

In June 2009, the BM&FBovespa staged the first initial public offering held in Brazil in 2009, which was the largest ever held in the Brazilian market. VisaNet, formally called Cia Brasileira de Meios de Pagamentos, raised BRL8.4 billion, or \$4.27 billion. That marked the world's largest initial public offering as of June 30, 2009, beating the \$1.26 billion raised by Chinese manufacturer Zhongwang Holdings Ltd (source: The Wall Street Journal at www.wsj.com). In this regard, see table below extracted from Wall Street Journal's website:



In comparing the BM&FBovespa against the TSX and other major stock exchanges in the Americas, the World Federation of Exchanges reports that at the end of 2008: (a) the BM&FBovespa ranked as the fourth largest exchange (out of 11) in the Americas based on domestic market capitalization, immediately behind the TSX which was third largest, second largest being NASDAQ OMX and largest being NYSE Euronext (US); and (b) the BM&FBovespa ranked as the fifth largest exchange (out of 11) in the Americas based on total number of companies listed (equity securities), with American SE (AMEX) being the fourth largest, NASDAQ OMX being the third largest, NYSE Euronext (US) being the second largest and the TSX being the largest.

11. The only securities that the Filer has outstanding are common shares and GDRs.

12. The Filer is seeking an order that it is not a reporting issuer in Ontario, as this is the only jurisdiction of Canada in which the Filer is a reporting issuer. The Filer is not a reporting issuer in any jurisdictions other than Ontario and Brazil.
13. The Filer is a foreign private issuer in the U.S. and is exempt under Rule 12g3-2(b) of the *Securities Exchange Act of 1934* from having to register and comply with the ongoing reporting obligations of the U.S. Securities and Exchange Commission (the "**SEC**"). In order to benefit from the exemption, the Filer must publish on its Internet website, in English, information it has made public or is required to make public under the laws of Brazil and pursuant to the BM&FBovespa filing requirements. No paper submissions to the SEC are required in respect of such disclosure. The Filer must maintain its exempt status under Rule 12g3-2(b) in the United States in accordance with the requirements of its GDR program and, as a result, it will continue to publish information that it makes public, or is required to make public under the laws of Brazil and pursuant to BM&FBovespa filing requirements, in English on its website for securityholders to access.
14. There is currently no market for the Filer's securities in Canada. The Filer has not taken any steps to indicate that there is a market for its securities in Canada since the GDRs were delisted from the TSX on November 6, 2008. The Filer has not conducted any offerings of its securities in Canada and it does not currently intend to conduct any offerings of its securities in Canada.
15. The GDRs are posted for trading on the OTCBB. The GDRs do not trade on any other marketplace. The common shares of the Filer are listed and posted for trading on the BM&FBovespa. The common shares do not trade on any other marketplace.
16. The Filer is not in default of any of its obligations under the Securities Act (Ontario).
17. In support of the representations set forth in paragraphs below concerning the percentage of outstanding securities and the total number of securityholders in Canada, the Filer has made inquiries in Brazil with Banco Itaú S.A. ("**Banco Itaú**") and the CBLC, which entities maintain the shareholder records for Brazilian public companies (just as a Canadian transfer agent and intermediaries would do so for Canadian public companies). The Filer has also made inquiries with The Bank of New York Mellon (the "**BNY**"), depositary for the GDRs, and who, together with Banco Itaú as custodian, maintains the official GDR ownership records of the Filer pursuant to the terms of a depositary agreement entered into with the Filer at the time the GDRs were created. The Filer believes that these inquiries were reasonable, as Banco Itaú, the CBLC and the BNY are the only official sources of information on the Filer's securityholders.
18. Based on the GDR holder information provided by the BNY, the following sets forth the number of holders of GDRs, and their aggregate beneficial ownership of GDRs, broken down by each Canadian jurisdiction in which GDR holders are resident (as of June 22, 2009):
 - (a) Alberta – 6 securityholders holding 2,800 securities;
 - (b) British Columbia – 9 securityholders holding 6,545 securities;
 - (c) Manitoba – 1 securityholder holding 160 securities;
 - (d) New Brunswick – 1 securityholder holding 3,000 securities;
 - (e) Nova Scotia – 1 securityholder holding 100 securities;
 - (f) Ontario – 33 securityholders holding 49,908 securities;
 - (g) Quebec – 5 securityholders holding 12,800 securities; and
 - (h) Saskatchewan – 1 securityholder holding 90 securities,

for a total of 57 GDR holders beneficially owning an aggregate of 165,313 securities of the Filer, representing approximately 0.05% of the issued and outstanding securities of the Filer worldwide.

Based on the shareholder information provided by Banco Itaú and the CBLC, there are only 3 Canadian shareholders, all of whom are resident in Ontario, beneficially owning a total of 15,229,182 common shares of the Filer, representing approximately 4.9% of the total issued and outstanding common shares of the Filer (as at June 22, 2009). The 3 Canadian shareholders consist of Ontario Teachers Pension Plan Board ("**OTPP**"), holding 15,192,000 common shares (representing 4.98%), and two other sophisticated institutional shareholders holding 30,882 common shares (representing 0.01%) and 6,300 common shares (representing 0.002%), respectively.

According to the official common share ownership records of the Filer maintained by Banco Itaú, the CBLC and the BNY, as of June 22, 2009, there were a total of 9,269 registered and beneficial securityholders of the Filer worldwide, of which 60 were resident in Canada (57 GDR holders and 3 shareholders). Canadian residents therefore only represent approximately 0.6% of the Filer's securityholders worldwide, holding an aggregate of 15,394,495 common shares and GDRs and representing approximately 5% of the total issued and outstanding securities of the Filer worldwide.

19. The largest Canadian securityholder is OTPP which currently holds, and has historically held, approximately 4.98% of the total issued and outstanding common shares of the Filer. As noted above, the other Canadian securityholders beneficially own, in aggregate, approximately 0.06% of the securities of the Filer.
20. The OTPP has held approximately the same number of common shares since the time of the Filer's initial public offering (the "IPO") on the Bovespa in 2006, prior to the time that the Filer became a reporting issuer in Ontario as a result of its listing of GDRs on the TSX.
21. The OTPP, being the sole securityholder that brings the percentage of Canadian shareholdings in the Filer above 2%, has confirmed by written letter to the Filer that: (i) it has held approximately the same security position in the Filer since the time of the IPO, prior to the Filer's listing on the TSX; (ii) it receives disclosure from the Filer under the Brazilian securities law and the BM&FBovespa requirements; and (iii) it does not object to the Filer's request for an order or decision of the Commission to cease being a reporting issuer in Ontario.
22. The Filer issued a press release dated July 24, 2009, providing notice to its securityholders, including all Canadian resident securityholders, that it has applied to the Commission for a decision that it is not a reporting issuer in Canada and, if that decision is made, the Filer will no longer be a reporting issuer in any jurisdiction in Canada. The Filer represents that it has received no response from securityholders in connection with the press release.
23. The Filer has provided to the Commission an undertaking that it shall provide to its Canadian securityholders all disclosure that the Filer is required to provide to all other securityholders under the corporate/securities laws of Brazil and the rules and regulations of the BM&FBovespa and the Securities and Exchange Commission of Brazil (the "CVM"), in the same manner required under such laws, rules and regulations. All disclosure required to be made by the Filer under the said Brazilian laws, regulations and rules must be filed with the CVM and the BM&FBovespa and becomes publicly available to all securityholders. The Filer also publishes all such continuous disclosure documents on its website in English.
24. In the event that the Filer ceases reporting in Canada, Canadian securityholders will receive adequate disclosure under Brazilian corporate/securities laws and the rules and regulations of the CVM and the BM&FBovespa. The continuous disclosure requirements under the Brazilian corporate/securities laws and the rules and regulations of the CVM and the BM&FBovespa are very similar to the continuous disclosure requirements under the *Securities Act* (Ontario) (the "OSA"), including the requirement to file quarterly and year end annual financial statements, annual information forms, press releases and material fact notices, as well as to publish certain shareholder meeting materials (such as notices and voting results). Where the requirements appear to be different are with respect to the regime followed under Brazilian law/regulations for the calling of shareholder meetings. Unlike the requirements under the OSA to prepare a formal management information circular and physically mail materials to securityholders, in Brazil public companies are not required to prepare formal management information circulars and instead are required to publish a notice of meeting in a local national newspaper and file voting results and minutes of meeting publicly with the CVM in order to make them publicly available. Similarly, and as indicated above, Brazilian public companies are required to prepare quarterly and annual audited financial statements for filing publicly with the CVM; however they are not required to physically mail such financial statements to securityholders. All continuous disclosure requirements for Brazilian public companies are by way of public filings and do not include physical mailing of continuous disclosure documents. Appendix "A" to this order sets forth a detailed discussion of the Filer's disclosure requirements under Brazilian corporate/securities law and the rules and regulations of the CVM and the BM&FBovespa.
25. It is respectfully submitted that, despite the fact that the total number of common shares held by Canadian securityholders represents more than 2% of the Filer's total issued and outstanding common shares worldwide, solely as a result of the OTPP's shareholdings, and despite the fact that the Filer's GDRs have been delisted from the TSX for a period of less than 12 months, based on the fact that:
 - (a) other than the OTPP, residents of Canada do not:
 - (i) directly or indirectly beneficially own more than 2% of each class or series of outstanding securities of the Filer worldwide; or

- (ii) directly or indirectly comprise more than 2% of the total number of securityholders of the Filer worldwide; and
- (b) the OTPP has confirmed in writing that (i) it has held the same approximate share position in the Filer since the time of the IPO, (ii) it receives disclosure from the Filer under the Brazilian securities law and the BM&FBovespa requirements, and (iii) it does not object to the Filer's request for an order of the Commission to cease being a reporting issuer in Ontario,

it would not be prejudicial to public interest for the Commission to order that the Filer is not a reporting issuer in Ontario pursuant to section 1(10)(b) of the Act.

AND UPON the Commission being satisfied that it would not be prejudicial to the public interest.

IT IS HEREBY ORDERED pursuant to clause 1(10)(b) of the Act that, for the purposes of Ontario securities law, the Filer is not a reporting issuer.

"P.L. Kennedy"

"James E.A. Turner"

APPENDIX "A" TO COMMISSION ORDER DATED AS OF _____, 2009

IN THE MATTER OF
SECTION 1(10)(b) of THE SECURITIES ACT,
R.S.O. 1990, CHAPTER S.5, AS AMENDED (the "Act")

AND

CSA STAFF NOTICE 12-307 – APPLICATIONS FOR A DECISION THAT AN ISSUER IS
NOT A REPORTING ISSUER (Staff Notice 12-307)

AND

IN THE MATTER OF
MMX MINERAÇÃO E METÁLICOS S.A. (the "Filer")

See attached letter of Veirano Advogados, Brazilian counsel to the Filer.

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Chapter 3

Reasons: Decisions, Orders and Rulings

3.1 OSC Decisions, Orders and Rulings

3.1.1 InterRent Real Estate Investment Trust – ss. 8, 21.7

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

AND

IN THE MATTER OF
INTERRENT REAL ESTATE INVESTMENT TRUST

AND

IN THE MATTER OF
DECISIONS OF THE TORONTO STOCK EXCHANGE

DECISION
(Sections 8 and 21.7 of the Act)

Hearing: August 17, 2009

Decision: August 26, 2009

Panel: James E. A. Turner – Vice-Chair and Chair of the Panel
David L. Knight, F.C.A. – Commissioner

Counsel: David Hausman – For NorthWest Value Partners Inc.
Scott Rollwagen
Shelley Babin

Robert Cohen – For InterRent Real Estate Investment Trust
Ted Frankel

Linda Plumpton – For the Toronto Stock Exchange
Andrew Gray

Kelley McKinnon – For CLV Group Inc.
Tina Woodside

Usman Sheikh – For the Ontario Securities Commission
Naizam Kanji
Michael Tang

DECISION

A. Background

[1] This is the decision of the Ontario Securities Commission (the “Commission”) on the preliminary motions described below filed in connection with an application (the “Application”) brought by NorthWest Value Partners Inc. (“NorthWest”) pursuant to sections 8 and 21.7 of the *Securities Act*, R.S.O. 1990, c. S.5, as amended (the “Act”) to review two decisions of the Toronto Stock Exchange (the “TSX”).

[2] The first decision under review pursuant to the Application is the determination by the Listing Committee of the TSX dated August 5, 2009, that (i) a private placement (the "Private Placement") of up to 9,333,333 units of InterRent Real Estate Investment Trust ("InterRent"), representing approximately 49 percent of the outstanding units, may proceed without unitholder approval, and (ii) the property management agreement to be entered into between InterRent and CLV Group Inc. ("CLV") must be submitted to unitholders of InterRent for approval (which vote may include unitholders under the Private Placement) and that CLV, Mike McGahan ("McGahan") and their related parties may not vote in respect of such approval. That decision is referred to as the "TSX Listing Committee Decision".

[3] The second decision under review pursuant to the Application is the determination by the TSX dated June 19, 2009 that the TSX did "not object to" InterRent delaying its annual meeting of unitholders, such delayed meeting to be held on or before September 30, 2009. That decision is referred to as the "TSX Meeting Date Decision".

[4] A hearing was held on August 17, 2009 to address preliminary motions in connection with the Application. The following motions were before us:

- (i) CLV and McGahan each brought a motion seeking full intervenor status; and
- (ii) NorthWest brought a motion raising the following questions for determination:
 - (1) What is the appropriate standard of review of the TSX Listing Committee Decision and the TSX Meeting Date Decision?
 - (2) With respect to the standard of review, and given the TSX record that has been provided to the parties, should the Commission defer to the decisions of the TSX, and does the Commission need additional information beyond the TSX record?
 - (3) If the Commission should not defer to the TSX Listing Committee Decision, is NorthWest entitled to particulars of: (i) the names of the subscribers to the Private Placement (the "private placees"); and (ii) any transcripts of the evidence of InterRent Trustees and the private placees?
 - (4) If the Commission should defer to the TSX Listing Committee Decision, is NorthWest entitled to particulars of: (i) the names of the private placees; and (ii) any transcripts of the evidence of InterRent Trustees and the private placees?
 - (5) If NorthWest is entitled to particulars, what is the schedule for providing those particulars?
 - (6) Was the request for a hearing and review of the TSX Meeting Date Decision filed in time?

[5] We received materials and heard submissions on the motions from NorthWest, InterRent, the TSX, CLV and Staff of the Commission. We will address the motions in this decision in the same order as we dealt with them at the hearing.

[6] The issue of this decision is a matter of some urgency because the private placees have agreed to subscribe for units of InterRent and the funds representing those subscriptions are being held in trust by counsel for CLV. We understand that the Private Placement cannot be completed until the Commission has made a decision with respect to the Application. Accordingly, we are issuing this decision now on an expedited basis.

[7] This document does not constitute the reasons for our decision on the motions before us. We will issue full reasons in due course for purposes of subsection 9(1) of the Act.

B. The Intervenor Motion

[8] At the hearing, we granted full intervenor status to CLV. In our view, CLV is directly affected by the TSX Listing Committee Decision and will be directly affected by the Commission's decision on the merits in this matter. Therefore, we granted CLV full standing in this matter pursuant to subrule 1.8.1(3) of the Commission's *Rules of Procedure* (2009), 32 O.S.C.B. 1991 (the "Rules of Procedure"). We did not grant intervenor status to McGahan. We understand that McGahan is CLV's Chief Executive Officer and sole director and shareholder. Given our decision to grant full intervenor status to CLV, we concluded that McGahan would not bring a different or unique perspective to the Application.

C. Disclosure of Names of the Private Placees

[9] At the hearing, we decided not to order disclosure of the names of the private placees to us or to NorthWest. In our view, that disclosure is not necessary in these particular circumstances. In making that decision, we considered section 5.4 of the *Statutory Powers Procedure Act*, R.S.O. 1990, c. S.22, as amended and Rules 4.1, 4.2, 4.3 and 14.3 of the Rules of

Procedure. On balance, we concluded that it was important to protect the privacy of those investors. Because we decided not to require disclosure of the names of the private placees, it is not necessary for us to address NorthWest's request to examine the private placees and to fix a schedule for doing so.

D. Should the Commission Defer to the TSX Listing Committee Decision?

[10] We are entitled to intervene in a decision of the TSX where (i) the TSX has proceeded on an incorrect principle; (ii) the TSX has erred in law; (iii) the TSX has overlooked material evidence; (iv) new and compelling evidence is presented to the Commission that was not presented to the TSX; and (v) the Commission's perception of the public interest conflicts with that of the TSX (see: *Re Canada Malting Co.* (1986), 9 O.S.C.B. 3566 ("*Canada Malting*") at para. 59). The Commission will intervene in a TSX decision, however, only in the rare case where the applicant has met the heavy burden of proving such intervention is justified in accordance with the principles referred to in *Canada Malting* or on some other ground acceptable to the Commission.

[11] We find that NorthWest has not established any of the grounds set out in *Canada Malting* upon which we would be entitled to intervene in the TSX Listing Committee Decision.

[12] In making the TSX Listing Committee Decision, the TSX considered all of the relevant information and assessed all of the relevant considerations. The process it followed was appropriate and its reasons carefully articulated its rationale for the decision. In our view, we have a sufficient basis upon which to defer to the TSX Listing Committee Decision and, in our view, that decision was reasonable in the circumstances. Accordingly, we defer to the TSX Listing Committee Decision.

[13] We therefore dismiss NorthWest's Application for a hearing and review of the TSX Listing Committee Decision.

E. Request for a Hearing and Review of the TSX Meeting Date Decision

[14] NorthWest also applied to the Commission for a hearing and review of the TSX Meeting Date Decision (not to object to InterRent postponing its annual meeting of unitholders to a date on or before September 30, 2009).

[15] The TSX Meeting Date Decision was confirmed by letter from the TSX to InterRent on June 19, 2009. The correspondence shows that NorthWest was aware of that decision by June 24, 2009. The request for a hearing and review of that decision by NorthWest is dated August 4, 2009. Because the date of NorthWest's request for a hearing and review of the TSX Meeting Date Decision is more than 30 days after the date of that decision, NorthWest's application for review is out of time. Accordingly, we dismiss that application.

DATED at Toronto on the 26th day of August 2009.

"James E. A. Turner"

"David L. Knight"

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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
Everbright Capital Corporation	24 Aug 09	04 Sept 09		
Adaltis Inc.	26 Aug 09	08 Sept 09		

4.2.1 Temporary, Permanent & Rescinding Management Cease Trading Orders

Company Name	Date of Order or Temporary Order	Date of Hearing	Date of Permanent Order	Date of Lapse/ Expire	Date of Issuer Temporary Order

THERE ARE NO ITEMS FOR THIS WEEK.

4.2.2 Outstanding Management & Insider Cease Trading Orders

Company Name	Date of Order or Temporary Order	Date of Hearing	Date of Permanent Order	Date of Lapse/ Expire	Date of Issuer Temporary Order
Coalcorp Mining Inc.	18 Feb 09	03 Mar 09	03 Mar 09		
Wedge Energy International Inc.	04 May 09	15 May 09	15 May 09		
Sprylogics 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		

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Chapter 7

Insider Reporting

This chapter is available in the print version of the OSC Bulletin, as well as as in Carswell's internet service 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 Pur. Price (\$)	# of Securities Distributed
07/31/2009	40	ACM Commercial Mortgage Fund - Units	2,370,756.57	N/A
08/05/2009	14	Advantel Minerals (Canada) Ltd. - Units	177,500.00	710,000.00
06/30/2009 to 07/22/2009	47	AndeanGold Ltd. - Units	1,132,099.00	22,641,980.00
08/11/2009 to 08/18/2009	71	Antioquia Gold Inc. - Units	1,194,408.00	10,582,964.00
07/30/2009	27	Arctic Star Diamond Corp. - Units	862,500.00	34,500,000.00
08/12/2009	28	Arcus Development Group Inc. - Units	604,870.00	4,652,843.00
08/10/2009	1	Avnel Gold Mining Limited - Warrants	0.00	N/A
08/12/2009	11	Biox Corporation - Common Shares	13,543,897.50	3,869,685.00
07/23/2009	8	BNP Resources Inc. - Units	410,000.00	410,000.00
08/04/2009 to 08/05/2009	2	Caledonia Income Fund - Units	816,500.00	142,000.00
08/06/2009	65	Canadian Imperial Bank of Commerce - Notes	6,343,000.00	63,430.00
07/31/2009	4	Canadian Imperial Venture Corp. - Flow-Through Shares	600,000.00	2,000,000.00
08/01/2009	3	Capital Direct 1 Income Trust - Trust Units	191,500.00	19,150.00
08/04/2009 to 08/05/2009	24	Central European Petroleum Ltd. - Units	7,268,994.00	2,422,998.00
07/30/2009 to 08/09/2009	14	CMC Markets UK plc - Contracts for Differences	41,000.00	14.00
08/06/2009	12	Cogitore Resources Inc. - Common Shares	380,400.00	3,170,000.00
07/30/2009	1	Corex Gold Corporation - Common Shares	0.00	500,000.00
07/29/2009	39	Cortez Resources Corp. - Common Shares	1,000,000.00	5,000,000.00
07/10/2009	1	Cue Resources Ltd. - Units	250,000.00	2,500,000.00
07/23/2009	9	D-Box Technologies Inc. - Common Shares	3,500,000.00	N/A
08/07/2009 to 08/11/2009	2	Development Notes Limited Partnership - Units	35,000.00	35,000.00
07/09/2009	50	Donner Metals Ltd. - Common Shares	483,861.00	2,546,637.00
07/02/2009 to 07/03/2009	29	Donner Metals Ltd. - Units	362,400.00	N/A

Notice of Exempt Financings

Transaction Date	# of Purchasers	Issuer/Security	Total Pur. Price (\$)	# of Securities Distributed
08/07/2009	3	Duane Reade Inc. - Notes	1,052,007.27	1,000,000.00
07/01/2008 to 06/30/2009	43	Dynamic Alpha Performance Fund - Units	2,253,980.19	N/A
07/01/2008 to 06/30/2009	6	Dynamic Alternative Opportunities Fund - Units	509,413.11	N/A
07/01/2008 to 06/30/2009	244	Dynamic Contrarian Fund - Units	6,504,293.64	N/A
07/01/2008 to 06/30/2009	1	Dynamic Focus+Alternative Fund - Units	184,540.33	N/A
07/01/2008 to 06/30/2009	79	Dynamic Income Opportunities Fund - Units	3,285,558.33	N/A
07/01/2008 to 06/30/2009	225	Dynamic Power Emerging Markets Fund - Units	11,430,717.78	N/A
07/01/2008 to 06/30/2009	930	Dynamic Power Hedge Fund - Units	94,362,094.89	N/A
07/01/2008 to 06/30/2009	16	Dynamic Strategic Value Fund - Units	1,017,868.22	N/A
07/21/2009 to 07/30/2009	51	Eagle Peak Resources Inc. - Common Shares	561,198.40	517,687.00
08/12/2009	13	EquiGenesis 2009-II Preferred Investment LP - Limited Partnership Units	7,408,700.00	205.00
07/31/2009	9	Filedbury plc - Common Shares	0.00	N/A
08/10/2009	1	First Leaside Premier Limited Partnership - Units	24,999.68	22,883.00
08/11/2009	2	First Leaside Wealth Management Inc. - Preferred Shares	67,785.00	67,785.00
07/10/2009	1	Flatiron Market Neutral LP - Limited Partnership Units	1,800,000.00	1,566.50
07/13/2009 to 07/17/2009	6	General Motors Acceptance Corporation of Canada Limited - Notes	3,239,962.17	3,239,964.17
08/10/2009	44	Ginguro Exploration Inc. - Units	600,000.00	2,925,000.00
08/07/2009	16	Golden Predator Royalty & Development Corp. - Common Shares	1,835,000.00	3,400,000.00
03/20/2008 to 06/30/2009	222	Goodman Private Core Equity Pool - Units	14,060,363.08	N/A
03/20/2008 to 06/30/2009	320	Goodman Private Diversified Bond Pool - Units	28,365,343.15	N/A
07/24/2009	40	Great Lakes Hydro Income Fund - Receipts	195,138,000.00	13,320,000.00
08/04/2009	3	Greenhill & Co. Inc. - Common Shares	2,491,500.00	30,000.00
07/22/2009 to 07/31/2009	38	IGW Real Estate Investment Trust - Trust Units	1,324,302.07	1,311,629.94
08/04/2009 to 08/05/2009	9	IGW Real Estate Investment Trust - Trust Units	134,871.75	N/A

Notice of Exempt Financings

Transaction Date	# of Purchasers	Issuer/Security	Total Pur. Price (\$)	# of Securities Distributed
08/05/2009	1	Imperial Capital Equity Partners Ltd. - Capital Commitment	2,000,000.00	N/A
08/07/2009	32	Indicator Minerals Inc. - Flow-Through Shares	925,690.00	N/A
06/22/2009	1	Intertainment Media Inc. - Units	800,000.00	N/A
03/28/2009	119	Itiva Digital Medial Inc. - Units	6,118,376.38	5,238,572.00
07/31/2009	1	Ivesteco Private Equity III L.P. - Limited Partnership Units	250,427.14	250.00
07/29/2009	57	Jennerex Inc. - Units	5,579,002.39	11,385,603.00
08/12/2009	218	Karnalyte Resources Inc. - Common Shares	12,988,250.00	2,037,600.00
07/31/2009	1	Karnalyte Resources Inc. - Flow-Through Shares	1,499,600.00	260,800.00
08/20/2009	3	Kivalliq Energy Corp. - Units	500,000.00	2,000,000.00
07/23/2009	10	KmX Corp. - Debentures	1,086,700.03	N/A
04/28/2009	30	Lafarge S.A. - Common Shares	22,983,633.36	862,749.00
08/11/2009	2	Lateegra Gold Corp. - Common Shares	519,750.00	750,000.00
08/07/2009	52	Laurentian Goldfields Inc. - Non-Flow Through Units	1,480,419.00	N/A
07/01/2008 to 06/30/2009	23	Legg Mason Accufund - Units	569,587.58	569,587.58
07/01/2008 to 06/30/2009	107	Legg Mason Batterymarch U.S. Equity Fund - Units	76,772,650.39	835,298.29
07/01/2008 to 06/30/2009	28	Legg Mason Batterymarch Canadian Core Equity Fund - Units	94,733,475.31	974,338.36
07/01/2008 to 06/30/2009	3	Legg Mason Batterymarch Canadian Small Cap Fund - Units	3,577,626.00	262,030.42
07/01/2008 to 06/30/2009	1	Legg Mason Batterymarch North American Equity Fund - Units	2,070,696.10	11,293.77
07/01/2008 to 06/30/2009	137	Legg Mason Brandywine Fundamental Value U.S. Fund - Units	2,967,566.61	393,269.00
07/01/2008 to 06/30/2009	5	Legg Mason Brandywine Global Fixed Income Fund - Units	193,836,860.36	19,834,863.35
07/01/2008 to 06/30/2009	23	Legg Mason Diversified - Units	29,684,688.75	226,877.38
07/01/2008 to 06/30/2009	5	Legg Mason GC Global Equity Fund - Units	5,089,742.72	739,470.32
07/01/2008 to 06/30/2009	271	Legg Mason GC International Equity Fund - Units	34,312,005.87	2,184,520.03
07/01/2008 to 06/30/2009	7	Legg Mason Private Capital Management U.S. Equity Fund - Units	76,621.72	13,715.03
07/01/2008 to 06/30/2009	84	Legg Mason U.S. Value Fund - Units	15,336,921.45	3,205,157.54

Notice of Exempt Financings

Transaction Date	# of Purchasers	Issuer/Security	Total Pur. Price (\$)	# of Securities Distributed
07/01/2008 to 06/30/2009	64	Legg Mason Western Asset Canadian Core Bond Fund - Units	36,015,494.08	1,533,081.42
07/01/2008 to 06/30/2009	3	Legg Mason Western Asset Canadian Income Fund - Units	9,246,275.83	57,813.21
07/01/2008 to 06/30/2009	106	Legg Mason Western Asset Canadian Money Market Fund - Units	2,343,217,047.04	N/A
07/29/2009	27	Levon Resources Ltd. - Units	800,000.00	5,000,000.00
07/31/2009	19	Linear Metals Corporation - Common Shares	900,000.00	15,000,000.00
08/06/2009	26	Logan Resources Ltd. - Units	291,000.00	5,820,000.00
08/04/2009	2	Magenta II Mortgage Investment Corporation - Common Shares	190,000.00	N/A
07/31/2009	189	McConachie Development Investment Corporation - Units	3,665,560.00	366,556.00
08/07/2009	13	McConachie Development Investment Corporation - Units	236,800.00	23,680.00
07/31/2009	174	McConachie Development Limited Partnership - Units	10,702,690.00	1,070,269.00
08/07/2009	34	McConachie Development Limited Partnership - Units	2,091,800.00	209,180.00
07/16/2009	7	Mega View Digital Entertainment Corp. - Common Shares	1,619,988.00	85,039,352.00
08/10/2009	5	Metalico Inc. - Common Shares	4,345,925.76	940,500.00
08/10/2009	15	Mobidia Technology Inc. - Preferred Shares	1,335,507.80	1,214,098.00
08/16/2009	20	Nelson Financial Group Ltd. - Notes	1,216,958.48	20.00
08/01/2009	3	New Haven Mortgage Income Fund (1) Inc. - Special Shares	297,000.00	N/A
08/07/2009	6	Newbaska Gold and Copper Mines Ltd. - Common Shares	196,756.25	1,311,708.00
07/16/2009 to 07/23/2009	67	Newport Canadian Equity Fund - Units	2,288,450.00	20,561.20
07/16/2009 to 07/23/2009	53	Newport Fixed Income Fund - Units	2,277,500.00	21,798.78
07/16/2009 to 07/23/2009	11	Newport Global Equity Fund - Units	187,000.00	3,308.39
07/16/2009 to 07/23/2009	62	Newport Yield Fund - Units	2,211,950.00	21,524.82
05/31/2009	14	Newstart Canada - Debt	765,000.00	14.00
06/30/2009	13	Newstart Canada - Debt	480,000.00	10.00
07/31/2009	7	Newstart Canada - Notes	190,000.00	7.00
08/06/2009	33	NFA Inc. - Common Shares	900,000.00	18,000,000.00

Notice of Exempt Financings

Transaction Date	# of Purchasers	Issuer/Security	Total Pur. Price (\$)	# of Securities Distributed
08/18/2009	26	Nordic Oil and Gas Ltd. - Units	798,562.50	6,388,500.00
07/28/2009	4	Northern Gold Mining Inc. - Units	450,000.00	6,923,076.00
08/17/2009	24	Northern Tiger Resources Inc. - Units	1,085,000.00	1,775,000.00
08/06/2009	39	Paget Minerals Corp. - Units	1,200,750.00	1,475,000.00
08/12/2009 to 08/13/2009	2	Paradigm Environmental Technologies Inc. - Common Shares	289,367.23	N/A
08/12/2009	11	Performance Plants Inc. - Common Shares	3,707,561.60	2,317,227.00
08/06/2009	19	Petro-Reef Resources Ltd. - Units	1,510,110.00	5,033,700.00
06/17/2009	73	PharmaGap Inc. - Units	861,920.00	5,387,000.00
07/15/2009	33	Poplar Creek Resources Inc. - Common Shares	651,500.00	N/A
08/04/2009	6	PT Healthcare Solutions Corp. - Common Shares	3,374,930.64	3,374,900.00
08/03/2009	1	Rain King Software Inc. - Notes	535,365.00	N/A
06/29/2009	57	Raytec Metals Corp. - Units	3,270,000.00	10,900,000.00
07/30/2009 to 08/05/2009	10	Redux Duncan City Centre Limited Partnership - Limited Partnership Units	439,208.00	439,208.00
08/11/2009	7	Reliance Intermediate Holdings LP - Notes	42,763,725.75	N/A
06/17/2009	95	Riverstone Resources Inc. - Units	2,100,000.00	14,000,000.00
08/05/2009	39	Rockridge Capital Corp. - Common Shares	537,500.00	250,000.00
07/28/2009	2	Ruby Tuesday Inc. - Common Shares	1,468,000.00	200,000.00
07/17/2009	66	Rugby Mining Limited - Units	600,000.00	3,000,000.00
08/06/2009	28	Rye Patch Gold Inc. - Units	3,154,749.90	21,031,666.00
08/19/2009	93	San Marco Resources Inc. - Common Shares	1,602,500.00	6,410,000.00
08/18/2009	15	Scisense Limited Partnership - Limited Partnership Units	545,000.00	109.00
07/23/2009	11	Sheltered Oak Resources Corp. - Units	553,000.00	5,027,271.00
08/05/2009	20	Sierra Geothermal Power Corp. - Units	1,876,000.00	9,380,000.00
07/30/2009 to 08/10/2009	19	Skyline Apartment Real Estate Investment Trust - Units	1,175,672.00	106,879.00
07/29/2009	36	Solara Exploration Ltd. - Units	510,000.00	10,200,000.00
08/11/2009	1	Special Notes Limited Partnership - Units	85,700.00	85,700.00
07/24/2009 to 07/28/2009	29	Spider Resources Inc. - Flow-Through Shares	1,449,999.99	48,333,333.00
08/04/2009	1	Sturgeon 2 Limited Partnership - Loans	25,000.00	N/A

Notice of Exempt Financings

Transaction Date	# of Purchasers	Issuer/Security	Total Pur. Price (\$)	# of Securities Distributed
08/10/2009	2	Takara Resources Inc. - Common Shares	130,000.00	3,250,000.00
07/30/2009	2	The Great Atlantic & Pacific Tea Company, Inc. - Notes	13,165,234.69	N/A
07/29/2009	35	Tres-Or Resources Ltd. - Units	269,000.00	2,690,000.00
05/19/2009 to 07/23/2009	14	TrueContext Corporation - Units	1,350,000.00	9,000,000.00
07/27/2009	1	UBS AG, Jersey Branch - Notes	214,151.96	200,000.00
08/03/2009	1	UBS AG, Jersey Branch - Notes	209,094.82	200,000.00
08/06/2009	3	UBS AG, Jersey Branch - Notes	1,300,000.00	1,300,000.00
07/23/2009 to 07/29/2009	2	UBS AG, London Branch - Certificate	32,254.11	32.00
07/29/2009	1	UBS AG, London Branch - Certificate	459,165.50	530.00
06/14/2007	7	Valt.X Holdings Inc. - Common Shares	0.00	1,972,769.00
08/18/2007	15	Valt.X Holdings Inc. - Common Shares	286,000.00	298,696.00
04/02/2008	18	Valt.X Holdings Inc. - Common Shares	253,750.00	433,839.00
12/22/2008	13	Valt.X Holdings Inc. - Common Shares	79,388.00	139,531.00
02/20/2009	1	Valt.X Holdings Inc. - Common Shares	50,000.00	50,000.00
04/03/2009	3	Valt.X Holdings Inc. - Common Shares	100,000.00	135,714.00
12/31/2008	13	Vortaloptics Inc. - Common Shares	412,561.01	512,991.00
07/31/2009	22	Walton AZ Sawtooth Investment Corporation - Common Shares	519,320.00	51,932.00
08/11/2009	20	Walton AZ Sawtooth Investment Corporation - Common Shares	513,290.00	51,329.00
07/31/2009	7	Walton AZ Sawtooth Limited Partnership - Limited Partnership Units	713,200.56	56,976.00
08/11/2009	11	Walton AZ Sawtooth Limited Partnership - Units	847,517.48	78,365.00
07/31/2009	16	Walton AZ Vista Del Monte 1 Investment Corporation - Common Shares	238,360.00	23,836.00
08/07/2009	21	Walton AZ Vista Del Monte 2 Investment Corporation - Common Shares	370,800.00	37,080.00
08/07/2009	4	Walton AZ Vista Del Monte Limited Partnership 2 - Limited Partnership Units	444,549.40	41,315.00
08/11/2009	19	Walton GA Arcade Meadows 2 Investment Corporation - Common Shares	279,680.00	27,968.00
08/11/2009	173	Walton TX Cornerstone Investment Corporation - Common Shares	2,948,540.00	294,854.00
07/31/2009	37	Walton TX Cornerstone Limited Partnership - Limited Partnership Units	1,245,805.79	115,501.00

Notice of Exempt Financings

Transaction Date	# of Purchasers	Issuer/Security	Total Pur. Price (\$)	# of Securities Distributed
08/11/2009	9	Walton TX Cornerstone Limited Partnership - Units	3,605,547.96	333,384.00
08/05/2009	18	Walton TX Garland Heights Investment Corporation - Common Shares	333,330.00	33,333.00
08/06/2009	174	Whitemud Resources Inc. - Units	10,513,000.00	10,513.00
07/13/2009	153	Wind Acquisition Finance S.A. - Notes	4,189,901,364.75	N/A
08/10/2009	6	Xtra-Gold Resources Corp. - Units	335,740.00	386,875.00

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Chapter 11

IPOs, New Issues and Secondary Financings

Issuer Name:

ARISE Technologies Corporation

Principal Regulator - Ontario

Type and Date:

Preliminary Short Form Base Shelf Prospectus dated

August 19, 2009

NP 11-202 Receipt dated August 21, 2009

Offering Price and Description:

\$50,000,000.00

Common Shares

Debt Securities

Warrants

Units

Underwriter(s) or Distributor(s):

-

Promoter(s):

-

Project #1462719

Issuer Name:

BioSyntech, Inc.

Principal Regulator - Quebec

Type and Date:

Preliminary Short Form Prospectus dated August 24, 2009

NP 11-202 Receipt dated August 24, 2009

Offering Price and Description:

\$3,100,000 - Rights to Subscribe for up to 310,000 Units

Price: \$10 per Unit

Underwriter(s) or Distributor(s):

-

Promoter(s):

-

Project #1463606

Issuer Name:

Dundee Real Estate Investment Trust

Principal Regulator - Ontario

Type and Date:

Preliminary Short Form Prospectus dated August 24, 2009

NP 11-202 Receipt dated August 24, 2009

Offering Price and Description:

\$61,472,500.00 - 3,350,000 REIT Units, Series A Price:

\$18.35 per Unit

Underwriter(s) or Distributor(s):

TD Securities Inc.

Scotia Capital Inc.

CIBC World Markets Inc.

Dundee Securities Corporation

BMO Nesbitt Burns Inc.

RBC Dominion Securities Inc.

Brookfield Financial Corp.

Desjardins Securities Inc.

Genuity Capital Markets

HSBC Securities (Canada) Inc.

National Bank Financial Inc.

Promoter(s):

-

Project #1463545

Issuer Name:

Enerplus Resources Fund

Principal Regulator - Alberta

Type and Date:

Preliminary Short Form Prospectus dated August 21, 2009

NP 11-202 Receipt dated August 21, 2009

Offering Price and Description:

\$200,262,500.00 - 9,250,000 Trust Units Price: \$21.65 per Trust Unit

Underwriter(s) or Distributor(s):

CIBC World Markets Inc.

RBC Dominion Securities Inc.

BMO Nesbitt Burns Inc.

Scotia Capital Inc.

TD Securities Inc.

National Bank Financial Inc.

FirstEnergy Capital Corp.

HSBC Securities (Canada) Inc.

Raymond James Ltd.

Canaccord Capital Corporation

Peters & Co. Limited

Tristone Capital Inc.

Promoter(s):

-

Project #1463128

Issuer Name:

Fairfax Financial Holdings Limited
Principal Regulator - Ontario

Type and Date:

Preliminary Short Form Base Shelf Prospectus dated
August 24, 2009

NP 11-202 Receipt dated August 25, 2009

Offering Price and Description:

US\$1,000,000,000.00:

Subordinate Voting Shares

Preferred Shares

Debt Securities

Warrants

Share Purchase Contracts

Units

Underwriter(s) or Distributor(s):

-

Promoter(s):

-

Project #1463953

Issuer Name:

FÉRIQUE DIVIDEND FUND

FÉRIQUE MODERATE BALANCED FUND

Principal Regulator - Quebec

Type and Date:

Preliminary Simplified Prospectuses dated August 21, 2009

NP 11-202 Receipt dated August 24, 2009

Offering Price and Description:

Mutual Fund Securities Net Asset Value

Underwriter(s) or Distributor(s):

Placements Banque National Inc.

Promoter(s):

-

Project #1463130

Issuer Name:

FNX Mining Company Inc.

Principal Regulator - Ontario

Type and Date:

Preliminary Short Form Prospectus dated August 24, 2009

NP 11-202 Receipt dated August 24, 2009

Offering Price and Description:

\$125,450,000.00 - 13,000,000 Units Price: \$9.65 per Unit

Underwriter(s) or Distributor(s):

BMO Nesbitt Burns Inc.

GMP Securities L.P.

Dundee Securities Corporation

RBC Dominion Securities Inc.

Promoter(s):

-

Project #1463605

Issuer Name:

Osisko Mining Corporation

Principal Regulator - Quebec

Type and Date:

Preliminary Short Form Prospectus dated August 18, 2009

NP 11-202 Receipt dated August 19, 2009

Offering Price and Description:

\$130,025,000.00 - 18,575,000 Common Shares Price:

\$7.00 per Common Share

Underwriter(s) or Distributor(s):

Thomas Weisel Partners Canada Inc.

BMO Nesbitt Burns Inc.

Dundee Securities Corporation

Promoter(s):

-

Project #1461512

Issuer Name:

Western Financial Group Inc.

Principal Regulator - Alberta

Type and Date:

Preliminary Short Form Prospectus dated August 19, 2009

NP 11-202 Receipt dated August 19, 2009

Offering Price and Description:

\$• (Minimum Offering)

\$• (Maximum Offering)

A Minimum of • and a Maximum of • First Preferred Shares,
Series Five

Price \$100 per First Preferred Share, Series Five

Underwriter(s) or Distributor(s):

TD Securities Inc.

CIBC World Markets Inc.

RBC Dominion Securities Inc.

Desjardins Securities Inc.

Jennings Capital Inc.

GMP Securities L.P.

Acumen Capital Finance Partners Limited

Industrial Alliance Securities Inc.

Promoter(s):

-

Project #1462131

Issuer Name:

Western Financial Group Inc.
Principal Regulator - Alberta

Type and Date:

Amended and Restated Preliminary Short Form Prospectus
dated August 20, 2009

NP 11-202 Receipt dated August 20, 2009

Offering Price and Description:

\$15,000,000 (Minimum Offering)

\$30,000,000 (Maximum Offering)

A Minimum of 150,000 and a Maximum of 300,000 First
Preferred Shares, Series Five

Price \$100 per First Preferred Share, Series Five

Underwriter(s) or Distributor(s):

TD Securities Inc.
CIBC World Markets Inc.
RBC Dominion Securities Inc.
Desjardins Securities Inc.
Jennings Capital Inc.
GMP Securities L.P.

Acumen Capital Finance Partners Limited
Industrial Alliance Securities Inc.

Promoter(s):

-

Project #1462131

Issuer Name:

Astral Mining Corporation
Principal Regulator - British Columbia

Type and Date:

Final Short Form Prospectus dated August 21, 2009

NP 11-202 Receipt dated August 21, 2009

Offering Price and Description:

\$644,238.00 - 2,576,951 Rights to purchase Units at a
purchase price of \$0.25 per Unit Up to 2,576,951 Units,
each Unit consisting of one Common Share and one
Warrant

Underwriter(s) or Distributor(s):

-

Promoter(s):

-

Project #1454388

Issuer Name:

Augusta Resource Corporation
Principal Regulator - British Columbia

Type and Date:

Amended and Restated Short Form Prospectus dated
August 17, 2009 to the Short Form Prospectus dated
August 6, 2009

NP 11-202 Receipt dated August 19, 2009

Offering Price and Description:

\$25,007,600.00 - 12,380,000 Common Shares \$ 2.02 per
Common Share

Underwriter(s) or Distributor(s):

Wellington West Capital Markets Inc.
Cormark Securities Inc.
CIBC World Markets Inc.
TD Securities Inc.

Promoter(s):

-

Project #1450899

Issuer Name:

Cameco Corporation
Principal Regulator - Saskatchewan

Type and Date:

Final Short Form Base Shelf Prospectus dated August 24,
2009

NP 11-202 Receipt dated August 25, 2009

Offering Price and Description:

\$1,000,000,000.00 - SENIOR UNSECURED
DEBENTURES

Underwriter(s) or Distributor(s):

-

Promoter(s):

-

Project #1461308

Issuer Name:

Canadian Oil Sands Limited
Principal Regulator - Alberta

Type and Date:

Final Shelf Prospectus dated August 18, 2009

NP 11-202 Receipt dated August 19, 2009

Offering Price and Description:

\$1,500,000,000.00

Trust Units Debt Securities
Debt Securities (Unconditionally guaranteed by
Warrants Canadian Oil Sands Trust)
Subscription Receipts

Underwriter(s) or Distributor(s):

-

Promoter(s):

-

Project #1453670

Issuer Name:

Canadian Oil Sands Trust
Principal Regulator - Alberta

Type and Date:

Final Short Form Base Shelf Prospectus dated August 18, 2009

NP 11-202 Receipt dated August 19, 2009

Offering Price and Description:

\$1,500,000,000.00

Trust Units Debt Securities

Debt Securities (Unconditionally guaranteed by

Warrants Canadian Oil Sands Trust)

Subscription Receipts

Underwriter(s) or Distributor(s):

-

Promoter(s):

-

Project #1453667

Issuer Name:

Canexus Income Fund
Principal Regulator - Alberta

Type and Date:

Final Short Form Prospectus dated August 24, 2009

NP 11-202 Receipt dated August 24, 2009

Offering Price and Description:

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

Subordinated Series I Debentures

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:

Final Short Form Prospectus dated August 31, 2009

NP 11-202 Receipt dated August 24, 2009

Offering Price and Description:

\$36,000,000.00 - 1,440,000 Series 1 Preferred Shares at a purchase price of \$25.00 per Series 1 Preferred Share

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:

Friedberg Global-Macro Hedge Fund
Principal Regulator - Ontario

Type and Date:

Final Long Form Prospectus dated August 20, 2009

NP 11-202 Receipt dated August 21, 2009

Offering Price and Description:

Mutual Fund Securities at Net Asset Value

Underwriter(s) or Distributor(s):

Friedberg Mercantile Group Ltd.

Promoter(s):

Friedberg Mercantile Group Ltd.

Project #1449411

Issuer Name:

frontierAlt Oasis Canada Fund
Principal Regulator - Ontario

Type and Date:

Amendment #1 dated July 3, 2009 to the Simplified Prospectus and Annual Information Form dated August 15, 2008

NP 11-202 Receipt dated August 20, 2009

Offering Price and Description:

-

Underwriter(s) or Distributor(s):

-

Promoter(s):

Alt Oasis Funds Management Inc.

Project #1290116

Issuer Name:

Manulife Simplicity Conservative Portfolio (Advisor Series, Series F, Series I and Series O securities)
 Manulife Simplicity Moderate Portfolio (Advisor Series, Series F, Series I and Series O securities)
 Manulife Simplicity Income Portfolio (Advisor Series, Series F, Series I, Series IT, Series O and Series T securities)
 Manulife Simplicity Balanced Portfolio (Advisor Series, Series F, Series I, Series IT, Series O and Series T securities)
 Manulife Simplicity Global Balanced Portfolio (Advisor Series, Series F, Series I, Series IT, Series O and Series T securities)
 Manulife Simplicity Growth Portfolio (Advisor Series, Series F, Series I, Series IT, Series O and Series T securities)
 Manulife Simplicity Aggressive Portfolio (Advisor Series, Series F, Series I and Series O securities)
 Manulife Mawer Canadian Bond Fund (Advisor Series, Series F, Series I and Series O securities)
 Manulife Mawer Diversified Investment Fund (Advisor Series, Series F, Series I, Series IT, Series O and Series T securities)
 Manulife Mawer Global Small Cap Fund (Advisor Series, Series F, Series I and Series O securities)
 Manulife Mawer Tax-Managed Growth Fund (Advisor Series, Series F, Series I and Series O securities)
 Manulife Mawer U.S. Equity Fund (Advisor Series, Series F, Series I and Series O securities)
 Manulife Mawer Canadian Equity Class (Advisor Series, Series F, Series I and Series O securities)
 Manulife Mawer Global Equity Class (Advisor Series, Series F, Series I and Series O securities)
 Manulife Mawer World Investment Class (Advisor Series, Series F, Series I and Series O securities)
 Manulife Canadian Core Fund (Advisor Series, Series F, Series I, Series IT, Series O and Series T securities)
 Manulife Canadian Equity Fund (Advisor Series, Series F, Series I, Series IT, Series O and Series T securities)
 Manulife Canadian Equity Index Fund (Series O securities)
 Manulife Canadian Equity Value Fund (Series O securities)
 Manulife Canadian Growth Fund (Series I and Series O securities)
 Manulife Canadian Large Cap Growth Fund (Series O securities)
 Manulife Canadian Value Fund (Advisor Series, Series F, Series I, Series IT, Series O and Series T securities)
 Manulife Dividend Fund (Advisor Series, Series F, Series I, Series IT, Series O and Series T securities)
 Manulife Growth Opportunities Fund (Advisor Series, Series F, Series I and Series O securities)
 Manulife Sector Rotation Fund (Advisor Series and Series F securities)

Manulife Small Cap Value Fund (Series I and Series O securities)
 Manulife Canadian Core Class (Advisor Series, Series F, Series I and Series O securities)
 Manulife Canadian Equity Class (Advisor Series, Series F, Series I and Series O securities)
 Manulife Canadian Large Cap Value Class (Advisor Series, Series F, Series I and Series O securities)
 Manulife Canadian Value Class (Advisor Series, Series F, Series I and Series O securities)
 Manulife Growth Opportunities Class (Advisor Series, Series F, Series I and Series O securities)
 Manulife U.S. Diversified Growth Fund (Series O securities)
 Manulife U.S. Equity Index Fund (Series O securities)
 Manulife U.S. Mid-Cap Fund (Advisor Series, Series F, Series I and Series O securities)
 Manulife U.S. Small Cap Fund (Series I and Series O securities)
 Manulife U.S. Value Fund (Advisor Series, Series F, Series I and Series O securities)
 Manulife U.S. Large Cap Value Class (Advisor Series, Series F, Series I and Series O securities)
 Manulife U.S. Mid-Cap Value Class (Advisor Series, Series F, Series I and Series O securities)
 Manulife Emerging Markets Fund (Advisor Series, Series F, Series I and Series O securities)
 Manulife European Opportunities Fund (Advisor Series, Series F, Series I and Series O securities)
 Manulife Global Dividend Fund (Advisor Series, Series F, Series I, Series IT, Series O and Series T securities)
 Manulife International Equity Index Fund (Series O securities)
 Manulife China Opportunities Class (Advisor Series, Series F, Series I and Series O securities)
 Manulife Global Core Class (Advisor Series, Series F, Series I and Series O securities)
 Manulife Global Leaders Class (Advisor Series, Series F, Series I and Series O securities)
 Manulife Global Opportunities Class (Advisor Series, Series F, Series I and Series O securities)
 Manulife Global Value Class (Advisor Series, Series F, Series I and Series O securities)
 Manulife International Value Class (Advisor Series, Series F, Series I and Series O securities)
 Manulife Japan Opportunities Class (Advisor Series, Series F, Series I and Series O securities)
 Manulife SEAMARK Total Global Equity Class (Advisor Series, Series F, Series I and Series O securities)
 Manulife Canadian Balanced Growth Fund (Advisor Series, Series F, Series I, Series IT, Series O and Series T securities)
 Manulife Core Balanced Fund (Advisor Series, Series F, Series I, Series IT, Series O and Series T securities)
 Manulife Global Monthly Income Fund (Advisor Series, Series F, Series I, Series IT, Series O and Series T securities)
 Manulife Global Opportunities Balanced Fund (Advisor Series, Series F, Series I and Series O securities)

Manulife Growth & Income Fund (Advisor Series, Series F, Series I and Series O securities)
Manulife Monthly High Income Fund (Advisor Series, Series B, Series F, Series I and Series O securities)

Manulife Canadian Bond Plus Fund (Advisor Series, Series F, Series I and Series O securities)

Manulife Canadian Fixed Income Fund (Series O securities)

Manulife Canadian Universe Bond Fund (Series F, Series I and Series O securities)

Manulife Corporate Bond Fund (Advisor Series, Series F, Series I and Series O securities)

Manulife Dollar-Cost Averaging Fund (Advisor Series securities)

Manulife Investment Savings Fund (Advisor Series and Series F securities)

Manulife Money Fund (Advisor Series, Series D, Series I and Series O securities)

Manulife Strategic Income Fund (Advisor Series, Series F, Series I and Series O securities)

Manulife Short Term Yield Class (Advisor Series, Series F, Series I and Series O securities)

Manulife Structured Bond Class (Advisor Series and Series F securities)

Manulife Global Natural Resources Fund (Advisor Series, Series F, Series I and Series O securities)

Principal Regulator - Ontario

Type and Date:

Final Simplified Prospectuses dated August 19, 2009

NP 11-202 Receipt dated August 20, 2009

Offering Price and Description:

ADVISOR SERIES, SERIES B, SERIES D, SERIES F, SERIES I,

SERIES IT, SERIES O AND SERIES T SECURITIES

Underwriter(s) or Distributor(s):

Elliott & Page Limited

Elliott & Page Limited

MFC Global Investment Management, a division of Elliott & Page Limited

Promoter(s):

Elliott & Page Limited

Project #1447932

Issuer Name:

NiMin Capital Corp.

Principal Regulator - Alberta

Type and Date:

Final Long Form Prospectus dated August 21, 2009

NP 11-202 Receipt dated August 21, 2009

Offering Price and Description:

Cdn\$10,000,000.00 (Minimum Offering)

Cdn\$35,000,000.00 (Maximum Offering)

Cdn\$1.25 per Unit

Underwriter(s) or Distributor(s):

Canaccord Capital Corporation

GMP Securities L.P.

CK Cooper & Company

Promoter(s):

Clarence Cottman III

Project #1448811

Issuer Name:

Northern Rivers Conservative Growth Fund

Principal Regulator - Ontario

Type and Date:

Final Simplified Prospectus dated August 21, 2009

NP 11-202 Receipt dated August 24, 2009

Offering Price and Description:

Series A, F, O and P Units @ Net Asset Value

Underwriter(s) or Distributor(s):

-

Promoter(s):

Northern Rivers Capital Management Inc.

Project #1449456

Issuer Name:

Petrolifera Petroleum Limited

Principal Regulator - Alberta

Type and Date:

Final Short Form Prospectus dated August 21, 2009

NP 11-202 Receipt dated August 21, 2009

Offering Price and Description:

-

Underwriter(s) or Distributor(s):

Thomson Weisel Partners Canada Inc.

Cormark Securities Inc.

RBC Dominion Securities Inc.

Promoter(s):

-

Project #1458261

Issuer Name:

Series O and Series F Units (unless otherwise indicated) of:
RBC Private Short-Term Income Pool
RBC Private Canadian Bond Pool
RBC Private Corporate Bond Pool
RBC Private Income Pool (Series O, Series F and Series T Units)
RBC Private Global Bond Pool
RBC Private Canadian Dividend Pool
RBC Private Canadian Growth and Income Equity Pool
RBC Private Canadian Equity Pool
RBC Private Canadian Value Equity Pool
RBC Private O'Shaughnessy Canadian Equity Pool (Series O Units only)
RBC Private Core Canadian Equity Pool
RBC Private Canadian Mid Cap Equity Pool
RBC Private U.S. Equity Pool
RBC Private U.S. Value Equity Pool
RBC Private O'Shaughnessy U.S. Value Equity Pool (Series O Units only)
RBC Private U.S. Growth Equity Pool
RBC Private O'Shaughnessy U.S. Growth Equity Pool (Series O Units only)
RBC Private U.S. Large Cap Equity Pool
RBC Private U.S. Mid Cap Equity Pool
RBC Private U.S. Small Cap Equity Pool
RBC Private International Equity Pool
RBC Private EAFE Equity Pool
RBC Private Overseas Equity Pool
RBC Private European Equity Pool
RBC Private Asian Equity Pool
RBC Private Global Dividend Growth Pool
RBC Private World Equity Pool
Principal Regulator - Ontario

Type and Date:

Final Simplified Prospectuses dated August 20, 2009
NP 11-202 Receipt dated August 24, 2009

Offering Price and Description:

Series O, Series F and Series T Units @ Net Asset Value

Underwriter(s) or Distributor(s):

RBC Asset Management Inc.,
RBC Asset Management Inc.
The Royal Trust Company

Promoter(s):

RBC Asset Management Inc.,
Project #1449127

Issuer Name:

ROI Canadian Retirement Fund
(Series A Units, Series F Units, Series F-5 Units, Series F-7 Units,
Series O Units, Series 5 Units and Series 7 Units)
ROI Global Retirement Fund
(Series A Units, Series F Units, Series F-5 Units, Series F-7 Units, Series F-9 Units,
Series O Units, Series R Units, Series 5 Units, Series 7 Units and Series 9 Units)
ROI Sceptre Retirement Growth Fund
(Series A Units, Series C-7 Units, Series F Units, Series F-7 Units,
Series F-9 Units, Series O Units, Series 7 Units and Series 9 Units)
ROI Global Supercycle Fund
(Series A Units, Series F Units, Series F-7 Units, Series F-9 Units,
Series O Units, Series R Units, Series 7 Units and Series 9 Units)
ROI Canadian Top 20 Picks Fund
(Series A Units, Series F Units, Series O Units and Series R Units)
Principal Regulator - Ontario

Type and Date:

Final Simplified Prospectuses dated August 19, 2009
NP 11-202 Receipt dated August 20, 2009

Offering Price and Description:

Series A, F, F-5, F-7, F-9, O, R, 5, 7, 9, C-7 Units @ Net Asset Value

Underwriter(s) or Distributor(s):

-

Promoter(s):

Return on Innovation Management Ltd.
Project #1446968

Issuer Name:

Scotia Bond Fund
Principal Regulator - Ontario

Type and Date:

Final Simplified Prospectus dated August 19, 2009
NP 11-202 Receipt dated August 20, 2009

Offering Price and Description:

Class A and Class I Units @ Net Asset Value

Underwriter(s) or Distributor(s):

Scotia Securities Inc.
Scotia Securities Inc.

Promoter(s):

Bank of Nova Scotia
Project #1447167

Issuer Name:

Stone & Co. Dividend Growth Class Canada of Stone & Co. Corporate Funds Limited
(Series A, Series B, Series C, Series F, Series T8A, Series T8B and T8C Shares)

Stone & Co. Resource Plus Class of Stone & Co. Corporate Funds Limited
(Series A, Series B and Series C Shares)

Stone & Co. Flagship Growth & Income Fund Canada
(Series A, Series B, Series C, Series F, Series AA, Series BB, Series CC, Series FF, Series T8A, Series T8B and T8C Units)

Stone & Co. Flagship Stock Fund Canada
(Series A, Series B, Series C, Series F, Series T8A, Series T8B and T8C Units)

Stone & Co. Flagship Global Growth Fund
(Series A, Series B, Series C, Series F, Series T8A, Series T8B and T8C Units)

Stone & Co. Growth Industries Fund
(Series A, Series B, Series C and Series F Units)

Stone & Co. Flagship Money Market Fund Canada
(Series A, Series B and Series C Units)

Stone & Co. Europlus Dividend Growth Fund
(Series A, Series B, Series C, Series F, Series T8A, Series T8B and T8C Units)

Principal Regulator - Ontario

Type and Date:

Final Simplified Prospectuses dated August 18, 2009
NP 11-202 Receipt dated August 20, 2009

Offering Price and Description:

Mutual fund securities at net asset value

Underwriter(s) or Distributor(s):

-

Promoter(s):

-

Project #1446384

Issuer Name:

Superior Plus Corp.
Principal Regulator - Alberta

Type and Date:

Final Short Form Prospectus dated August 20, 2009
NP 11-202 Receipt dated August 21, 2009

Offering Price and Description:

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

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:

YIELDPLUS Income Fund
Principal Regulator - Ontario

Type and Date:

Final Short Form Prospectus dated August 18, 2009
NP 11-202 Receipt dated August 19, 2009

Offering Price and Description:

33,000,000 Combined Units, each Combined Unit consisting of one Right and one Warrant, to purchase a maximum of 44,000,000 Trust Units Subscription Price: Three Rights and \$5.50 per Trust Unit
Warrant Exercise Price: \$6.50 per Trust Unit

Underwriter(s) or Distributor(s):

Middlefield Capital Corporation

Promoter(s):

-

Project #1456246

Issuer Name:

Canadian Real Estate Split Corp.
Principal Jurisdiction - Ontario

Type and Date:

Preliminary Long Form Prospectus dated May 25, 2009
Withdrawn on August 20, 2009

Offering Price and Description:

\$ * - * Capital Shares and * Preferred Shares Prices:
\$15.00 per Capital Share and \$10.00 per Preferred Share

Underwriter(s) or Distributor(s):

Scotia Capital Inc.
RBC Dominion Securities Inc.
National Bank Financial Inc.
TD Securities Inc.
Dundee Securities Corporation
HSBC Securities (Canada) Inc.
Blackmont Capital Inc.
Canaccord Capital Corporation
Desjardins Securities Inc.
Raymond James Ltd.
Wellington West Capital Market Inc.

Promoter(s):

Scotia Managed Companies Administration Inc.

Project #1426853

Issuer Name:

CRES Fund
Principal Jurisdiction - Ontario

Type and Date:

Preliminary Long Form Prospectus dated June 4, 2009
Withdrawn on August 20, 2009

Offering Price and Description:

-

Underwriter(s) or Distributor(s):

-

Promoter(s):

Scoti Managed Companies Administration Inc.

Project #1434215

Issuer Name:

PowerShares China ETF
PowerShares Emerging Markets Infrastructure ETF
PowerShares FTSE RAFI Developed Markets ETF
PowerShares FTSE RAFI Emerging Markets ETF
PowerShares Global Agriculture ETF
PowerShares Global Clean Energy ETF
PowerShares Global Water ETF
Principal Jurisdiction - Ontario

Type and Date:

Preliminary Long Form Prospectus dated August 15, 2008
Closed on August 19, 2009

Offering Price and Description:

-

Underwriter(s) or Distributor(s):

-

Promoter(s):

Philip Taylor
David Warren
Project #1306822

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Chapter 12

Registrations

12.1.1 Registrants

Type	Company	Category of Registration	Effective Date
Change of Category	Pyrford International Limited	From: International Adviser (Investment Counsel & Portfolio Manager) To: Non-Canadian Adviser (Investment Counsel & Portfolio Manager) and Limited Market Dealer	August 19, 2009
New Registration	Blackheath Fund Management Inc.	Commodity Trading Manager	August 19, 2009
Name Change	From: Martlet Capital Management Inc. To: Desautels Capital Management Inc.	Limited Market Dealer	August 19, 2009
New Registration	LOM BioQuest Life Sciences Corporation	Limited Market Dealer	August 20, 2009
New Registration	Lorne Steinberg Wealth Management Inc.	Investment Counsel & Portfolio Manager	August 21, 2009
Consent to Suspension (Rule 33-501 Surrender of Registration)	Standard Securities Capital Corporation	Investment Dealer	August 21, 2009
New Registration	Georgian Capital Partners Corporation	Investment Counsel & Portfolio Manager, Limited Market Dealer	August 24, 2009
New Registration	RP Investment Advisors	Limited Market Dealer & Investment Counsel & Portfolio Manager	August 25, 2009

Registrations

Type	Company	Category of Registration	Effective Date
Name Change	From: JovFunds Inc. To: Horizons Exchange Traded Funds Inc.	Limited Market Dealer	August 25, 2009

Chapter 13

SRO Notices and Disciplinary Proceedings

13.1.1 MFDA Issues Notice of Settlement Hearing Regarding De Thomas Financial Corp.

NEWS RELEASE
For immediate release

MFDA ISSUES NOTICE OF SETTLEMENT HEARING REGARDING DE THOMAS FINANCIAL CORP.

August 19, 2009 (Toronto, Ontario) – The Mutual Fund Dealers Association of Canada (“MFDA”) today announced that it has issued a Notice of Settlement Hearing regarding the presentation, review and consideration of a proposed settlement agreement by a Hearing Panel of the MFDA’s Central Regional Council.

The settlement agreement will be between staff of the MFDA and De Thomas Financial Corp. (the “Respondent”) and involves matters for which the Respondent may be disciplined by a Hearing Panel pursuant to MFDA By-laws.

The subject matter of the proposed settlement agreement concerns allegations that the Respondent failed to:

- (a) implement and maintain a two-tier account supervision structure, contrary to MFDA Rule 2.5 and MFDA Policy No. 2;
- (b) conduct adequate trade supervision, contrary to MFDA Rule 2.5.4 and MFDA Policy No. 2; and
- (c) obtain adequate Know-Your-Client and suitability information for each client account, contrary to MFDA Rules 2.2.1 and 2.2.2 and MFDA Policy No. 2.

The settlement hearing is scheduled to commence at 10:00 a.m. (Eastern) on September 3, 2009 in the Hearing Room in the MFDA offices located at 121 King Street West, Suite 1000, Toronto, Ontario. The hearing is open to the public except as may be required for the protection of confidential matters. A copy of the Notice of Settlement 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

13.1.2 MFDA Sets Date for Next Appearance in the Matter of William T. Gillick

NEWS RELEASE
For immediate release

MFDA SETS DATE FOR NEXT APPEARANCE IN THE MATTER OF WILLIAM T. GILICK

August 19, 2009 (Toronto, Ontario) – The Mutual Fund Dealers Association of Canada (“MFDA”) commenced a disciplinary proceeding in respect of William Todd Gillick by Notice of Hearing dated March 31, 2009.

Following consideration of submissions by the parties, the Hearing Panel adjourned the hearing on the consent of the parties and scheduled the next appearance to commence on October 29, 2009 at 10:00 a.m. (Eastern), or as soon thereafter as the hearing can be held, in the Hearing Room located at the offices of the MFDA at 121 King Street West, Suite 1000, Toronto, Ontario.

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 Wynnycky
Hearings Coordinator
416-945-5146 or mwynnycky@mfda.ca

13.1.3 MFDA Hearing Panel Approves Settlement Agreement with Alden M. Kaley

NEWS RELEASE
For immediate release

**MFDA HEARING PANEL APPROVES
SETTLEMENT AGREEMENT WITH ALDEN M. KALEY**

August 21, 2009 (Toronto, Ontario) – A Settlement Hearing in the matter of Alden M. Kaley was held today in Fredericton, New Brunswick before a Hearing Panel of the Atlantic Regional Council of the Mutual Fund Dealers Association of Canada (the “MFDA”).

The Hearing Panel approved the Settlement Agreement between Mr. Kaley and MFDA Staff, as a consequence of which Mr. Kaley:

- Paid a fine in the amount of \$10,000;
- Was suspended from acting as a mutual fund salesperson for 6 months; and
- Paid costs in the amount of \$2,500.

The Hearing Panel advised that it would issue written reasons for its decision in due course.

A copy of the Settlement Agreement and the Hearing Panel’s Order are 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

13.1.4 MFDA Sets Date for Daniel L. E. Moyaert Hearing in Toronto, Ontario

NEWS RELEASE
For immediate release

**MFDA SETS DATE FOR DANIEL L. E. MOYAERT
HEARING IN TORONTO, ONTARIO**

August 24, 2009 (Toronto, Ontario) – The Mutual Fund Dealers Association of Canada (“MFDA”) commenced a disciplinary proceeding against Daniel Leon Edward Moyaert by Notice of Hearing dated June 26, 2009.

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

The hearing of this matter on its merits has been scheduled to take place on January 19, 2010 commencing at 10:00 a.m. (Eastern), or as soon thereafter as the hearing can be held, in the Hearing Room located at the offices of the MFDA at 121 King Street West, Suite 1000, Toronto, Ontario. 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 Wynnycky
Hearings Coordinator
416-945-5146 or mwynnyckyj@mfda.ca

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