The Ontario Securities Commission

OSC Bulletin

May 7, 2010

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

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Chapter 1

Notices / News Releases

1.1 Notices

1.1.1 Current Proceedings Before The Ontario Securities Commission

MAY 7, 2010

CURRENT PROCEEDINGS

BEFORE

ONTARIO SECURITIES COMMISSION

- -

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

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Patrick J. LeSage	—	PJL
Carol S. Perry	—	CSP
Charles Wesley Moore (Wes) Scott	—	CWMS

SCHEDULED OSC HEARINGS

May 12-17; May 19-21; May 26-June 4; June 14-15; June 28-29, 2010 10:00 a.m.	**Coventree Inc., Geoffrey Cornish and Dean Tai** s. 127 J. Waechter in attendance for Staff Panel: JEAT/MGC/PLK
May 13, 2010 10:00 a.m.	**Carlton Ivanhoe Lewis, Mark Anthony Scott, Sedwick Hill, Leverage Pro Inc., Prosporex Investment Club Inc., Prosporex Investments Inc., Prosporex Ltd., Prosporex Inc., Prosporex Forex SPV Trust, Networth Financial Group Inc., and Networth Marketing Solutions** s. 127 and 127.1 H. Daley in attendance for Staff Panel: PJL
May 13, 2010 10:00 a.m.	**Wilton J. Neale, Multiple Streams of Income (MSI) Inc., and 360 Degree Financial Services Inc.** s. 127 and 127.1 H. Daley in attendance for Staff Panel: PJL
May 13, 2010 10:00 a.m.	**Albert Leslie James, Ezra Douse and Dominion Investments Club Inc.** s. 127 and 127.1 H. Daley in attendance for Staff Panel: PJL

May 26, 2010 8:30 a.m.	**Xi Biofuels Inc., Biomaxx Systems Inc., Xiiva Holdings Inc. carrying on Business as Xiiva Holdings Inc., Xi Energy Company, Xi Energy and Xi Biofuels, Ronald Crowe and Vernon Smith** s. 127 M. Vaillancourt in attendance for Staff Panel: DLK/MCH
May 31-June 4, 2010 10:00 a.m.	**Lyndz Pharmaceuticals Inc., James Marketing Ltd., Michael Eatch and Rickey McKenzie** s. 127(1) & (5) J. Feasby in attendance for Staff Panel: TBA
June 2, 2010 10:00 a.m.	**M P Global Financial Ltd., and Joe Feng Deng** s. 127 (1) M. Britton in attendance for Staff Panel: DLK/MCH
June 3, 2010 10:00 a.m.	**Richvale Resource Corp., Marvin Winick, Howard Blumenfeld, Pasquale Schiavone, and Shafi Khan** s. 127(7) and 127(8) H. Craig in attendance for Staff Panel: DLK
June 4, 2010 10:00 a.m.	**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: PJL/CSP
June 7, 2010 10:00 a.m.	**Sextant Capital Management Inc., Sextant Capital GP Inc., Sextant Strategic Opportunities Hedge Fund L.P., Otto Spork, Robert Levack and Natalie Spork** s. 127 T. Center in attendance for Staff Panel: PJL/CSP
June 10, 2010 2:00 p.m.	**Brilliante Brasilcan Resources Corp., York Rio Resources Inc., Brian W. Aidelman, Jason Georgiadis, Richard Taylor and Victor York** s. 127 H. Craig in attendance for Staff Panel: TBA
June 10, 2010 2:00 p.m.	**York Rio Resources Inc., Brilliante Brasilcan Resources Corp., Victor York, Robert Runic, George Schwartz, Peter Robinson, Adam Sherman, Ryan Demchuk, Matthew Oliver, Gordon Valde and Scott Bassingdale** s. 127 H. Craig in attendance for Staff Panel: TBA
June 14, 2010 10:00 a.m.	**Christina Harper, Howard Rash, Michael Schaumer, Elliot Feder, Vadim Tsatskin, Oded Pasternak, Alan Silverstein, Herbert Groberman, Allan Walker, Peter Robinson, Vyacheslav Brikman, Nikola Bajovski, Bruce Cohen and Andrew Schiff** s. 127 H. Craig in attendance for Staff Panel: TBA

June 15, 2010 2:00 p.m.	**Paladin Capital Markets Inc., John David Culp and Claudio Fernando Maya** s. 127 C. Price in attendance for Staff Panel: CSP
June 21, 2010 10:00 a.m.	**Rezwealth Financial Services Inc., Pamela Ramoutar, Chris Ramoutar, Justin Ramoutar, Tiffin Financial Corporation, Daniel Tiffin, 2150129 Ontario Inc. and Sylvan Blackett** s. 127(1) & (5) A. Heydon in attendance for Staff Panel: JEAT
June 28, 2010 10:00 a.m.	**Shallow Oil & Gas Inc., Eric O'Brien, Abel Da Silva, Gurdip Singh Gahunia aka Michael Gahunia and Abraham Herbert Grossman aka Allen Grossman** s. 127(7) and 127(8) M. Boswell in attendance for Staff Panel: TBA
June 29, 2010 10:00 a.m.	**Oversea Chinese Fund Limited Partnership, Weizhen Tang and Associates Inc., Weizhen Tang Corp., and Weizhen Tang** s. 127 and 127.1 M. Britton in attendance for Staff Panel: TBA
June 30, 2010 9:30 a.m.	**Abel Da Silva** s. 127 M. Boswell in attendance for Staff Panel: TBA
July 8-9, 2010 10:00 a.m.	**Shane Suman and Monie Rahman** s. 127 & 127(1) C. Price in attendance for Staff Panel: JEAT/PLK
July 9, 2010 10:00 a.m.	**Hillcorp International Services, Hillcorp Wealth Management, Suncorp Holdings, 1621852 Ontario Limited, Steven John Hill, Daryl Renneberg and Danny De Melo** s. 127 A. Clark in attendance for Staff Panel: CSP
July 9, 2010 11:30 a.m.	**Global Energy Group, Ltd. And New Gold Limited Partnerships** s. 127 H. Craig in attendance for Staff Panel: CSP
August 13, 2010 10:00 a.m.	**Axcess Automation LLC, Axcess Fund Management, LLC, Axcess Fund, L.P., Gordon Alan Driver and David Rutledge, Steven M. Taylor and International Communication Strategies** s. 127 Y. Chisholm in attendance for Staff Panel: CSP
September 7-10, 2010 10:00 a.m.	**Maple Leaf Investment Fund Corp., Joe Henry Chau (aka: Henry Joe Chau, Shung Kai Chow and Henry Shung Kai Chow), Tulsiani Investments Inc., Sunil Tulsiani and Ravinder Tulsiani** s. 127 M. Vaillancourt/T. Center in attendance for Staff Panel: TBA

September 13, 2010 9:00 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 & 127.1 H. Craig in attendance for Staff Panel: JEAT
September 13-24, 2010 10:00 a.m.	**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 S. Kushneryk in attendance for Staff Panel: TBA
September 13-24, 2010 and October 4-19, 2010 10:00 a.m.	**Sulja Bros. Building Supplies, Ltd., Petar Vucicevich, Kore International Management Inc., Andrew Devries, Steven Sulja, Pranab Shah, Tracey Banumas and Sam Sulja** s. 127 & 127.1 J. Feasby in attendance for Staff Panel: TBA
October 13, 2010 10:00 a.m.	**Ameron Oil and Gas Ltd. and MX-IV, Ltd.** s. 127 M. Boswell in attendance for Staff Panel: MGC
October 13, 2010 10:30 a.m.	**QuantFX Asset Management Inc., Vadim Tsatskin, Lucien Shtromvaser and Rostislav Zemlinsky** s. 127 H. Craig in attendance for Staff Panel: TBA
October 18-November 5, 2010 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 & 127.1 H. Craig in attendance for Staff Panel: TBA
October 25-29, 2010 10:00 a.m.	**IBK Capital Corp. and William F. White** s. 127 M. Vaillancourt in attendance for Staff Panel: TBA
March 7, 2011 10:00 a.m.	**Firestar Capital Management Corp., Kamposse Financial Corp., Firestar Investment Management Group, Michael Ciavarella and Michael Mitton** s. 127 H. Craig in attendance for Staff Panel: TBA
TBA	**Yama Abdullah Yaqeen** s. 8(2) J. Superina in attendance for Staff Panel: TBA

TBA

Microsourceonline Inc., Michael Peter Anzelmo, Vito Curalli, Jaime S. Lobo, Sumit Majumdar and Jeffrey David Mandell

s. 127

J. Waechter in attendance for Staff

Panel: TBA

TBA

Frank Dunn, Douglas Beatty, Michael Gollogly

s. 127

K. Daniels in attendance for Staff

Panel: TBA

TBA

Juniper Fund Management Corporation, Juniper Income Fund, Juniper Equity Growth Fund and Roy Brown (a.k.a. Roy Brown-Rodrigues)

s. 127 and 127.1

D. Ferris in attendance for Staff

Panel: TBA

TBA

Merax Resource Management Ltd. carrying on business as Crown Capital Partners, Richard Mellon and Alex Elin

s. 127

H. Craig in attendance for Staff

Panel: TBA

TBA

Gregory Galanis

s. 127

P. Foy 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

C. Price in attendance for Staff

Panel: TBA

TBA

MRS Sciences Inc. (formerly Morningside Capital Corp.), Americo DeRosa, Ronald Sherman, Edward Emmons and Ivan Cavric

s. 127 & 127(1)

D. Ferris in attendance for Staff

Panel: TBA

TBA

Imagin Diagnostic Centres Inc., Patrick J. Rooney, Cynthia Jordan, Allan McCaffrey, Michael Shumacher, Christopher Smith, Melvyn Harris and Michael Zelyony

s. 127 and 127.1

J. Feasby in attendance for Staff

Panel: TBA

TBA

Gold-Quest International, Health and Harmoney, Iain Buchanan and Lisa Buchanan

s. 127

H. Craig in attendance for Staff

Panel: TBA

TBA	**Goldpoint Resources Corporation, Lino Novielli, Brian Moloney, Evanna Tomeli, Robert Black, Richard Wylie and Jack Anderson** s. 127(1) and 127(5) M. Boswell in attendance for Staff Panel: TBA	TBA	**Chartcandle Investments Corporation, CCI Financial, LLC, Chartcandle Inc., PSST Global Corporation, Stephen Michael Chesnowitz and Charles Pauly** s. 127 and 127.1 S. Horgan in attendance for Staff Panel: TBA
TBA	**Lehman Cohort Global Group Inc., Anton Schnedl, Richard Unzer, Alexander Grundmann and Henry Hehlsinger** s. 127 H. Craig in attendance for Staff Panel: JEAT/CSP/SA	TBA	**Rene Pardo, Gary Usling, Lewis Taylor Sr., Lewis Taylor Jr., Jared Taylor, Colin Taylor and 1248136 Ontario Limited** s. 127 M. Britton/J.Feasby in attendance for Staff Panel: JDC/KJK
TBA	**Goldbridge Financial Inc., Wesley Wayne Weber and Shawn C. Lesperance** s. 127 C. Johnson in attendance for Staff Panel: TBA	TBA	**Anthony Ianno and Saverio Manzo** s. 127 & 127.1 A. Clark in attendance for Staff Panel: CSP
TBA	**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	TBA	**Robert Joseph Vanier (a.k.a. Carl Joseph Gagnon)** s. 127 S. Horgan in attendance for Staff Panel: JEAT/PLK
		TBA	**Peter Robinson and Platinum International Investments Inc.** s. 127 M. Boswell in attendance for Staff Panel: TBA
TBA	**Nest Acquisitions and Mergers, IMG International Inc., Caroline Myriam Frayssignes, David Pelcowitz, Michael Smith, and Robert Patrick Zuk** s. 37, 127 and 127.1 C. Price in attendance for Staff Panel: TBA	TBA	**Uranium308 Resources Inc., Michael Friedman, George Schwartz, Peter Robinson, and Shafi Khan** s. 127 M. Boswell in attendance for Staff Panel: TBA

TBA	**Innovative Gifting Inc., Terence Lushington, Z2A Corp., and Christine Hewitt** s. 127 M. Boswell in attendance for Staff Panel: TBA
TBA	**Maple Leaf Investment Fund Corp., Joe Henry Chau (aka: Henry Joe Chau, Shung Kai Chow and Henry Shung Kai Chow),** s. 127 M. Vaillancourt/T. Center in attendance for Staff Panel: TBA
TBA	**Tulsiani Investments Inc. and Sunil Tulsiani** s. 127 M. Vaillancourt/T. Center in attendance for Staff Panel: TBA
TBA	**Agoracom Investor Relations Corp., Agora International Enterprises Corp., George Tsiolis and Apostolis Kondakos (a.k.a. Paul Kondakos)** s. 127 T. Center in attendance for Staff Panel: TBA
TBA	**Gold-Quest International, 1725587 Ontario Inc. carrying on business as Health and Harmoney, Harmoney Club Inc., Donald Iain Buchanan, Lisa Buchanan and Sandra Gale** s. 127 H. Craig in attendance for Staff Panel: TBA
TBA	**Ciccone Group, Medra Corporation, 990509 Ontario Inc., Tadd Financial Inc., Cachet Wealth Management Inc., Vince Ciccone, Darryl Brubacher, Andrew J. Martin., Steve Haney, Klaudiusz Malinowski and Ben Giangrosso** s. 127 P. Foy 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

Hollinger Inc., Conrad M. Black, F. David Radler, John A. Boultbee and Peter Y. Atkinson

1.1.2 Gold-Quest International et al.

**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**

NOTICE

WHEREAS on April 28, 2010, the Ontario Securities Commission (the "Commission") held a hearing to consider sanctions against Donald Iain Buchanan and Lisa Buchanan (the “Respondents”) in connection with their conduct related to the above matter;

After considering the submissions by Staff and counsel for the Respondents, the Commission has reserved its decision.

“James Turner”

1.4 Notices from the Office of the Secretary

1.4.1 Sextant Capital Management Inc. et al.

**FOR IMMEDIATE RELEASE
April 29, 2010**

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

AND

**IN THE MATTER OF
SEXTANT CAPITAL MANAGEMENT INC.,
SEXTANT CAPITAL GP INC.,
OTTO SPORK, KONSTANTINOS EKONOMIDIS,
ROBERT LEVACK AND NATALIE SPORK**

TORONTO – The Commission issued an Order which provides that:

a) The pre-hearing conference is adjourned to May 19, 2010 at 11:00 a.m.; and

b) The hearing on the merits shall commence on June 7, 2010 at 10:00 a.m. and continue on June 10, 11, 14, 15, 16, 17, 21, 23 and 25, August 4, 5, 6 and October 4, 5 (commencing at 1:00 p.m.), 6, 7, 8, 13, 14 and 15, 2010, or such further dates or other dates as shall be agreed to by the parties and fixed by the Office of the Secretary.

A copy of the Order dated April 28, 2010 is available at **www.osc.gov.on.ca**.

OFFICE OF THE SECRETARY
JOHN P. STEVENSON
SECRETARY

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Robert Merrick
Senior Communications Specialist
416-593-2315

For investor inquiries:

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1-877-785-1555 (Toll Free)

1.4.2 Gold-Quest International et al.

FOR IMMEDIATE RELEASE
April 29, 2010

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 – The Commission has reserved its decision following a hearing held on April 28, 2010 to consider sanctions against Donald Iain Buchanan and Lisa Buchanan in the above named matter.

A copy of the Notice dated April 28, 2010 is available at **www.osc.gov.on.ca**.

OFFICE OF THE SECRETARY
JOHN P. STEVENSON
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1.4.3 Julius Caesar Phillip Vitug

FOR IMMEDIATE RELEASE
April 29, 2010

IN THE MATTER OF
AN APPLICATION FOR
A HEARING AND REVIEW OF
A DECISION OF
THE ONTARIO DISTRICT COUNCIL OF
THE INVESTMENT INDUSTRY REGULATORY
ORGANIZATION OF CANADA
PURSUANT TO SECTION 21.7 OF
THE SECURITIES ACT,
R.S.O. 1990, c. S.5, AS AMENDED

AND

IN THE MATTER OF
DISCIPLINE PROCEEDINGS PURSUANT TO
DEALER MEMBER RULE 20 OF
THE INVESTMENT INDUSTRY REGULATORY
ORGANIZATION OF CANADA

BETWEEN

STAFF OF THE INVESTMENT INDUSTRY
REGULATORY ORGANIZATION OF CANADA

AND

JULIUS CAESAR PHILLIP VITUG

TORONTO – The Commission issued an order following a motion hearing in the above named matter.

A copy of the Order dated April 28, 2010 is available at **www.osc.gov.on.ca**.

OFFICE OF THE SECRETARY
JOHN P. STEVENSON
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1.4.4 Ciccone Group et al.

FOR IMMEDIATE RELEASE
May 5, 2010

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

AND

IN THE MATTER OF
CICCONE GROUP, MEDRA CORPORATION,
990509 ONTARIO INC., TADD FINANCIAL INC.,
CACHET WEALTH MANAGEMENT INC.,
VINCE CICCONE, DARRYL BRUBACHER,
ANDREW J. MARTIN, STEVE HANEY,
KLAUDIUSZ MALINOWSKI AND
BEN GIANGROSSO

TORONTO – The Commission issued an order, with certain provisions, that the Hearing is adjourned to October 21, 2010, at 10:00 a.m. in the above named matter.

A copy of the Order dated May 3, 2010 is available at **www.osc.gov.on.ca**.

OFFICE OF THE SECRETARY
JOHN P. STEVENSON
SECRETARY

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Chapter 2

Decisions, Orders and Rulings

2.1 Decisions

2.1.1 Nortel Networks Limited

Headnote

National Policy 11-203 Process for Exemptive Relief Applications in Multiple Jurisdictions -Issuer and parent issuer subject of creditor protection proceedings in Canada, United States and elsewhere – issuers in process of selling principal operating businesses and remaining businesses – issuers are reporting issuers in Canada and "venture issuers" for purposes of National Instrument 51-102 – Continuous Disclosure (NI 51-102) – issuer was formerly an "SEC issuer" as defined in NI 51-102 and National Instrument 52-107 - Acceptable Accounting Principles, Auditing Standards and Reporting Currency (NI 52-107) but has completed deregistration process – parent issuer continues to be an SEC issuer – no securities of either issuer trade on any exchange – issuers have publicly announced holders of equity securities unlikely to receive any value from creditor protection proceedings – creditors of issuers unlikely to receive full recovery – issuers seeking to reduce costs to maximize value of their estates for the benefit of creditors – parent issuer and issuer formerly complied with Canadian reporting requirements by filing corresponding U.S. filings in accordance with NI 51-102 and 52-107 – parent issuer will continue to be an SEC issuer under NI 51-102 and NI 52-107 and will continue to file all required disclosure on SEDAR – as a result of deregistration, issuer no longer an SEC issuer for purposes of NI 51-102 or NI 52-107 and required to file financial statements prepared in accordance with Canadian GAAP and to file executive compensation disclosure prepared in accordance with Form 6 of NI 51-102 (NI 51-102F6) – Relief granted, subject to conditions, to permit issuer to file specified disclosure in accordance with specified U.S. requirements for years ended December 31, 2009 and December 31, 2010

Applicable Legislative Provisions

National Instrument 52-107 – Acceptable Accounting Principles, Auditing Standards and Reporting Currency, ss. 3.1 and 3.2.

National Instrument 51-102 – Continuous Disclosure Obligations, s. 11.6(2).

April 15, 2010

IN THE MATTER OF
THE SECURITIES LEGISLATION
OF ONTARIO

AND

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

AND

IN THE MATTER OF
NORTEL NETWORKS LIMITED

DECISION

Background

The principal regulator has received an application from Nortel Networks Limited (the **Filer**) under the securities legislation of Ontario (the **Legislation**) for a decision pursuant to Section 9.1 of National Instrument 52-107 - *Acceptable Accounting Principles, Auditing Standards and Reporting Currency* (**NI 52-107**) and Section 13.1 of National Instrument 51-102 - *Continuous Disclosure* (**NI 51-102**) that the Filer is exempt from (i) the requirements of Sections 3.1 and 3.2 of NI 52-107 for its financial year ended December 31, 2009, for each of the interim periods in its financial year ending December 31, 2010 and for its financial year ending December 31, 2010 (collectively, the **Exempted Periods**), and (ii) the requirements of Section 11.6(2) of NI 51-102 for its financial year ended December 31, 2009 (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* is intended to be relied upon in each 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 in this decision, unless they are otherwise defined.

Representations

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

1. Nortel Networks Corporation (**NNC** and, together with the Filer, the **Reporting Issuers**) is incorporated under the *Canada Business Corporations Act* (the **CBCA**) and is a reporting issuer in each Jurisdiction where such concept exists.

2. The Filer is incorporated under the CBCA and is a reporting issuer in each Jurisdiction where such concept exists.

3. For the purposes of Parts 4, 5, 6 and 9 of NI 51-102, and for the purposes of Form 51-102F1 and Form 51-102F6 under NI 51-102, as at the end of the Reporting Issuers' most recently completed financial year, being December 31, 2009, each of the Reporting Issuers was a **venture issuer**, as such term is defined in NI 51-102.

4. The Reporting Issuers are not in default of any of their respective obligations as reporting issuers under the securities legislation of any of the Jurisdictions.

5. NNC's issued share capital and outstanding debt securities consist of common shares, together with associated rights under a shareholder rights protection plan (the **NNC Common Shares**) and two series of convertible senior notes (collectively, the **NNC Notes**), which notes are fully and unconditionally guaranteed by the Filer and a subsidiary of the Reporting Issuers.

6. The Filer's issued share capital and outstanding debt securities consists of common shares, all of which are held by NNC (the **NNL Common Shares**), two series of Class A Preferred Shares (collectively, the **NNL Preferred Shares**), three series of senior notes which notes are fully and unconditionally guaranteed by NNC and a subsidiary of the Reporting Issuers (collectively, the **High Yield Notes**) and one other series of notes (collectively with the High Yield Notes, the **NNL Notes**). The Filer has also fully and unconditionally guaranteed the payment of a series of notes issued by a subsidiary of the Reporting Issuers.

7. The Filer is NNC's principal direct operating subsidiary and the Filer's financial results are consolidated with the financial results of NNC.

8. Since January 14, 2009, the Reporting Issuers and certain of their subsidiaries have been the subject of creditor protection proceedings in Canada, the United States and various other countries (the **Creditor Protection Proceedings**).

9. Pursuant to the Creditor Protection Proceedings, the Reporting Issuers have sold, or entered into agreements to sell, all of their principal operating businesses and are pursuing the sale of their remaining businesses.

10. Since the commencement of the Creditor Protection Proceedings, NNC has disclosed in several news releases that it expects that the holders of the NNC Common Shares and the NNL Preferred Shares will not receive any value from the Creditor Protection Proceedings and that such proceedings will ultimately result in the cancellation of such equity interests.

11. The NNC Common Shares were delisted from the NYSE on February 2, 2009. The NNC Common Shares and the NNL Preferred Shares were delisted from the Toronto Stock Exchange on June 26, 2009. NNC Common Shares and NNL Preferred shares are not listed on any other stock exchange.

12. None of the NNC Notes or the NNL Notes are listed on any stock exchange.

13. Each of the Reporting Issuers is required to meet the continuous disclosure requirements prescribed by Canadian securities laws for venture issuers (**Canadian Reporting Requirements**).

14. NNC is, and until March 18, 2010 the Filer was, an **SEC issuer**, as such term is defined in NI 51-102 and NI 52-107. In accordance with NI 51-102 and NI 52-107, NNC complies with, and until March 18, 2010 the Filer complied with, certain of its Canadian Reporting Requirements by filing corresponding disclosure documents prepared in accordance with, and filed within the time periods prescribed by, the periodic reporting requirements of the 1934 Act (**U.S. Reporting Requirements** and, collectively with the Canadian Reporting Requirements, the **Reporting Obligations**).

15. NNC qualifies as a smaller reporting company under Regulation S-K under the 1934 Act. The disclosure requirements for smaller reporting companies under the 1934 Act are, in certain respects, less onerous than those applicable to issuers that do not qualify as smaller reporting companies.

16. The Filer does not qualify as a smaller reporting company under Regulation S-K under the 1934 Act.

17. Because it is all but certain that creditors of the Reporting Issuers will not receive a full recovery of the debts owed to them, such creditors have an interest in preserving the assets of the Reporting Issuers. The Reporting Issuers, in turn, have a responsibility to reduce unnecessary costs and take other steps to maximize the value of their estates for their respective creditors.

18. As part of their ongoing cost reduction activities, the Reporting Issuers and certain of their subsidiaries, on March 11, 2010, made the necessary filings with the SEC to reflect the automatic suspension of reporting requirements under the

1934 Act with respect to their debt securities and related guarantees. Also, on March 18, 2010, the Filer made the necessary filings with the SEC under the 1934 Act to terminate the registration of the NNL Common Shares under the 1934 Act and suspend the Filer's obligations to file periodic reports with the SEC, including Forms 10-K, 10-Q and 8-K. As a result of the foregoing processes, known as "deregistration" (**Deregistration**), as of March 18, 2010 the Filer has no further obligations under the 1934 Act to file periodic reports with the SEC.

19. As a consequence of Deregistration, the Reporting Issuers believe they will achieve significant costs savings, including the costs associated with compliance with certain U.S. Reporting Requirements which would have applied had Deregistration not occurred.

20. Following Deregistration:

    (a) the NNC Common Shares remain registered under section 12(g) of the 1934 Act;

    (b) NNC continues to be subject to U.S. Reporting Requirements as a smaller reporting company and is, therefore, required to prepare annual and interim financial statements in accordance with **U.S. GAAP** (which term, for the purposes of this decision, means U.S. GAAP as supplemented by Regulation S-X under the 1934 Act as defined in NI 52-107) and file disclosure documents in accordance with U.S. Reporting Requirements;

    (c) NNC continues to be eligible to rely on the exemptions applicable to SEC issuers provided for in NI 51-102 and NI 52-107 in respect of Canadian Reporting Requirements; and

    (d) all periodic reports, including interim and annual financial statements and related management's discussion and analysis of financial condition and results of operations (**MD&A**) and officer's certificates contained therein, that are filed by NNC with the SEC will continue to be filed in Canada on SEDAR in accordance with NI 51-102 and NI 52-109 - *Certification of Disclosure in Issuers' Annual and Interim Filings* (**NI 52-109**).

21. As a result of Deregistration, the Filer is no longer required to comply with U.S. Reporting Requirements and is, therefore, no longer an SEC issuer for the purposes of NI 51-102 or NI 52-107. Absent this decision, the Filer would be required to file interim and annual financial statements prepared in accordance with Canadian GAAP and to prepare and file executive compensation disclosure prepared in accordance with the form requirements of Form 6 of NI 51-102 (**NI 51-102F6**) for the periods to which this decision relates.

22. NNC and the Filer have the same **NEOs**, as such term is defined in NI 51-102F6, and the executive compensation disclosure that was filed by NNC in satisfaction of its Reporting Obligations for its financial year ended December 31, 2009 is the same as the executive compensation disclosure that the Filer would be required to file to satisfy its Reporting Obligations for such financial year had the Filer continued to be an SEC issuer.

23. The Filer has reported its financial results in accordance with U.S. GAAP for fiscal periods commencing on and after January 1, 2000.

24. As of result of Deregistration, the Filer is no longer required to provide officer's certificates in accordance with the **SOX 302 Rules** or the **SOX 404 Rules**, as those terms are defined in NI 52-109. The Filer will file officer's certificates in respect of its annual and interim financial statements and related MD&A disclosure in the form that it is permitted to file as a venture issuer pursuant to NI 52-109.

Decision

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

The decision of the principal regulator under the Legislation is that the Exemption Sought is granted provided that the following conditions are satisfied:

    (a) NNC remains the holder of all of the NNL Common Shares;

    (b) the Filer's financial results continue to be consolidated with the financial results of NNC in NNC's annual and interim financial statements filed in satisfaction of its Reporting Obligations;

    (c) for the Exempted Periods: (i) the Filer prepares its financial statements in accordance with U.S. GAAP as supplemented by the requirements of Regulation S-X under the 1934 Act that are applicable to NNC and, in the case of its financial statements for the year ended December 31, 2009 and the year ending December 31, 2010, such financial statements are audited in accordance with U.S. GAAS and accompanied by an auditor's report prepared in accordance with U.S. GAAS that complies with the requirements of paragraphs (a) though

(d) of Section 4.2 of NI 52-107, as if such Section were applicable; and

(d) the Filer satisfies the executive compensation disclosure required pursuant to Section 11.6(1) of NI 51-102 for its financial year ended December 31, 2009 by providing the information required by Item 402 "Executive Compensation" of Regulation S-K;

and provided further that the Filer shall give the principal regulator prompt notice, including reasonable details, of any changes in the representations contained in paragraphs 4, 11, 12, 13, 14, 17 (with respect to the Reporting Issuers' expectation that their creditors will not receive a full recovery of the debts owed to them in the Creditor Protection Proceedings), and 20 hereof that occur prior to the earlier of (i) April 30, 2011, and (ii) the date of filing the Filer's annual financial statements for its financial year ending December 31, 2010.

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

2.1.2 Schneider Power Inc. – 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).

April 30, 2010

Schneider Power Inc.
49 Bathurst Street, Suite 101
Toronto, Ontario M5V 2P2

Dear Sirs/Mesdames:

Re: Schneider Power Inc. (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:

(a) the outstanding securities of the Applicant, including debt securities, are beneficially owned, directly or indirectly, by fewer than 15 security holders in each of the jurisdictions in Canada and fewer than 51 security holders in total in Canada;

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

(c) the Applicant is applying for a decision that it is not a reporting issuer in all of the jurisdictions in Canada in which it is currently a reporting issuer; and

(d) the Applicant is not in default of any of its obligations under the Legislation as a reporting issuer,

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

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

2.1.3 Front Street Strategic Yield Fund Ltd.

Headnote

NP 11-203 Process for Exemptive Relief Applications in Multiple Jurisdictions – exemption from National Instrument 81-106 Investment Fund Continuous Disclosure to permit investment funds representing two tiers of a two-tiered fund structure that use specified derivatives to calculate their NAV on a weekly basis and not on a daily basis, subject to certain conditions.

Applicable Legislative Provisions

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

April 30, 2010

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
FRONT STREET STRATEGIC YIELD FUND LTD.
(the Filer)

DECISION

Background

The principal regulator in the Jurisdiction has received an application from the Filer for a decision under the securities legislation of the Jurisdiction of the principal regulator (the Legislation) for relief from the requirement in section 14.2(3)(b) of National Instrument 81-106 *Investment Fund Continuous Disclosure* (NI 81-106) that the net asset value (NAV) of an investment fund must be calculated at least once every business day if the investment fund uses specified derivatives (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 Alberta, British Columbia, Manitoba, Saskatchewan, Quebec, New Brunswick, Nova Scotia, Prince Edward Island, Newfoundland and Labrador, Yukon, Northwest Territories and Nunavut.

Interpretation

Terms defined in National Instrument 14-101 *Definitions* and MI 11-102 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 an investment fund incorporated under the laws of Canada.

2. Front Street Capital 2004 (the Manager) will act as investment fund manager and promoter of the Filer and will manage and direct the business, operations and affairs of the Filer. The Manager will also be responsible for providing or arranging for the provision of all investment advisory and portfolio management services required by the Filer. The head office of the Manager is located in Ontario.

3. The Filer filed a preliminary prospectus (the Preliminary Prospectus) dated March 30, 2010 on SEDAR with respect to a public offering (the Offering) of units (the Units). Each Unit consists of one non-voting equity share of the Filer (an Equity Share) and one transferable warrant of the Filer (a Warrant). Each Warrant entitles the holder to purchase one Equity Share any time on or before 5:00 p.m. (Toronto time) on the date of the first anniversary of the closing date of the Offering (Expiry Date). Warrants not exercised by 5:00 p.m. (Toronto time) on the Expiry Date will be void and of no value. The Equity Shares and Warrants comprising the Units will separate immediately following the earlier of the closing of an over-allotment option granted to a syndicate of agents (the Agents) who conditionally offer the Units for sale, subject to prior sale, on a best efforts basis, and 30 days after the closing date of the Offering, and thereafter may be transferred separately. The over-allotment option provides the Agents the right to purchase additional Units in an amount equal to 15% of the aggregate number of Units issued at the closing of the Offering. A receipt for the Preliminary Prospectus was issued by the Ontario Securities Commission on March 31, 2010. The Offering of the Units is a one-time offering and the Filer will not continuously distribute the Units.

4. The Filer's investment objectives are to: (i) provide holders of Equity Shares (Shareholders) with quarterly tax-advantaged cash distributions, and (ii) to maximize risk adjusted returns to Share-holders, consisting primarily of tax-advantaged distributions, while preserving capital. The Filer will seek to achieve its investment objectives through exposure to a portfolio (the Portfolio) focused primarily on convertible debentures and warrants of Canadian issuers and to a lesser extent on merger arbitrage.

5. The Portfolio will be held by Flatiron Strategic Yield Ltd. (SY Ltd.), an exempted company incorporated with limited liability in the Cayman Islands. Front Street Corporate Management Services Ltd. is the manager and promoter of SY Ltd.

6. SY Ltd. will be established for the purpose of acquiring and holding the Portfolio. It is expected that SY Ltd. will issue Series A notes (Series A Notes) to the Counterparty (defined below) with an aggregate value equal to the net proceeds of the Offering. The Filer will seek to achieve its investment objective by obtaining economic exposure to the Portfolio through one or more forward purchase and sale agreements (collectively, the Forward Agreement) to be entered into with one or more Canadian chartered banks and/or their affiliates (collectively, the Counterparty). The Filer will invest the net proceeds of the Offering in a portfolio of common shares of Canadian public companies (the Common Share Portfolio) acceptable to the Counterparty. Pursuant to the Forward Agreement, the Counterparty will agree to pay to the Filer on the scheduled settlement date of the Forward Agreement (the Forward Termination Date), as the purchase price for the Common Share Portfolio, an amount based on the value of the then outstanding Series A Notes on the Forward Termination Date.

7. To provide liquidity for the Units, an application requesting conditional listing approval has been made on behalf of the Filer to the Toronto Stock Exchange (the TSX).

8. Equity Shares may be redeemed by the Shareholder on any anniversary date of the closing date of the Offering (the Annual Redemption Date) commencing in 2011 (but must be surrendered by the Shareholder at least 20 business days prior to the Annual Redemption Date in order to be redeemed), subject to certain conditions, at a redemption price per Equity Share equal to the net assets of the Filer on a per Equity Share basis (less any costs associated with the redemption, including commissions and other such costs, if any, related to the partial settlement of the Forward Agreement to fund such redemption).

9. In addition to such annual redemption right, Equity Shares may be redeemed on the second last business day of each month, other than in the month of November in 2010, commencing in 2011 (but must be surrendered by the Shareholder on the last business day of the month preceding the redemption month in order to be redeemed), subject to certain conditions, at a redemption price computed by reference to the market price of the Equity Shares on the applicable monthly redemption date (and less any costs associated with the redemption, including brokerage costs).

10. Holders of the Warrants will be entitled to subscribe for one Equity Share and become holders of Equity Shares at any time commencing on the closing date of the Offering and prior to 5:00 p.m. (Toronto time) on the one year anniversary of such closing date. Warrants not exercised prior to 5:00 P.M. (Toronto Time) on the one year anniversary date of the closing date of the Offering will be void.

11. Under section 14.2(3)(b) of NI 81-106, an investment fund that is a reporting issuer that uses or holds specified derivatives, such as the Filer intends to do, must calculate its net asset value on a daily basis.

12. The Filer proposes to calculate the net asset value per Equity Share on the Thursday of each week (or if any Thursday is not a business day, the immediately preceding business day) and the last business day of each month.

13. The Preliminary Prospectus discloses, and the final prospectus of the Filer will disclose, that the net asset value per Equity Share will be calculated and made available to the financial press for publication on a weekly basis. The Manager will post the net asset value per Equity Share, including the date of such calculation, on its website at www.frontstreetcapital.com.

Decision

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

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

(a) the Equity Shares are listed on the TSX;

(b) the Filer calculates the net asset value per Equity Share at least weekly; and

(c) the final prospectus of the Filer discloses:

(i) that the net asset value per Equity Share is available to the public upon request; and

(ii) a website that the public can access to obtain the net asset value calculation per Equity Share;

for so long as: (i) the Equity Shares are listed on the TSX, and (ii) the Filer calculates the net asset value per Equity Share at least once in each week.

"Vera Nunes"
Assistant Manager
Ontario Securities Commission

2.1.4 Man Investments Canada Corp. and Man Canada AHL Alpha Fund

Headnote

National Policy 11-203 – Process for Exemptive Relief applications in Multiple Jurisdictions – commodity pools granted relief from certain restrictions in National Instrument 81-102 Mutual Funds for securities lending transactions - funds invest assets in a passive portfolio of Canadian equity securities that are pledged to a Counterparty as security for performance of fund's obligations under forward contracts with the Counterparty that give fund tax-efficient exposure to underlying interests – funds to lend up to 100% of the Canadian equity portfolio – funds will use an agent that is not the fund's custodian or subcustodian – agents will meet the qualifications of a mutual fund custodian.

Applicable Legislative Provisions

National Instrument 81-102 Mutual Funds, ss. 2.12(1)1, 2.12(1)2, 2.12(1)12, 2.12(3), 2.15(3), 6.8(5) and ss. 2.16 and 19.1.

April 20, 2010

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
MAN INVESTMENTS CANADA CORP.
(the Filer) AND
MAN CANADA AHL ALPHA FUND
(the Present Fund)

DECISION

Background

The principal regulator in the Jurisdiction has received an application from the Filer for a decision under the securities legislation of the Jurisdiction of the principal regulator (the **Legislation**) for exemptive relief for the Present Fund, together with all other mutual funds now or in the future managed by the Filer in respect of which the representations set out below are applicable (collectively, the **Funds** and each, a **Fund**), from the following provisions of National Instrument 81-102 – *Mutual Funds* (**NI 81-102**):

1. subsection 2.12(1)1 of NI 81-102 to permit each Fund to enter into securities lending transactions that will not be administered in compliance with all the requirements of sections 2.15 and 2.16 of NI 81-102;

2. subsection 2.12(1)2 of NI 81-102 to permit each Fund to enter into securities lending transactions that do not fully comply with all the requirements of section 2.12 of NI 81-102;

3. subsection 2.12(1)12 of NI 81-102 to permit each Fund to enter into securities lending transactions in which the aggregate market value of securities loaned by the Fund exceeds 50% of the total assets of the Fund;

4. subsection 2.12(3) of NI 81-102 to permit each Fund, during the term of a securities lending transaction, to not hold or to dispose of any non-cash collateral delivered to it as a collateral in the transaction;

5. subsection 2.15(3) of NI 81-102 to permit each Fund to appoint an agent (an **Agent**), other than the custodian or sub-custodian of the Fund, as agent for administering the securities lending transactions entered into by the Fund;

6. section 2.16 of NI 81-102 to the extent this section contemplates that securities lending transactions be entered into through an agent appointed under section 2.15 of NI 81-102; and

7. subsection 6.8(5) of NI 81-102 to permit the collateral delivered to each Fund in connection with a securities lending transaction to not be held under the custodianship of the custodian or a sub-custodian of the Fund.

Paragraphs 1 through 7 are collectively referred to as 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 subsection 4.7(1) of Multilateral Instrument 11-102 Passport System (**MI 11-102**) is to be relied upon in British Columbia, Alberta, Saskatchewan, Manitoba, Québec, New Brunswick, Nova Scotia, Prince Edward Island, Newfoundland and Labrador, Yukon, Northwest Territories and Nunavut (together with Ontario, collectively, the **Qualifying Jurisdictions**).

Interpretation

Defined terms contained in NI 81-102, National Instrument 14-101 – *Definitions* and MI 11-102 have the same meaning in this decision unless they are defined in this decision.

Representations

This Decision is based on the following facts represented by the Filer on behalf of each Fund:

Facts

1. The Filer was incorporated under the *Canada Business Corporations Act* by articles of incorporation dated March 22, 2006 as Man Alternative Investments Canada Corp. The Filer's name was changed to Man Investments Canada Corp. pursuant to articles of amendment dated June 26, 2006.

2. The Filer is registered as an adviser in the category of Portfolio Manager in Ontario and Alberta. The Filer is also registered and as a dealer in the category of Exempt Market Dealer in Ontario. The Filer's head office is located in Toronto, Ontario.

3. Each Fund is a mutual fund to which NI 81-102 applies. Each Fund is also a commodity pool subject to National Instrument 81-104 *Commodity Pools*. The securities of each Fund are qualified for distribution in each of the Qualifying Jurisdictions pursuant to a prospectus that has been prepared and filed in accordance with the securities legislation of the Qualifying Jurisdictions. Each Fund is, accordingly, a reporting issuer in each of the Qualifying Jurisdictions.

4. The OSC is the principal regulator to review and grant the Requested Relief as the head office of the Filer is in the Province of Ontario.

5. The Filer and the Funds are not in default of securities legislation in any of the Qualifying Jurisdictions.

6. Each Fund's investment objectives include seeking the provision of tax-efficient returns similar to those of a specific type of investment. Each Fund's investment objectives state that it may use specified derivatives to seek to provide these returns.

7. Each Fund pursues its investment objectives by means of specified derivatives. Generally, each Fund invests its assets in a portfolio of non-dividend paying common shares of Canadian public companies (the **Common Share Portfolio**). The Common Share Portfolio of a Fund is generally a static portfolio that is not actively managed except in limited circumstances. Each Fund also enters into one or more forward contracts (each, a **Forward Contract**) with one or more financial institutions (each, a **Counterparty**) to effectively replace the economic return on its Common Share Portfolio with the economic return on an underlying interest (such as another mutual fund, one or more indices, or a notional basket of different securities) to achieve the Fund's investment objectives.

8. Each Fund pledges its Common Share Portfolio to the Counterparty (or the portion thereof that is subject to the relevant Forward Contract with that Counterparty) as collateral security for performance of the Fund's obligations under the Forward Contract with that Counterparty. The Common Share Portfolio (or that portion thereof) is held by the Counterparty pursuant to the applicable Forward Contract.

9. The Filer proposes to engage in securities lending transactions on behalf of each Fund that may represent up to 100% of the net assets of that Fund, in order to earn additional returns for the Fund. The Filer proposes to arrange for the

Common Share Portfolio to be lent to one or more borrowers indirectly through one or more Agents, other than the Fund's custodian or sub-custodian.

10. Each Agent shall be acceptable to the Fund and the Counterparty and shall be either a Canadian financial institution (including a Counterparty) or an affiliate of a Canadian financial institution. It is not commercially practical for a Fund's custodian or sub-custodian to act as Agent with respect to the Fund's Common Share Portfolio for the reason set out in paragraph 8 above.

11. The Filer will ensure that any Agent through which a Fund lends securities maintains appropriate internal controls, procedures and records for securities lending transactions as prescribed in subsection 2.16(2) of NI 81-102.

12. A Counterparty must release its security interest in the securities of the Common Share Portfolio in order to allow the Fund to lend such securities, but will generally only do so provided that the Fund grants the Counterparty a security interest in the collateral.

13. To facilitate the Counterparty's release of its security interest in the Common Share Portfolio of a Fund, securities in the Common Share Portfolio will be loaned only to borrowers that are acceptable to the Fund and the Counterparty, and that have an approved credit rating as defined in NI 81-102 or whose obligations are unconditionally guaranteed by persons or companies that have such a credit rating. A borrower may include an affiliate of the Counterparty.

14. The collateral received by a Fund in respect of a securities lending transaction, and in which the Counterparty will have a security interest, will be in the form of cash, qualified securities and/or other collateral permitted by NI 81-102, other than collateral described in subsection 2.12(1)6(d) or in paragraph (b) of the definition of qualified security under NI 81-102. The non-cash collateral will be held by the Agent in the name of the Counterparty and will not be reinvested in any other types of investment products.

15. The prospectus of each Fund discloses that the Fund may enter into securities lending transactions. Other than as set forth herein, any securities lending transactions on behalf of a Fund will be conducted in accordance with the provisions of NI 81-102.

Decision

The principal regulator is satisfied that the test contained in the Legislation that provides the principal regulator with the jurisdiction to make the decision has been met.

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

(a) with respect to the exemption from subsection 2.12(1)12 of NI 81-102, each Fund enters into a Forward Contract with an applicable Counterparty and grants that Counterparty a security interest in the securities subject to that Forward Contract and, in connection with a securities lending transaction relative to those securities,

(i) receives the collateral that

(A) is prescribed by subsections 2.12(1)3 to 6 of NI 81-102 other than collateral described in subsection 2.12(1)6(d) or in paragraph (b) of the definition of qualified security;

(B) is marked to market on each business day in accordance with subsection 2.12(1)7 of NI 81-102;

(ii) has the rights set forth in subsections 2.12(1)8, 2.12(1)9 and 2.12(1)11 of NI 81-102;

(iii) complies with subsection 2.12(1)10 of NI 81-102; and

(iv) lends its securities only to borrowers that are acceptable to the Fund and the Counterparty, and that have an approved credit rating (as defined in NI 81-102) or whose obligations to the Fund are fully and unconditionally guaranteed by persons or companies that have such a credit rating;

(b) with respect to the exemption from subsection 2.12(3) of NI 81-102, each Fund provides a security interest to the applicable Counterparty in the collateral delivered to it as collateral pursuant to a securities lending transaction as described in representation 13;

(c) with respect to the exemption from subsection 2.15(3) of NI 81-102:

(i) each Fund enters into a written agreement with an Agent that complies with each of the requirements set forth in subsection 2.15(4) of NI 81-102, except as set out herein;

(ii) the Agent administering the securities lending transaction of each Fund:

(A) is in compliance with the standard of care prescribed in subsection 2.15(5) of NI 81-102; and

(B) shall be acceptable to the Fund and Counterparty and shall be either a bank or trust company described in paragraph 1 or 2 of section 6.2 of NI 81-102 or the investment bank affiliate of such bank or trust company that is registered as an investment dealer or in an equivalent registration category;

(d) with respect to the exemption from section 2.16 of NI 81-102, the Filer and the Funds comply with the requirements of section 2.16 of NI 81-102 as if references to an agent appointed under section 2.15 in that section are references to an agent appointed by the manager; and

(e) with respect to the exemption from subsection 6.8(5) of NI 81-102, each Fund:

(i) provides a security interest to the applicable Counterparty in the collateral delivered to it as collateral pursuant to a securities lending transaction as described in representation 13; and

(ii) the collateral delivered to the Fund pursuant to the securities lending transaction is held by the Agent, as described in representations 14 and 15.

“Darren McKall”
Assistant Manager, Investment Funds Branch
Ontario Securities Commission

2.1.5 Manitou Investment Management Ltd.

Headnote

National Policy 11-203 Process for Exemptive Relief Applications in Multiple Jurisdictions - Exemption granted from conflict of interest trading prohibition in paragraph 13.5(2)(b) to permit in-specie subscriptions and redemptions by separately managed accounts and pooled funds in pooled funds - Portfolio manager of managed accounts is also portfolio manager of pooled funds and is therefore a "responsible person" - Relief subject to certain conditions.

Applicable Legislative Provisions

National Instrument 31-103 Registration Requirements and Exemptions, s. 13.5(2)(b)(iii).

March 25, 2010

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
MANITOU INVESTMENT MANAGEMENT LTD.
(the Filer)

DECISION

Background

The principal regulator in the Jurisdiction (the **Principal Regulator**) has received an application from the Filer under the securities legislation of the Jurisdiction of the Principal Regulator (the **Legislation**) for a decision providing an exemption from the requirement that prohibits a registered adviser from knowingly causing an investment portfolio managed by it, including an investment fund for which it acts as an adviser, to purchase or sell a security from or to the investment portfolio of an investment fund for which a responsible person acts as an adviser (the **Exemption Sought**), to permit In-Specie Transactions (as defined below) between (i) Pooled Funds (as defined below) and Pooled Funds and (ii) Pooled Funds and Managed Accounts (as defined below).

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 each of British Columbia, Alberta, Manitoba and Nova Scotia (collectively with Ontario, the Jurisdictions).

Interpretation

Defined terms contained in National Instrument 14-101 *Definitions* and MI 11-102 have the same meaning if used in this decision, unless otherwise defined. Certain other defined terms have the meanings given to them above or below under “Representations”.

In-Specie Transaction means causing a Managed Account to deliver portfolio securities to a Pooled Fund in respect of the purchase of securities of the Pooled Fund by the Managed Account, or receiving portfolio securities from the investment portfolio of a Pooled Fund in respect of a redemption of securities of the Pooled Fund by the Managed Account. In addition, In-Specie Transaction also means the purchase by a Pooled Fund of securities of another Pooled Fund, and the redemption of securities held by a Pooled Fund in another Pooled Fund, and as payment for such purchase or redemption, in whole or in part, by making good delivery of portfolio securities that meet the investment criteria of that Pooled Fund.

Representations

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

1. The Filer is a corporation incorporated under the laws of the province of Ontario. Its head office is located in Toronto, Ontario.

2. The Filer is registered as a portfolio manager and an exempt market dealer with the Ontario Securities Commission and as a portfolio manager in each of British Columbia, Alberta, Manitoba and Nova Scotia.

3. The Filer is the manager and portfolio manager of certain existing investment funds (the **Existing Pooled Funds**), including the Manitou Partners Registered Fund and the Manitou Income Fund, and may, in the future, be the manager and portfolio manager of other investment funds, the securities of which are offered pursuant to exemptions from the prospectus requirements in the Jurisdictions (the **Future Pooled Funds**, and together with the Existing Pooled Funds, the **Pooled Funds**).

4. A company that is not an affiliate of the Filer acts as trustee of the Existing Pooled Funds and will act in such capacity for each Future Pooled Fund.

5. The Filer and each Existing Pooled Fund are not in default of securities legislation in any Jurisdiction.

6. The Filer offers discretionary portfolio management services to individuals, corporations and other entities (**Clients**) seeking wealth management or related services under a written agreement (**Managed Account Agreement**) in connection with a managed account (**Managed Account**) of the Client with the Filer.

7. Pursuant to the Managed Account Agreement entered into with each Client, the Filer makes investment decisions for each Managed Account and has full discretionary authority to trade in securities for each Managed Account without obtaining the specific consent or instructions of the Client to the trade.

8. The portfolio management services provided by the Filer to each Client consists of the following:

   a. each Client executes a Managed Account Agreement whereby the Client authorizes the Filer to supervise, manage and direct purchases and sales in the Client's Managed Account, at the Filer's full discretion on a continuing basis;

   b. the Filer's qualified employees perform investment research, securities selection and portfolio management functions with respect to all securities, investments, cash and cash equivalents and other assets in the Managed Account;

   c. each Managed Account holds securities and other investments as selected by the Filer in its sole discretion; and

   d. the Filer retains overall responsibility for the advice provided to its Clients and has a designated senior officer to oversee and supervise the Managed Account.

9. The Filer's minimum Managed Account size is generally $2 million, which may be waived at the Filer's discretion.

10. Investments in individual securities may at certain times not be appropriate in certain circumstances for the Filer's Clients. Consequently, the Filer may, where authorized under the Managed Account Agreement, from time to time invest Client assets in securities of any one or more of the Pooled Funds in order to give its Clients the benefit of asset diversification and economies of scale regarding minimum commission charges on portfolio trades and generally to facilitate portfolio management.

11. The Filer wishes to be able to enter into transactions that permit payment, in whole or in part, for securities of a Pooled Fund (**Fund Securities**) purchased by a Managed Account to be made by making good delivery of portfolio securities, held by such Managed Account, to a Pooled Fund, provided those portfolio securities meet the investment criteria of the Pooled Fund.

12. Similarly, following a redemption of Fund Securities by a Managed Account, the Filer wishes to be able to enter into transactions that permit payment, in whole or in part, of redemption proceeds to be satisfied by making good delivery of portfolio securities held in the investment portfolio of a Pooled Fund to such Managed Account, provided those portfolio securities meet the investment criteria of the Managed Account.

13. The Filer anticipates that such In-Specie Transactions will typically occur following a redemption of Fund Securities where a Managed Account invested in such Pooled Fund has experienced a change in circumstances which results in the Managed Account being an ideal candidate for direct holdings of individual portfolio securities rather than Fund Securities, or vice versa.

14. The Filer wishes to be able to enter into In-Specie Transactions for purchases and redemptions of Fund Securities between two Pooled Funds. This will occur where, as part of its portfolio management, a Pooled Fund wishes to obtain exposure to certain investments or category of asset classes invested in by a second Pooled Fund by investing in Fund Securities of that second Pooled Fund. The Filer wishes to be able to enter into transactions that permit payment, in whole or in part, for the Fund Securities to be made by making good delivery of portfolio securities held by the Pooled Fund to the second Pooled Fund in which it seeks to invest. Similarly, following a redemption of Fund Securities, the Filer wishes to be able to enter into transactions that permit payment, in whole or in part, of the redemption proceeds to be satisfied by making good delivery of portfolio securities held in the investment portfolio of the Pooled Fund being redeemed, provided those portfolio securities meet the investment criteria of the Pooled Fund accepting those portfolio securities.

15. Each Managed Account Agreement or other documentation will contain the authorization of the Client for the Filer to engage in In-Specie Transactions on behalf of the Managed Account.

16. The Filer will value portfolio securities under an In-Specie Transaction using the same values to be used on that day to calculate the net asset value for the purpose of the issue price or redemption price of Fund Securities.

17. None of the portfolio securities which are the subject of an In-Specie Transaction will be securities of related issuers of the Filer.

18. A Pooled Fund will keep written records of the In-Specie Transactions, including records of each purchase and sale of portfolio securities and the terms thereof for a period of five years commencing after the end of the financial year in which the trade occurred, the most recent two years in a reasonably accessible place.

19. Since the Filer is the portfolio manager of the Managed Accounts and the Pooled Funds, the Filer would be considered a "responsible person" within the meaning of the Legislation.

20. Prior to entering into an In-Specie Transaction involving a Pooled Fund and/or Managed Account, the proposed transaction will be reviewed to ensure that the conditions of the Exemption Sought are or will be met at the time of the transaction and to determine that the transaction represents the business judgment of the Filer, uninfluenced by considerations other than the best interests of the Pooled Fund and/or Managed Account

Decision

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

The decision of the Principal Regulator under the Legislation is that the Exemption Sought is granted provided that:

a) in connection with an In-Specie Transaction where a Managed Account acquires Fund Securities:

   (i) the Filer obtains the prior written consent of the Client of the Managed Account before it engages in any In-Specie Transaction;

   (ii) the Pooled Fund would, at the time of payment, be permitted to purchase the securities;

   (iii) the securities are acceptable to the Filer as portfolio manager of the Pooled Fund and consistent with the Pooled Fund's investment objective;

   (iv) the value of the securities is at least equal to the issue price of the Fund Securities of the Pooled Fund for which they are used as payment, valued as if the securities were portfolio assets of that Pooled Fund;

   (v) the account statement next prepared for the Managed Account describes the securities delivered to the Pooled Fund and the value assigned to such securities;

   (vi) the Pooled Fund will keep written records of each In-Specie Transaction in a financial year of the Pooled Fund, reflecting details of the securities delivered to the Pooled Fund and the value assigned to such securities, for five years after the end of the financial year, the most recent two years in a reasonably accessible place;

b) in connection with an In-Specie Transaction where a Managed Account redeems Fund Securities:

   (i) the Filer obtains the prior written consent of the Client of the Managed Account before it engages in an In-Specie Transaction;

   (ii) the securities are acceptable to the Filer as portfolio manager of the Managed Account and consistent with the Managed Account's investment objective;

   (iii) the value of the securities is equal to the amount at which those securities were valued in calculating the net asset value per Fund Security used to establish the redemption price;

   (iv) the Client of the Managed Account has not provided notice to terminate the Managed Account Agreement;

   (v) the account statement next prepared for the Managed Account describes the securities delivered to the Managed Account and the value assigned to such securities; and

   (vi) the Pooled Fund will keep written records of each In-Specie Transaction in a financial year of the Pooled Fund, reflecting details of the securities delivered by the Pooled Fund and the value assigned to such securities, for five years after the end of the financial year, the most recent two years in a reasonably accessible place; and

c) in connection with an In-Specie Transaction where a Pooled Fund purchases Fund Securities:

   (i) the Pooled Fund would, at the time of payment, be permitted to purchase the securities;

(ii) the securities are acceptable to the Filer as portfolio manager of the Pooled Fund and consistent with such Pooled Fund's investment objective;

(iii) the value of the securities is equal to the issue price of the Fund Securities of the Pooled Fund, valued as if the securities were portfolio assets of that Pooled Fund;

(iv) the Pooled Fund will keep written records of each In-Specie Transaction in a financial year of the Pooled Fund, reflecting details of the securities delivered to the Pooled Fund and the value assigned to such securities, for five years after the end of the financial year, the most recent two years in a reasonably accessible place; and

d) in connection with an In-Specie Transaction where a Pooled Fund redeems Fund Securities:

(i) the securities are acceptable to the Filer as portfolio manager of the Pooled Fund and consistent with the Pooled Fund's investment objective;

(ii) the value of the securities is equal to the amount at which those securities were valued in calculating the net asset value per security used to establish the redemption price;

(iii) the Pooled Fund will keep written records of each In-Specie Transaction in a financial year of the Pooled Fund, reflecting details of the securities delivered by the Pooled Fund and the value assigned to such securities, for five years after the end of the financial year, the most recent two years in a reasonably accessible place;

e) the Filer does not receive any compensation in respect of any In-Specie Transaction and, in respect of any delivery of securities further to an In-Specie Transaction, the only charges paid by the Managed Account or the applicable Pooled Fund is the commission charged by the dealer executing the trade (if any) and/or any administrative charges levied by the custodian.

"Vera Nunes"
Assistant Manager, Investment Funds Branch
Ontario Securities Commission

2.1.6 Burgundy Asset Management Ltd.

Headnote

National Policy 11-203 – Process for Exemptive Relief Applications in Multiple Jurisdictions - Relief granted to permit (i) interfund trading at 'last sale price' based on UMIR Rules, between a manager's pooled funds, and managed accounts and (ii) in-species transactions involving pooled funds and managed accounts.

Applicable Legislative Provisions

National Instrument 31-103 Registration Requirements, ss. 13.5(2)(b)(ii), (iii), and 15.1.
National Instrument 81-107 – Independent Review Committee for Investment Funds, ss. 6.1(2) and 6.1(4).

April 15, 2010

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
BURGUNDY ASSET MANAGEMENT LTD.
(the Filer)

DECISION

Background

The principal regulator in the Jurisdiction (the **Principal Regulator**) has received an application from the Filer for a decision under the securities legislation of the Jurisdiction of the Principal Regulator (the **Legislation**) for an exemption from the prohibition against a registered adviser knowingly causing an investment portfolio managed by it, including an investment fund for which it acts as an adviser, to purchase or sell a security from or to the investment portfolio of: (i) a responsible person; (ii) an associate of a responsible person; or (iii) an investment fund for which a responsible person acts as an adviser, to permit:

1. the purchase and redemption of securities of any issuer:

   (a) between a Pooled Fund (defined below) and another Pooled Fund or a Managed Account (defined below);

   (b) between a Managed Account and a Pooled Fund; and

   (c) the transactions contemplated in 1(a) and (b) to occur at the last sale price, as defined in the Market Integrity Rules of the Investment Industry Regulatory Organization of Canada, prior to the execution of the trade (the **Last Sale Price**) or in lieu of the closing sale price (the **Closing Sale Price**) contemplated by the definition of current market price referred to in paragraph (e) of section 6.1(2) of National Instrument 81-107 *Independent Review Committee for Investment Funds* (**NI 81-107**), as determined by the Filer in its discretion

   (each purchase and redemption, an **Inter-Fund Trade**), and

2. (a) the purchase by a Pooled Fund of securities of another Pooled Fund, and the redemption of securities held by a Pooled Fund in another Pooled Fund, and as payment for such purchase or redemption, in whole or in part, by making good delivery of portfolio securities that meet the investment criteria of that Pooled Fund; and

   (b) the purchase by a Managed Account of securities of a Pooled Fund, and the redemption of securities held by a Managed Account in a Pooled Fund, and as payment:

(i) for such purchase, in whole or in part, by the Managed Account making good delivery of portfolio securities to the Pooled Fund; and

(ii) for such redemption, in whole or in part, by the Pooled Fund making good delivery of portfolio securities to the Managed Account

(each purchase and redemption, an In Specie Transaction),

(1 and 2 collectively, the **Exemption Sought**).

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

(c) the Ontario Securities Commission is the principal regulator for this application, and

(d) 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 each British Columbia, Alberta, Saskatchewan, Manitoba, New Brunswick, Prince Edward Island, Nova Scotia and Newfoundland and Labrador (collectively with Ontario, the **Jurisdictions**).

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.

Pooled Fund means an open ended investment fund managed by the Filer or managed in the future by the Filer, the securities of which are sold pursuant to exemptions from the prospectus requirement.

Managed Account means an account over which the Filer has discretionary authority.

Certain other defined terms have the meanings given to them below under “Representations”.

Representations

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

1. The Filer is incorporated under the laws of Ontario, with its head office in Toronto, Ontario.

2. The Filer is registered as a portfolio manager in each of the Jurisdictions. The Filer is also registered as an exempt market dealer in Ontario and in Newfoundland and Labrador.

3. Each Pooled Fund is, or will be, an open-ended mutual fund trust governed under the laws of Ontario.

4. The Filer is, or will be, the manager, trustee and portfolio manager of each of the Pooled Funds.

5. The Pooled Funds are not, and will not be, reporting issuers in any of the Jurisdictions.

6. Securities of the Pooled Funds are, or will be, distributed pursuant to exemptions from the prospectus requirements in each of the Jurisdictions.

7. The Filer and the Pooled Funds are not, and will not be, in default of securities legislation in any of the Jurisdictions.

8. The Filer is also the portfolio manager of each of the Managed Accounts.

9. The Filer offers investment management services primarily to high net worth individuals, institutions and foundations (**Clients**) through a Managed Account. The Filer has two types of Client accounts: “Beaujolais” Clients and “Burgundy” Clients.

10. The Filer’s normal minimum aggregate balance for the Managed Accounts of a Burgundy Client is $3 million. The Filer’s normal minimum aggregate balance for the Managed Accounts of a Beaujolais Client is $500,000. These minimums may be waived at the Filer’s discretion. From time to time, the Filer may accept certain Clients with less than $500,000 under management.

11. Each Client who wishes to receive the investment management services of the Filer executes a written agreement (the **Investment Counsel Agreement**) whereby the Client appoints the Filer to act as portfolio manager in connection with an investment portfolio of the Client with full discretionary authority to trade in securities for the Managed Account without obtaining the specific consent of the Client to execute the trade.

12. Investments in individual securities may at certain times not be appropriate in certain circumstances for the Filer's Clients. Consequently, the Filer may, where authorized under the Investment Counsel Agreement, from time to time invest Client assets in securities of any one or more of the Pooled Funds in order to give their Clients the benefit of asset diversification and economies of scale regarding minimum commission charges on portfolio trades and generally to facilitate portfolio management.

13. Each Investment Counsel Agreement or other documentation in respect of the Managed Accounts will contain the authorization of the Client for the Filer to engage in Inter-Fund Trades and/or In Specie Transactions.

Inter-Fund Trades

14. The Filer may wish to cause a Pooled Fund to engage in an Inter-Fund Trade with another Pooled Fund or a Managed Account or for a Managed Account to engage in an Inter-Fund Trade with a Pooled Fund.

15. When the Filer engages in an Inter-Fund Trade of securities between two Pooled Funds or between a Managed Account and a Pooled Fund, it will follow the following procedures:

    (a) the portfolio manager will deliver the trade instructions in respect of a purchase or a redemption of a portfolio security by a Pooled Fund or a Managed Account to a trader on a trading desk with a registered dealer that is unrelated to the Filer;

    (b) the portfolio manager will deliver the trade instructions in respect of a redemption or a purchase of a portfolio security by another Pooled Fund or Managed Account to a trader on a trading desk with a registered dealer that is unrelated to the Filer;

    (c) the trader will be required to execute the trade on a timely basis as an Inter-Fund Trade between the Pooled Fund or Managed Account on one hand and the other Pooled Fund or Managed Account on the other hand at the Last Sale Price of the security prior to execution of the trade or at the Closing Sale Price, as instructed by the Filer;

    (d) the portfolio manager will instruct the trader that all Inter-Fund Trade orders will remain open for a period not to exceed 30 days unless the portfolio manager cancels the order sooner; and

    (e) the trader will advise the Filer of the price at which the Inter-Fund Trade occurred.

16. At the time of an Inter-Fund Trade, the Filer will have in place policies and procedures to enable the Pooled Funds and Managed Accounts to engage in Inter-Fund Trades.

17. The Filer has established or will establish an independent review committee (**IRC**) in respect of each Pooled Fund. The IRC will be composed by the Filer in accordance with section 3.7 of NI 81-107 and will be expected to comply with the standard of care set out in section 3.9 of NI 81-107. The mandate of the IRC will include approving purchases and sales of securities between a Pooled Fund and a Managed Account or between two Pooled Funds and the IRC will not approve an Inter-Fund Trade between a Pooled Fund and a Managed Account or between two Pooled Funds unless it has made the determination set out in section 5.2(2) of NI 81-107.

18. If the IRC of a Pooled Fund becomes aware of an instance where the Filer, as manager of the Pooled Fund, did not comply with the terms of this decision or a condition imposed by the IRC in its approval, the IRC of the Pooled Fund will, as soon as practicable, notify in writing the securities regulatory authority or regulator in the jurisdiction under which the Pooled Fund is organized.

19. As the Filer is, or will be, the manager, trustee and portfolio manager of the Pooled Funds and the portfolio manager of the Managed Accounts, the Filer would be considered a "responsible person" and an "associate" of a responsible person within the meaning of the applicable provisions of the Legislation. Accordingly, absent the granting of the Exemption Sought, the Filer would be prohibited from engaging in Inter-Fund Trades.

In Specie Transactions

20. The Filer wishes to be able to enter into In Specie Transactions between a Pooled Fund and a Managed Account that permit payment, in whole or in part, for securities of a Pooled Fund purchased by a Managed Account to be made by making good delivery of portfolio securities, held by such Managed Account, to a Pooled Fund, provided those portfolio securities meet the investment criteria of the Pooled Fund. Similarly, following a redemption of securities of a Pooled Fund by a Managed Account, the Filer wishes to be able to enter into In Specie Transactions that permit payment, in whole or in part, of redemption proceeds to be satisfied by making good delivery of portfolio securities held in the investment portfolio of a Pooled Fund to such Managed Account, provided those portfolio securities meet the investment criteria of the Managed Account. The Filer anticipates that such transactions will occur following a redemption of securities of a Pooled Fund where a Managed Account invested in such Pooled Fund has experienced a change in circumstances which results in the Managed Account being an ideal candidate for direct holdings of individual securities rather than securities of the Pooled Fund and vice versa in the case of a purchase of securities of the Pooled Fund by the Managed Account.

21. The Filer wishes to be able to enter into In Specie Transactions between Pooled Funds that permit payment, in whole or in part, for securities of a Pooled Fund to be made by making good delivery of portfolio securities held by the Pooled Fund to the Pooled Fund in which it seeks to invest. Similarly, following a redemption of securities of a Pooled Fund, the Filer wishes to be able to enter into In Specie Transactions that permit payment, in whole or in part, of the redemption proceeds to be satisfied by making good delivery of portfolio securities held in the investment portfolio of the Pooled Fund provided those portfolio securities meet the investment criteria of the other Pooled Fund. Such purchases and redemptions of securities between two Pooled Funds will occur where, as part of its portfolio management, a Pooled Fund wishes to obtain exposure to certain investments or categories of asset classes invested in by a Pooled Fund by investing in securities of that Pooled Fund.

22. The Filer will value the portfolio securities under an In Specie Transaction using the same values that are used to calculate the net asset value for the purpose of the issue price or redemption price of securities of the Pooled Fund.

23. The portfolio securities transferred in an In Specie Transaction will meet the investment criteria of the Pooled Fund or Managed Account, as the case may be, acquiring the portfolio securities.

24. None of the portfolio securities which are the subject of each In Specie Transaction will be securities of related issuers of the Filer.

25. The Pooled Fund will keep written records of each In Specie Transaction, including records of each purchase and redemption of portfolio securities and the terms thereof for a period of five years commencing after the end of the financial year in which the trade occurred, the most recent two years in a reasonably accessible place.

26. Effecting In Specie Transactions of securities between a Pooled Fund and a Managed Accounts and between two Pooled Funds will allow the Filer to manage each asset class more effectively and reduce transaction costs for the Client and the Pooled Fund or for the two Pooled Funds, as appropriate. For example, In Specie Transactions reduce market impact costs, which can be detrimental to the Clients and/or Pooled Fund(s). In Specie Transactions also allow a portfolio manager to retain within its control institutional-size blocks of securities that otherwise would need to be broken and re-assembled.

27. The only cost which will be incurred by a Pooled Fund or a Managed Account for an In Specie Transaction is a nominal administrative charge levied by the custodian of the Pooled Fund in recording the trades and/or any commission charged by the dealer executing the trade.

28. The Filer will obtain the prior written consent of the relevant Client before it engages in any In Specie Transactions in connection with the purchase or redemption of securities of the Pooled Funds for the Managed Account.

29. At the time of an In Specie Transaction, the Filer will have in place policies and procedures to enable the Pooled Funds and Managed Accounts to engage in In Specie Transactions with Pooled Funds and Managed Accounts, as applicable.

30. As the Filer is, or will be, the manager, trustee and portfolio manager of the Pooled Funds and the portfolio manager of the Managed Accounts, as applicable, the Filer would be considered a “responsible person” and an “associate” of a responsible person within the meaning of the applicable provisions of the Legislation. Accordingly, absent the granting of the Exemption Sought, the Filer would be prohibited from engaging in In Specie Transactions.

Decision

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

The decision of the Principal Regulator under the Legislation is that the Exemption Sought is granted provided that:

Inter-Fund Trade

(a) the Inter-Fund Trade is consistent with the investment objective of the Pooled Fund or the Managed Account, as applicable;

(b) the Filer refers the Inter-Fund Trade that involves a Pooled Fund to the IRC of the Pooled Fund in the manner contemplated by section 5.1 of NI 81-107 and the Filer and the Pooled Fund comply with section 5.4 of NI 81-107 in respect of any standing instructions the IRC provides in connection with the Inter-Fund Trade;

(c) if the transaction is with a Pooled Fund or between two Pooled Funds, the IRC of each Pooled Fund has approved the Inter-Fund Trade in respect of that Pooled Fund in accordance with the terms of subsection 5.2(2) of NI 81-107;

(d) if the transaction is with a Managed Account, the Investment Counsel Agreement or other documentation in respect of the Managed Account contains the authorization of the Client for the Filer to engage in Inter-Fund Trades; and

(e) for exchange-traded securities, the Inter-Fund Trade is executed at the Last Sale Price or the Closing Sale Price of the security and the Inter-Fund Trade complies with paragraphs (c), (d), (f) and (g) of subsection 6.1(2) of NI 81-107.

In Specie Transaction

(f) in connection with an In Specie Transaction where a Managed Account acquires securities of a Pooled Fund:

(i) the Investment Counsel Agreement or other documentation in respect of the Managed Account contains the authorization of the Client for the Filer to engage in the In Specie Transactions;

(ii) the Pooled Fund would, at the time of payment, be permitted to purchase the securities;

(iii) the securities are acceptable to the portfolio manager of the Pooled Fund and meet the investment criteria of the Pooled Fund;

(iv) the value of the portfolio securities is at least equal to the issue price of the securities of the Pooled Fund for which they are used as payment, valued as if the securities were portfolio assets of that Pooled Fund;

(v) none of the securities which are the subject of the In Specie Transaction will be securities of related issuers of the Filer;

(vi) the account statement next prepared for the Managed Account will describe the securities delivered to the Pooled Fund and the value assigned to such securities; and

(vii) the Filer will keep written records of each In Specie Transaction in a financial year of the Pooled Fund, reflecting details of the securities delivered to the Pooled Fund and the value assigned to such securities, for five years after the end of the financial year, the most recent two years in a reasonably accessible place,

(g) in connection with an In Specie Transaction where a Managed Account redeems securities of a Pooled Fund:

(i) the Investment Counsel Agreement or other documentation in respect of the Managed Account contains the authorization of the Client for the Filer to engage in the In Specie Transactions and such authorization has not been revoked;

(ii) the securities meet the investment criteria of the Managed Account acquiring the securities and are acceptable to the Filer;

(iii) the value of the securities is equal to the amount at which those securities were valued by the Pooled Fund in calculating the net asset value per security used to establish the redemption price;

(iv) none of the securities which are the subject of the In Specie Transaction will be securities of related issuers of the Filer;

(v) the account statement next prepared for the Managed Account will describe the securities received from the Pooled Fund and the value assigned to such securities; and

(vi) the Filer will keep written records of each In Specie Transaction in a financial year of the Pooled Fund, reflecting details of the securities delivered by the Pooled Fund and the value assigned to such securities, for five years after the end of the financial year, the most recent two years in a reasonably accessible place,

(h) in connection with an In Specie Transaction where a Pooled Fund purchases the securities of another Pooled Fund:

(i) the Pooled Fund acquiring the securities would, at the time of payment, be permitted to purchase the securities;

(ii) the securities are acceptable to the Filer as portfolio manager of the Pooled Fund and meet the investment criteria of the Pooled Fund acquiring the securities;

(iii) the value of the securities is equal to the issue price of the securities of the Pooled Fund, valued as if the securities were portfolio assets of that Pooled Fund;

(iv) none of the portfolio securities which are the subject of the In Specie Transaction will be securities of related issuers of the Filer; and

(v) the Filer will keep written records of each In Specie Transaction in a financial year of the Pooled Fund, reflecting details of the securities delivered to the Pooled Fund and the value assigned to such securities, for five years after the end of the financial year, the most recent two years in a reasonably accessible place, and

(i) in connection with an In Specie Transaction where a Pooled Fund redeems the securities of another Pooled Fund:

(i) the securities are acceptable to the portfolio manager of the Pooled Fund and consistent with the Pooled Fund's investment objective;

(ii) the value of the securities is equal to the amount at which those securities were valued by the Pooled Fund in calculating the net asset value per security used to establish the redemption price; and

(iii) the Filer will keep written records of each In Specie Transaction in a financial year of the Pooled Fund, reflecting details of the securities delivered by the Pooled Fund and the value assigned to such securities, for five years after the end of the financial year, the most recent two years in a reasonably accessible place; and

(j) the Filer does not receive any compensation in respect of any In Specie Transaction (other than any redemption fees which have been disclosed) and, in respect of any delivery of securities further to an In Specie Transaction, the only charges paid by the Managed Account or the applicable Pooled Fund is the commission charged by the dealer executing the trade and/or any administrative charges levied by the custodian.

"Vera Nunes"
Assistant Manager, Investment Funds Branch
ONTARIO SECURITIES COMMISSION

2.1.7 Burgundy Asset Management Ltd. et al.

Headnote

National Policy 11-203 Process for Exemptive Relief Applications in Multiple Jurisdictions - Application by mutual funds to cease being reporting issuers under securities legislation - Mutual funds not eligible to rely on simplified process set out in CSA Staff Notice 12-307 because beneficially owned by more than 50 persons - Mutual fund securities distributed by manager/portfolio manager exclusively to managed accounts fully managed by it - Mutual fund securities distributed on exempt basis to managed accounts pursuant to available regulatory exemption from dealer registration requirements and discretionary exemption from prospectus requirements.

Applicable Legislative Provisions

Securities Act, R.S.O. 1990, c. S.5, as am., s. 1(10(b).
CSA Staff Notice 12-307 Applications for a Decision that an Issuer is not a Reporting Issuer .

May 3, 2010

IN THE MATTER OF
THE SECURITIES LEGISLATION OF
BRITISH COLUMBIA, ALBERTA, SASKATCHEWAN,
MANITOBA, ONTARIO, NEW BRUNSWICK,
PRINCE EDWARD ISLAND, NOVA SCOTIA
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
BURGUNDY ASSET MANAGEMENT LTD.
("BURGUNDY") AND
BURGUNDY AMERICAN EQUITY FUND,
BURGUNDY BALANCED INCOME FUND,
BURGUNDY BOND FUND,
BURGUNDY CANADIAN EQUITY FUND,
BURGUNDY EUROPEAN EQUITY FUND,
BURGUNDY FOCUS CANADIAN EQUITY FUND,
BURGUNDY FOUNDATION TRUST FUND,
BURGUNDY MONEY MARKET FUND,
BURGUNDY PARTNERS' BALANCED RSP FUND,
BURGUNDY PARTNERS' EQUITY RSP FUND,
BURGUNDY PARTNERS' GLOBAL FUND AND
BURGUNDY U.S. MONEY MARKET FUND
(collectively, the "Funds" and
with Burgundy, the "Filers")

DECISION

Background

The securities regulatory authority or regulator in each of the Jurisdictions (the **"Decision Maker"**) has received an application from the Filers for a decision under the securities legislation of the Jurisdictions (the **"Legislation"**) that each Fund is not a reporting issuer in each Jurisdiction (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 Filers:

1. Burgundy is incorporated under the laws of Ontario, with its head office in Toronto, Ontario.

2. Burgundy is registered as portfolio manager in each of the Jurisdictions, as well as in Quebec. Burgundy is also registered as an exempt market dealer in Ontario and in Newfoundland and Labrador.

3. Burgundy is currently the manager, trustee and portfolio manager of the Funds.

4. The Funds are not in default of securities legislation in the Jurisdictions.

5. Burgundy offers investment management and financial counselling services, primarily to high net worth individuals, institutions and foundations (each, a **"Client"**) through a managed account (**"Managed Account"**).

6. Each Client who wishes to receive the investment management services of Burgundy executes a written agreement (the **"Investment Counsel Agreement"**) whereby the Client appoints Burgundy to act as portfolio manager in connection with an investment portfolio of the Client with full discretionary authority to trade in securities for the Managed Account without obtaining the specific consent of the Client to execute the trade. The Investment Counsel Agreement further sets out how the Managed

Account operates and informs the Client of Burgundy's various rules, procedures and policies.

7. Burgundy sends each Client a quarterly statement showing current holdings and a summary of all transactions carried out in their Managed Account during the quarter.

8. The Funds are only distributed to Managed Account Clients of Burgundy and therefore are not widely distributed. All investors in the Funds are invested through a Managed Account with Burgundy.

9. None of the Funds, other than Burgundy Money Market Fund and Burgundy U.S. Money Market Fund, charge a commission or a management fee directly to investors. Instead, under the Investment Counsel Agreement between each Client and Burgundy, the Client agrees to pay Burgundy a management fee based upon a percentage of assets under management in the Managed Account (excluding assets invested in Burgundy Money Market Fund and Burgundy U.S. Money Market Fund). Burgundy Money Market Fund and Burgundy U.S. Money Market Fund charge a management fee directly to investors. Terms of the fees are detailed in each Client's Investment Counsel Agreement.

10. Each of the Funds is a reporting issuer in all Jurisdictions as a result of having filed a prospectus in the Jurisdictions.

11. The Funds currently distribute their securities to Managed Account Clients in Ontario pursuant to a simplified prospectus dated May 27, 2009 (the **"Ontario Prospectus"**), prepared pursuant to National Instrument 81-101 *Mutual Fund Prospectus Disclosure*.

12. The Funds currently distribute their securities to Managed Account Clients in the other jurisdictions of Canada (excluding Ontario) pursuant to the "accredited investor" exemption from the prospectus requirement for managed accounts contained in National Instrument 45-106 *Prospectus and Registration Exemptions* (**"NI 45-106"**).

13. Absent an exemption, the Funds are prohibited in Ontario from distributing, and Burgundy is effectively prohibited from investing in, securities of the Funds for the Managed Accounts in Ontario, in circumstances where the individual Client who is the beneficial owner of the Managed Account is not otherwise qualified as an "accredited investor" or does not otherwise use the $150,000 minimum investment exemption available under NI 45-106.

14. Pursuant to an order of the Ontario Securities Commission dated December 1, 2009 (the **"Ontario Decision"**), Burgundy is now permitted to distribute securities of the Funds under an exemption from the prospectus requirements to Managed Account Clients in Ontario in circumstances where the Client is not an "accredited investor" and does not invest a minimum of $150,000 in each Fund.

15. As a result of the Ontario Decision, Burgundy will not renew the Ontario Prospectus and instead proposes to distribute securities of the Funds to its Managed Account Clients pursuant to exemptions from the prospectus requirement.

16. Investors in the Funds are only comprised of, and will in the future only be comprised of, persons from the following categories:

    (a) Investors who qualify as "accredited investors", as defined in NI 45-106, other than pursuant to paragraph (q) of the definition;

    (b) Outside of Ontario, investors who have entered into an Investment Counsel Agreement with Burgundy, making Burgundy the accredited investor on behalf of the Client's Managed Account pursuant to paragraph (q) of the "accredited investor" definition in NI 45-106; and

    (c) Investors in Ontario who have entered into an Investment Counsel Agreement with Burgundy, where Burgundy is relying on the Ontario Decision.

17. Each of the Funds, other than Burgundy Balanced Income Fund and Burgundy U.S. Money Market Fund, has more than 51 securityholders in total in Canada. In addition, each of the Funds has 15 or more securityholders in one or more jurisdictions in Canada.

18. The only reason that the Funds are not eligible for relief pursuant to CSA Staff Notice 12-307 *Application for a Decision that an Issuer is not a Reporting Issuer* is because of the number of securityholders in each Fund.

19. Burgundy has sent a notice to all securityholders of the Funds on February 24, 2010, advising that the Funds have applied to cease to be reporting issuers and explaining the implications of such fact. As there are no redemption charges payable by securityholders in the Funds, Clients will be permitted to instruct Burgundy if they no longer wish to be invested in the Funds and there will be no fees associated with such change.

20. The financial statements of the Funds will be prepared and delivered to securityholders in accordance with the requirements of National Instrument 81-106 *Investment Fund Continuous*

Disclosure (**"NI 81-106"**). The Funds intend to rely on the filing exemption set out in section 2.11 of NI 81-106.

Decision

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

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

"David L. Knight"
Commissioner
Ontario Securities Commission

"Margot C. Howard"
Commissioner
Ontario Securities Commission

2.1.8 Nstein Techologies Inc.

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 under applicable securities laws.

Applicable Legislative Provisions

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

April 30, 2010

IN THE MATTER OF
THE SECURITIES LEGISLATION OF
ALBERTA, BRITISH COLUMBIA, ONTARIO
AND QUÉBEC
(the "Jurisdictions")

AND

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

AND

IN THE MATTER OF
NSTEIN TECHOLOGIES INC.
(the "Filer")

DECISION

Background

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

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

(a) L'Autorité des marchés financiers 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 governed by the Québec *Companies Act* (the **"QCA"**). Its head office is located in Montréal, Québec.

2. The Filer is a reporting issuer in the Jurisdictions.

3. The Filer's authorized share capital consists of an unlimited number of common shares (**"Common Shares"**) and an unlimited number of preference shares.

4. The Filer has outstanding warrants held by 13 warrant holders in Canada, 11 of which reside in the province of Québec and 2 in the province of Ontario (the **"Canadian Warrants"**) and also has outstanding warrants held by nine warrant holders residing outside of Canada (the **"Non-Canadian Warrants"** and, together with the Canadian Warrants, the **"Warrants"**). Upon exercising the Warrants, the warrant holders will receive common shares (**"Open Text Shares"**) of Open Text Corporation (**"Open Text"**).

5. The only outstanding securities of the Filer are the Common Shares, the Canadian Warrants and the Non-Canadian Warrants.

6. All of the Common Shares of the Filer are directly owned by Open Text.

7. On February 22, 2010, Open Text, 9218-8150 Québec Inc. (**"Subco"**), a wholly-owned subsidiary of Open Text, and Nstein Technologies Inc., a predecessor entity of the Filer, entered into an acquisition agreement, as amended, pursuant to which Open Text agreed to acquire all of the issued and outstanding Common Shares of the Filer by way of amalgamation (the **"Amalgamation"**) of the Filer and Subco under the QCA. The Filer is the company resulting from the Amalgamation.

8. The Amalgamation was approved by the shareholders of the Filer at a special general meeting of shareholders held on April 1, 2010.

9. Pursuant to the terms of the Amalgamation, holders of Common Shares received, for each Common Share held, one redeemable preferred share of the Filer (which was automatically redeemed for a cash consideration of $0.65 in cash on April 6, 2010) other than a Canadian-resident holder of Common Shares who elected to receive, in exchange for a Common Share, a fraction of an Open Text Share having a value of $0.65 based on the volume weighted average trading price of Open Text Shares on the Toronto Stock Exchange in the ten trading day period immediately preceding April 1, 2010. No fractional Open Text Shares were issued or delivered in connection with the Amalgamation.

10. As at April 1, 2010, the date of the Amalgamation, the Filer became a wholly-owned subsidiary of Open Text, which owns all of the outstanding Common Shares of the Filer.

11. Other than the Warrants, the Filer has no other securities issued and outstanding.

12. The outstanding securities of the Filer, including debt securities, are beneficially owned, directly or indirectly, by fewer than 15 security holders in each of the jurisdictions in Canada and fewer than 51 security holders in total in Canada.

13. Prior to the Amalgamation, the Common Shares of the Filer were listed for trading on the TSX Venture Exchange.

14. At the close of the markets on April 6, 2010, the Common Shares of the Filer were delisted from the TSX Venture Exchange.

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

16. The Filer has no current intention to proceed with an offering of its securities in a jurisdiction in Canada by way of private placement or public offering.

17. The Filer is applying for a decision establishing that it is not a reporting issuer in all jurisdictions of Canada in which it is currently a reporting issuer.

18. The Filer is not in default of its obligations set forth by the Legislation as a reporting issuer in the Jurisdictions.

19. As the Filer is a reporting issuer in British Columbia, the Filer is not eligible to apply for the Exemptive Relief Sought under the simplified procedure in CSA Staff Notice 12-307 *Applications for a Decision that an Issuer is not a Reporting Issuer*.

20. The Filer, upon the grant of the Exemptive Relief Sought, will no longer be a reporting issuer in any jurisdiction in Canada.

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.

Alida Gualtieri
Manager, Continuous Disclosure
Autorité des marchés financiers

2.1.9 Innvest Real Estate Investment Trust and Innvest Operations Trust

Headnote

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

Securities Act (Ontario), s. 74(1) – real estate investment trust and subsidiary wants relief from the prospectus and dealer registration requirements in respect of certain trades and/or distributions and possible trades and/or distributions in their securities – relief required in connection with proposed reorganization – relief granted but conditional upon each unit of real estate investment trust being stapled to a unit of the subsidiary and to trade as a stapled unit - the first trade of any security acquired as a result of any such trade shall be deemed to be a distribution under the legislation of the jurisdiction where the trade takes place unless applicable resale conditions in National Instrument 45-102 Resale of Securities are satisfied – relief will terminate if units of real estate investment trust are not stapled to units of subsidiary and vice versa

Securities Act (Ontario), ss. 1(11)(b) – application related to i) reorganization of real estate investment trust that is a reporting issuer and ii) establishment of a new subsidiary – units of both real estate investment trust and new subsidiary will be "stapled units" trading together on the TSX – new subsidiary requesting to be deemed a reporting issuer by virtue of its units being stapled to units of real estate investment trust and units of each trading together as stapled units on the TSX – relief granted

NI 51-102 Continuous Disclosure Obligations, s. 13.1 – real estate investment trust wants relief from sections 4.1(1), 4.3(1) and 4.6 of NI 51-102 if consolidation of subsidiary into real estate investment trust is not permitted under Canadian GAAP – exemption granted subject to condition that combined financial statements of real estate investment trust and new subsidiary are permitted under Canadian GAAP and filed – new subsidiary wants relief from Parts 4 and 5 of NI 51-102 – exemption granted provided either consolidated financial statements of real estate investment trust or combined financial statements are filed – new subsidiary wants relief from Parts 6 and sections 9.1(1), 9.1(2)(a) and 11.6 of NI 51-102 – new subsidiary analogous to credit support issuer (because continuous disclosure required under stapled structure similar to continuous disclosure required in credit supporter structure) – similar statutory exemptions are available to credit support issuers under section 13.4 of NI 51-102 – exemption granted subject to conditions substantially similar to conditions in section 13.4(2) of NI 51-102

NI 52-109 Certification of Disclosure in Issuers' Annual and Interim Filings, s. 8.6 – real estate investment trust and new subsidiary want relief from certification requirements – exemption granted subject to conditions

NI 52-110 Audit Committees, s. 8.1 – new subsidiary wants relief from reporting obligations - exemption granted subject to conditions including that real estate investment trust and new subsidiary continue to comply with conditions of continuous disclosure relief

NI 58-101 Corporate Governance, s. 3.1 – new subsidiary wants relief from reporting obligations – exemption granted subject to conditions including that real estate investment trust and new subsidiary continue to comply with conditions of continuous disclosure relief

NI 44-101 Short Form Prospectus Distributions, s. 8.1 – real estate investment trust and new subsidiary wants relief from basic qualification criteria - exemption granted subject to conditions including that real estate investment trust and new subsidiary continue to comply with conditions of continuous disclosure relief

NI 44-102 Shelf Distributions, s. 11.1 - real estate investment trust and new subsidiary wants relief from qualification criteria - exemption granted subject to conditions including that real estate investment trust and new subsidiary continue to comply with conditions of continuous disclosure relief

Applicable Ontario Statutory Provisions

Securities Act, R.S.O. 1990, c. S-5, as amended, ss. 1(11)(b), 74(1).

Applicable Legislative Provisions

National Instrument 51-102 Continuous Disclosure Obligations, s.13.1.
National Instrument 52-109 Certification of Disclosure in Issuers' Annual and Interim Filings, s. 8.6.
National Instrument 52-110 Audit Committees, s. 8.1.
National Instrument 58-101 Corporate Governance, s. 3.1.
National Instrument 44-101 Short Form Prospectus Distributions, s. 8.1.
National Instrument 44-102 Shelf Distributions, s. 11.1.

May 3, 2010

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

AND

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

AND

IN THE MATTER OF
INNVEST REAL ESTATE INVESTMENT TRUST
(THE "FILER")
ON ITS OWN BEHALF AND ON BEHALF OF
INNVEST OPERATIONS TRUST
("IOT")

DECISION

Background

The securities regulatory authority or regulator in the Principal Jurisdiction (the **"Principal Regulator"**) has received an application from the Filer, on its own behalf and on behalf of IOT, the new trust that will result from the proposed reorganization of the Filer by way of a plan of arrangement under the *Canada Business Corporations Act* (the **"Reorganization"**), for a decision under the securities legislation of the Principal Jurisdiction (the **"Principal Legislation"**) of the Principal Regulator for the following relief (the **"Passport Exemption Sought"**) in connection with the Reorganization:

(a) pursuant to section 74(1) of the *Securities Act* (Ontario) (the **"Act"**), that IOT be exempted from the dealer registration and prospectus requirements in sections 25(1) and 53(1) of the Act in respect of a trade of a security of IOT to a holder of a security of the Filer (a **"REIT Securityholder"**) in accordance with the terms and conditions of the Filer's distribution reinvestment plan (the **"DRIP"**) or a security previously issued by the Filer (the **"IOT Registration and Prospectus Requirements"**);

(b) pursuant to section 74(1) of the Act, that the Filer be exempted from the dealer registration and prospectus requirements in sections 25(1) and 53(1) of the Act in respect of a trade of a security of the Filer to a holder (an **"IOT Unitholder"**) of a non-voting trust unit of IOT (an **"IOT Unit"**) pursuant to the DRIP (the **"Filer Registration and Prospectus Requirements"**);

(c) pursuant to section 13.1 of National Instrument 51-102 – *Continuous Disclosure Obligations* (**"NI 51-102"**), that IOT be exempted from the obligations in Parts 4 and 5 of NI 51-102 (the **"IOT Financial Disclosure Requirements"**) and that the Filer be exempted from sections 4.1(1), 4.3(1) and 4.6 of NI 51-102 (the **"Filer Financial Disclosure Requirements"**);

(d) pursuant to section 13.1 of NI 51-102, that IOT be exempted from the disclosure obligations in Parts 6 and 7 and sections 9.1(1), 9.1(2)(a) and 11.6 of NI 51-102 (the **"Specified Continuous Disclosure Requirements"**);

(e) pursuant to section 8.6 of National Instrument 52-109 – *Certification of Disclosure in Issuers' Annual and Interim Filings* (**"NI 52-109"**), that IOT be exempted from the requirements of NI 52-109 (the **"Certification Requirements"**);

(f) pursuant to section 8.6 of NI 52-109, that the Filer be exempted from the requirements of sections 4.2 or 5.2 of NI 52-109, as the case may be, for each financial reporting period in respect of which the Filer files Combined Financial Statements (as hereinafter defined) in accordance with this Decision Document (the **"Certificate Form Requirement"**);

(g) pursuant to section 8.1 of National Instrument 52-110 – *Audit Committees* (**"NI 52-110"**), that IOT be exempted from the requirements of NI 52-110 (the **"Audit Committee Requirements"**);

(h) pursuant to section 3.1 of National Instrument 58-101 – *Disclosure of Corporate Governance Practices* (**"NI 58-101"**), that IOT be exempted from the requirements of NI 58-101 (the "Corporate Governance Disclosure Requirements");

(i) pursuant to section 8.1 of National Instrument 44-101 – *Short Form Prospectus Distributions* (**"NI 44-101"**), that IOT be exempted from the basic qualification criteria in sections 2.2(d) and 2.2(e) of NI 44-101 (the **"IOT Short Form Criteria"**);

(j) pursuant to section 8.1 of NI 44-101, that the Filer be exempted from the basic qualification criterion in section 2.2(e) of NI 44-101 and, for any period in respect of which the Filer does not have "current annual financial statements" (as defined in NI 44-101) because it has filed Combined Financial Statements in accordance with this Decision Document, from the basic qualification criterion in section 2.2(d)(i) of NI 44-101 (collectively, the **"Filer Short Form Criteria"**);

(k) pursuant to section 11.1 of National Instrument 44-102 – *Shelf Distributions* ("NI 44-102"), that IOT be exempted from sections 2.2(3)(b)(i), 2.2(3)(b)(ii) and 2.2(3)(b)(iii) of NI 44-102 (the **"IOT Shelf Prospectus Criteria"**); and

(l) pursuant to section 11.1 of NI 44-102, that the Filer be exempted from section 2.2(3)(b)(iii) of NI 44-102 and, for any period in respect of which the Filer does not have "current annual financial statements" (as defined in NI 44-101) because it has filed Combined Financial Statements in accordance with this Decision Document, from section 2.2(3)(b)(i) of NI 44-102 (collectively, the **"Filer Shelf Prospectus Criteria"**).

Each of the Principal Regulator and the securities regulatory authority or regulator in each of the Non-Principal Jurisdictions (collectively with the Principal Regulator, the **"Coordinated Decision Makers"**) has received an application from the Filer, on behalf of IOT, for a decision under the Principal Legislation and the securities legislation of each of the Non-Principal Jurisdictions (collectively with the Principal Legislation, the **"Legislation"**) of the Coordinated Decision Makers that IOT be designated, as of the effective time of the Reorganization, as a reporting issuer in the Principal Jurisdiction and each Non-Principal Jurisdiction (the **"Coordinated Designation Sought"**).

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

(a) the Ontario Securities Commission is the Principal Regulator for this application,

(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 each of the Non-Principal Jurisdictions,

(c) the decision is the decision of the Principal Regulator, and

(d) the decision evidences the decision of each of the Coordinated Decision Makers.

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:

1. The Filer's head office is located in Mississauga, Ontario.

2. The Filer is a reporting issuer in each of the provinces and territories of Canada. The Filer is not in default of the securities legislation in any of those jurisdictions.

3. The Filer has not relied on and, does not presently intend to rely on, any statutory or discretionary exemptions from the requirements in NI 51-102, NI 52-109, NI 52-110 or NI 58-101, other than the exemptions granted herein.

4. The Filer's principal business is the ownership and operation, directly or through its subsidiaries, of approximately 145 Canadian hotel properties.

5. The authorized capital of the Filer consists of an unlimited number of trust units (**"REIT Units"**), of which 87,600,205 were outstanding as of February 22, 2010. The REIT Units and the Filer's 6.25% Series A convertible debentures, 6.00% Series B convertible debentures, 5.85% Series C convertible debentures and 6.75% Series D convertible debentures (collectively, the **"Convertible Debentures"**) are listed and posted for trading on the Toronto Stock Exchange (the **"TSX"**) under the symbols "INN.UN", "INN.DB.A", "INN.DB.B", "INN.DB.C" and "INN.DB.D", respectively.

6. The purpose of the Reorganization is to qualify the Filer as a "real estate investment trust" for Canadian income tax purposes in order that it will be exempt from the application of the new income tax on "SIFT trusts" (as defined in the *Income Tax Act* (Canada)). In order to so qualify, the Filer must divest itself in 2010 of most assets other than the direct or indirect ownership of rental real estate.

7. Pursuant to the Reorganization, it is proposed that the Filer will, among other things, establish IOT as an open-ended trust governed by a declaration of trust (the **"IOT Declaration of Trust"**) and the laws of the Province of Ontario and transfer its operating assets to IOT for consideration that includes IOT Units. The Filer or an affiliate thereof will also be issued voting securities of IOT. Following the completion of the Reorganization, the Filer or its affiliate will hold all of the issued and outstanding voting securities of IOT. The Filer will continue to hold (directly or through its subsidiaries) most or all of its real estate, which will be leased to IOT (directly or through its subsidiaries).

8. The sole assets of the Filer following the Reorganization (other than the voting securities of IOT) will be its direct and indirect ownership interests in rental real estate and assets incidental thereto. The only significant lessee of such rental real estate will be IOT. Any business decision taken by the Filer with respect to its assets will, due to the structure of the Filer and IOT following the Reorganization, have a corresponding impact on the business of IOT.

9. The Filer will make a distribution to the holders of REIT Units (the **"REIT Unitholders"**) of one IOT Unit per REIT Unit held by the REIT Unitholders. Consequently, each REIT Unitholder will hold an equal number of REIT Units and IOT Units. The trade of the IOT Units by the Filer to its unitholders will be exempt from the prospectus and dealer registration requirements pursuant to sections 2.11 and 3.11 of National Instrument 45-106 – *Prospectus and Registration Exemptions* (**"NI 45-106"**).

10. At the conclusion of the Reorganization, each REIT Unit will be stapled to an IOT Unit (together, a **"Stapled Unit"**) and the two securities will trade together as a Stapled Unit on the TSX (the **"Stapled Structure"**). The Stapled Units will be listed and posted for trading on the TSX in substitution for the REIT Units, which are currently listed and posted. The REIT Units and IOT Units underlying the Stapled Units will be separately listed, but not posted for trading, on the TSX.

11. The REIT Units and the IOT Units will only become unstapled (a) in the event that REIT Unitholders vote in favour of the unstapling of REIT Units and IOT Units, such that the two securities will trade separately, or (b) at the sole discretion of the trustees of the Filer or IOT upon an event of bankruptcy or insolvency of either the Filer or IOT and/or their respective subsidiaries.

12. The initial trustees of IOT are expected to be three members of management of the Filer. It is expected that the senior management of IOT will be the same as or similar to the senior management of the Filer.

13. In light of the fact that (a) the proportionate economic interest of a holder of Stapled Units in each of the Filer and IOT will necessarily be identical and (b) such holder will have voting rights only in respect of the Filer while the Filer controls IOT, the financial information required by NI 51-102 about IOT on a stand-alone basis will be of limited or no relevance to such holder, and could be confusing to such holder, because its economic interests will be based on the financial condition of the Filer and IOT on a consolidated or combined basis. Provided that the Stapled Units are not unstapled, the financial information most relevant to holders of Stapled Units following the Reorganization will be that of the Filer and IOT on either a consolidated or combined basis.

14. The distribution of the IOT Units by the Filer is expected to be completed one day prior to the date on which the Filer's financial reporting is converted from Canadian generally accepted accounting principles (**"Canadian GAAP"**) to International Financial Reporting Standards (**"IFRS"**). Based on the Filer's understanding of Canadian GAAP and IFRS as of the date hereof, the Filer has determined that following the distribution of the IOT Units by the Filer (a) the financial statements of IOT will be required to be consolidated into the financial statements of the Filer under IFRS, and

(b) it is likely that IOT's financial statements will be required to be consolidated into the financial statements of the Filer under Canadian GAAP. If, following such distribution, IOT's financial statements cannot be consolidated into the financial statements of the Filer under Canadian GAAP for the year ending December 31, 2010 because one or more of the conditions in section 7 of Accounting Guideline 15 of the CICA Handbook (*Consolidation of variable interest entities*) exists on the date of distribution, the Filer has determined, based on its understanding of Canadian GAAP as of the date hereof, that it will be permitted to combine its financial statements with those of IOT in accordance with Canadian GAAP.

15. To maintain consistency in financial reporting, and to ensure the most relevant information is provided to holders of Stapled Units, the Filer will file one set of financial statements prepared on a combined basis (**"Combined Financial Statements"**) to reflect the financial condition of the Filer and IOT for any financial reporting period in respect of which the financial statements of the Filer and IOT cannot be consolidated, but are permitted to be combined, under the accounting principles applicable to the Filer pursuant to the Legislation (**"Applicable Accounting Principles"**). Any such Combined Financial Statements will be prepared in accordance with Applicable Accounting Principles.

16. The Filer's audit committee will engage the external auditor appointed by the REIT Unitholders (who will necessarily be the IOT Unitholders as well) to audit the consolidated financial statements of the Filer, including the financial information of IOT to the extent it is a component of the consolidated financial information of the Filer under Applicable Accounting Principles. If, for any financial reporting period, financial statements of the Filer and IOT cannot be consolidated, but are permitted to be combined, under Applicable Accounting Principles, the Filer's external auditor will also be engaged to audit the consolidated financial information of each of the Filer and IOT and the combination thereof in the Combined Financial Statements. The Filer's audit committee will in all cases oversee matters related to such audit. The IOT Declaration of Trust will provide that the external auditor of IOT shall be the external auditor of the Filer as appointed in accordance with the Filer's second amended and restated declaration of trust dated January 1, 2007, as amended and restated from time (the **"REIT Declaration of Trust"**).

17. If the Filer wishes to raise capital following the Reorganization, including pursuant to a public offering qualified by a shelf prospectus and related prospectus supplement, IOT will be required, pursuant to the terms of a support agreement to be entered into between IOT and the Filer (the **"Support Agreement"**), to issue the same number of IOT Units as the number of REIT Units issued in connection with the financing simultaneous with the issuance of such REIT Units. Any such IOT Units and REIT Units will trade as Stapled Units except in the limited circumstances described in paragraph 11, above. The net proceeds of any offering of REIT Units and IOT Units will be allocated between the Filer and IOT *pro rata* based on the relative values of the Filer and IOT at the time of the offering.

18. If the Filer wishes to issue securities convertible into Stapled Units following the Reorganization, each of the Filer and IOT will issue separate securities convertible into REIT Units and IOT Units, respectively, and such convertible securities will be stapled together and traded as a stapled security. The conversion price of each convertible security, and the allocation of the net proceeds of the offering, will be determined *pro rata* based on the relative values of the Filer and IOT at the time of the offering. The holder of such stapled convertible securities will not be permitted to convert one component without converting the other and, upon conversion of both components, will be entitled to an equal number of REIT Units and IOT Units, which will be stapled together and trade as Stapled Units.

19. Absent the requested relief from the Filer Short Form Criteria, the Filer Shelf Prospectus Criteria, the IOT Short Form Criteria and the IOT Shelf Prospectus Criteria, neither the Filer nor IOT would be entitled to access the short form or shelf prospectus regimes in NI 44-101 and NI 44-102 following the Reorganization because (a) only the Stapled Units, and not the REIT Units or the IOT Units, will be posted for trading on a "short form eligible exchange" (as defined in NI 44-101), (b) if IOT relies on the requested relief from the IOT Financial Disclosure Requirements and the Specified Continuous Disclosure Requirements, it will not have "current annual financial statements" (as defined in NI 44-101) and will not file an annual information form (**"AIF"**), and (c) if the Filer files Combined Financial Statements in lieu of consolidated financial statements, the Filer will not have "current annual financial statements" for the applicable period.

20. If the Filer and IOT rely on the requested relief from the Filer Short Form Criteria, the Filer Shelf Prospectus Criteria, the IOT Short Form Criteria and/or the IOT Shelf Prospectus Criteria to distribute stapled securities, they will file a single short form prospectus qualifying the distribution of securities of each issuer (a **"Joint Prospectus"**), which will incorporate by reference the following documents:

    (a) the Filer's current AIF; provided that, to the extent IOT files a separate AIF, such AIF will also be incorporated by reference;

    (b) the most recent audited annual consolidated financial statements of the Filer or audited annual Combined Financial Statements, as the case may be, together with the related annual management's discussion and analysis (**"MD&A"**); provided that: (i) if, at the date of the Joint Prospectus, the Filer has filed or is required to file interim consolidated financial statements or interim Combined Financial Statements subsequent to the

filing of its most recent annual financial statements, such interim financial statements will also be incorporated by reference together with the related interim MD&A; (ii) to the extent IOT files stand-alone financial statements for any period in respect of which the Filer's financial statements are incorporated by reference, such stand-alone financial statements will also be incorporated by reference together with the related MD&A; and (iii) if the Filer and IOT file Combined Financial Statements on a voluntary basis for any period described above where each of the Filer and IOT files stand-alone financial statements, such voluntary Combined Financial Statements will be incorporated by reference together with the related MD&A;

(c) any notices filed by IOT indicating that it is relying on the financial statements, MD&A, AIF, material change reports and/or statements of executive compensation filed by the Filer, including any summary financial information (as defined in section 13.4 of NI 51-102) attached thereto;

(d) the content of any news release or other public communication made by the Filer and/or AIF containing historical financial information about one or both of them for a financial period more recent than the period for which financial statements are required under subparagraph (b), above, if such news release or public communication is disseminated prior to the filing of the Joint Prospectus;

(e) any material change report of the Filer or IOT, other than a confidential material change report, filed by the Filer under Part 7 of NI 51-102 or by IOT in accordance with this Decision Document since the end of the financial year in respect of which the Filer's current AIF (or IOT's current AIF, if applicable) is filed;

(f) any business acquisition report filed by the Filer or IOT under Part 8 of NI 51-102 for acquisitions completed since the beginning of the financial year in respect of which the Filer's current AIF (or IOT's current AIF, if applicable) is filed, unless:

(i) the business acquisition report is incorporated by reference in an AIF that is itself incorporated by reference in the Joint Prospectus; or

(ii) at least nine months of the acquired business or related businesses operations have been incorporated into annual financial statements that are incorporated by reference in the Joint Prospectus.

(g) any information circular filed by the Filer under Part 9 of NI 51-102, or by IOT in accordance with this Decision Document, since the beginning of the financial year in respect of which the Filer's current AIF (or IOT's current AIF, if applicable) is filed, other than an information circular prepared in connection with an annual general meeting of either the Filer or IOT if it has filed and incorporated by reference an information circular for a subsequent annual general meeting;

(h) any other disclosure document which the Filer or IOT has filed pursuant to an undertaking to a provincial and territorial securities regulatory authority since the beginning of the financial year in respect of which the Filer's current AIF (or IOT's current AIF, if applicable) is filed; and

(i) any other disclosure document of the type listed in subparagraphs (a) through (g), above, that the Filer or IOT has filed pursuant to an exemption from any requirement under securities legislation since the beginning of the financial year in respect of which the Filer's current AIF (or IOT's current AIF, if applicable) is filed.

21. As a result of the Stapled Structure, the Filer intends, subject to unitholder approval, to amend the REIT Declaration of Trust to, *inter alia*, amend the form of REIT Unit certificates and to amend the provisions relating to the transfer of REIT Units, take-over bids for REIT Units and the right of redemption of REIT Units by REIT Unitholders to accommodate the Stapled Structure.

22. The Filer also intends to make consequential amendments to its executive incentive plan and the DRIP to address the Stapled Structure. Such plans will provide that where a trustee, officer or member of senior management of the Filer or IOT, a REIT Unitholder or an IOT Unitholder (each a **"Participant"**) is entitled to receive a Stapled Unit in accordance with the applicable plan, such Participant will simultaneously be issued a REIT Unit by the Filer and an IOT Unit by IOT, which units will, upon issuance, be stapled together as a Stapled Unit.

23. The Filer also expects to amend the second amended and restated unitholder rights plan (the **"Unitholder Rights Plan"**) dated April 2, 2009 between the Filer and Computershare Investor Services Inc. to provide that upon separation of the rights pursuant to such plan, REIT Unitholders (other than certain designated REIT Unitholders) will be entitled to acquire additional Stapled Units for a subscription price equal to 50% of the current trading price of the Stapled Units. Pursuant to the Support Agreement, upon separation of the rights under the Unitholder Rights Plan, the Filer will have

the right to require IOT to issue IOT Units to REIT Unitholders exercising such rights in consideration for the payment by the Filer to IOT of an amount equal to the fair market value of such IOT Units at such time.

24. Similar to the amendments described above, the Filer intends to amend the trust indenture dated July 26, 2002 between the Filer and Computershare Trust Company of Canada, as supplemented by the first supplemental indenture dated April 2, 2004, the second supplemental indenture dated May 16, 2006, the third supplemental indenture dated August 3, 2007 and the fourth supplemental indenture dated December 30, 2009, pursuant to which the Filer issued the Convertible Debentures. Such amendment will provide that holders of Convertible Debentures will receive, upon the conversion of a Convertible Debenture, an equal number of REIT Units and IOT Units, which securities will, upon issuance, be stapled together as a Stapled Unit.

25. IOT will not be entitled to rely on the exemptions from the prospectus requirement set out in sections 2.2 or 2.42 of NI 45-106 or the exemptions from the dealer registration requirement in sections 3.2 or 3.42 of NI 45-106 in connection with the issuance of an IOT Unit (as part of a Stapled Unit) pursuant to the DRIP or the Unitholder Rights Plan, or upon the conversion of a Convertible Debenture. Similarly, the Filer will not be able to rely on the exemptions in sections 2.2 or 3.2 of NI 45-106 in connection with the issuance of a REIT Unit (as part of a Stapled Unit) to an IOT Unitholder pursuant to the DRIP.

26. Disclosure of the Reorganization and the issuance and distribution of IOT Units will be made in the management information circular of the Filer for the annual and special meeting of the REIT Unitholders (the **"Meeting"**), which is expected to be held on or about June 16, 2010.

27. The Filer will only proceed with the proposed Reorganization if it receives the affirmative vote of at least two-thirds of the votes of REIT Unitholders present in person or by proxy at the Meeting.

Decision

Each of the Principal Regulator and the Coordinated Decision Makers is satisfied that the decision meets the test set out in the Legislation for the relevant regulator or securities regulatory authority to make the decision.

Registration and Prospectus Requirements

The decision of the Principal Regulator under the Principal Legislation is that the Passport Exemption Sought in respect of the IOT Registration and Prospectus Requirements and the Filer Registration and Prospectus Requirements is granted, provided that the Reorganization receives the affirmative vote of at least two-thirds of the votes of REIT Unitholders present in person or by proxy at the Meeting and is completed on or before December 31, 2010, and subject to the further conditions specified below:

1. The IOT Registration and Prospectus Requirements shall not apply to IOT:

   (a) for so long as each IOT Unit is stapled to a REIT Unit and trades as a Stapled Unit; and

   (b) provided that the first trade of any security of IOT acquired under any such trade shall be deemed to be a distribution unless:

      (i) if the security of IOT was acquired in accordance with the terms and conditions of a security previously issued by the Filer under (x) any of the circumstances listed in Appendix D of National Instrument 45-102 – *Resale Restrictions* (**"NI 45-102"**) or (y) an exemption from the prospectus requirement that specifies that the first trade is subject to section 2.5 of NI 45-102, the conditions in section 2.5 of NI 45-102 are satisfied;

      (ii) if the security of IOT was acquired in accordance with the terms and conditions of the DRIP or a security previously issued by the Filer under (x) any of the circumstances listed in Appendix E of NI 45-102 or (y) an exemption from the prospectus requirement that specifies that the first trade is subject to section 2.6 of NI 45-102, the conditions in section 2.6 of NI 45-102 are satisfied;

      (iii) the following conditions are satisfied:

         (A) a receipt was obtained for a prospectus qualifying the distribution of the convertible security, exchangeable security or multiple convertible security issued by the Filer;

         (B) the trade is not a control distribution; and

         (C) IOT is a reporting issuer at the time of the trade; or

(iv) the following conditions are satisfied:

(A) a securities exchange take-over bid circular or a securities exchange issuer bid circular relating to a distribution of the convertible security, exchangeable security or multiple convertible security issued by the Filer was filed by the offeror on the System for Electronic Document Analysis and Retrieval (**"SEDAR"**);

(B) the trade is not a control distribution;

(C) the offeror was a reporting issuer on the date the securities of the offeree issuer were first taken up under the take-over bid or issuer bid; and

(D) IOT is a reporting issuer at the time of the trade.

2. The Filer Registration and Prospectus Requirements shall not apply to the Filer:

(a) for so long as each REIT Unit is stapled to an IOT Unit and trades as a Stapled Unit; and

(b) provided that the first trade of any security of the Filer acquired under any such trade shall be deemed to be a distribution unless the conditions in section 2.6 of NI 45-102 are satisfied.

Reporting Issuer Designation

The decision of the Coordinated Decision Makers under the Legislation is that the Coordinated Designation Sought is granted, provided that the Reorganization receives the affirmative vote of at least two-thirds of the votes of REIT Unitholders present in person or by proxy at the Meeting and is completed on or before December 31, 2010.

"David Knight"
Commissioner
Ontario Securities Commission

"Margot Howard"
Commissioner
Ontario Securities Commission

Continuous Disclosure, Audit Committee and Short Form Qualification Requirements

The decision (the **"CD Decision"**) of the Principal Regulator under the Principal Legislation is that the Passport Exemption Sought in respect of the IOT Financial Disclosure Requirements, the Filer Financial Disclosure Requirements, the Specified Continuous Disclosure Requirements, the Certification Requirements, the Certificate Form Requirement, the Audit Committee Requirements, the Corporate Governance Disclosure Requirements, the IOT Short Form Criteria, the IOT Shelf Prospectus Criteria, the Filer Short Form Criteria and the Filer Shelf Prospectus Criteria is granted, provided that the Reorganization receives the affirmative vote of at least two-thirds of the votes of REIT Unitholders present in person or by proxy at the Meeting and is completed on or before December 31, 2010, and subject to the further conditions specified below:

1. The IOT Financial Disclosure Requirements shall not apply to IOT and the Filer Financial Disclosure Requirements shall not apply to the Filer, for so long as:

(a) IOT continues to satisfy the conditions set out in paragraph 2 of the CD Decision;

(b) IOT files a notice under its SEDAR profile indicating that it is relying on the financial statements and related MD&A filed by the Filer and directing readers to refer to the Filer's SEDAR profile;

(c) to the extent the financial statements of IOT are required to be consolidated into the financial statements of the Filer under Applicable Accounting Principles for a particular financial reporting period, the Filer files such consolidated financial statements under its SEDAR profile in accordance with section 4.1(1) or 4.3(1), as applicable;

(d) to the extent the financial statements of the Filer and IOT cannot be consolidated under Applicable Accounting Principles for a particular financial reporting period, the Filer files under its SEDAR profile Combined Financial Statements prepared in accordance with Applicable Accounting Principles;

(e) any consolidated financial statements or Combined Financial Statements filed by the Filer include the components specified in sections 4.1(1)(a)-(c) of NI 51-102 (for annual financial reporting periods) or 4.3(2)(a)-(d) of NI 51-102 (for interim financial reporting periods);

(f) the consolidated financial statements or Combined Financial Statements, as the case may be, filed by the Filer provide in the notes thereto segmented financial information for each of IOT and the Filer if and to the extent required under Applicable Accounting Principles;

(g) for financial reporting periods in respect of which the Filer files Combined Financial Statements, the MD&A of the Filer is prepared with reference to such Combined Financial Statements;

(h) the annual consolidated financial statements or annual Combined Financial Statements, as the case may be, filed by the Filer are audited;

(i) the audit committee of the Filer is responsible for:

(i) overseeing the work of the external auditors engaged for the purposes of auditing:

(A) the consolidated financial statements of the Filer, including the financial information of IOT contained therein, for financial reporting periods in respect of which the financial statements of the Filer and IOT can be consolidated under Applicable Accounting Principles; and

(B) the consolidated financial statements of each of the Filer and IOT and the combination of such financial statements into the Combined Financial Statements for financial reporting periods in respect of which the financial statements of the Filer and IOT cannot be consolidated under Applicable Accounting Principles; and

(ii) resolving disputes between the external auditors and management of both the Filer and IOT regarding financial reporting;

(j) the Filer continues to satisfy the requirements set out in NI 52-110; and

(k) the Filer continues to satisfy the requirements of section 4.6 of NI 51-102, except that for each financial reporting period in respect of which Combined Financial Statements are prepared, the Filer shall only be required to send to REIT Securityholders copies of the Combined Financial Statements and related MD&A.

2. The Specified Continuous Disclosure Requirements shall not apply to IOT, for so long as:

(a) each IOT Unit is stapled to a REIT Unit and trades as a Stapled Unit;

(b) IOT does not issue, and has no outstanding, securities other than the IOT Units, voting securities held by the Filer or an affiliate thereof, debt securities that are stapled to debt securities of the Filer and the securities listed in sections 13.4(2)(c)(iii) and (iv) of NI 51-102;

(c) IOT does not issue any IOT Units that are not stapled to REIT Units, except for distributions of IOT Units which are immediately followed by a consolidation of outstanding IOT Units such that an equal number of IOT Units and REIT Units are outstanding immediately following such consolidation;

(d) the Filer is a reporting issuer in a designated Canadian jurisdiction (as defined in section 13.4 of NI 51-102), complies with NI 51-102 or the conditions of any exemptions therefrom and is an electronic filer under NI 13-101 that has filed all documents it is required to file under NI 51-102 or under the conditions of any exemptions therefrom;

(e) IOT files a notice under its SEDAR profile indicating that it is relying on the AIF, material change reports and statements of executive compensation filed by the Filer and directing readers to refer to the Filer's SEDAR profile;

(f) if IOT is exempt from the IOT Financial Disclosure Requirements, on each date that the Filer files consolidated financial statements or Combined Financial Statements, IOT files under its SEDAR profile, together with the notice referred to in paragraph 1(b) of the CD Decision, summary financial information (as defined in section 13.4 of NI 51-102) for the periods covered by the consolidated financial statements or the Combined Financial Statements, as the case may be, filed on that date by the Filer, presented with a separate column for each of the following:

(i) IOT and its subsidiaries on a consolidated basis;

(ii) the Filer and its subsidiaries, other than IOT and its subsidiaries, on a consolidated basis;

(iii) if consolidated financial statements are filed for such period, consolidating adjustments; and

(iv) total consolidated or combined amounts, as applicable;

(g) if IOT is not exempt from the IOT Financial Disclosure Requirements, on each date that IOT files consolidated financial statements, IOT files under its SEDAR profile, together with the notice referred to in paragraph 2(e) of the CD Decision or together with Combined Financial Statements filed on a voluntary basis, summary financial information (as defined in section 13.4 of NI 51-102) for the periods covered by the consolidated financial statements filed on that date by IOT, presented with a separate column for each of the following:

(i) IOT and its subsidiaries on a consolidated basis;

(ii) the Filer and its subsidiaries, other than IOT and its subsidiaries, on a consolidated basis; and

(iii) total combined amounts, as applicable;

(h) an AIF or statement of executive compensation filed by the Filer contains all information that would be required in an AIF or statement of executive compensation, as applicable, filed by IOT for the same reporting period;

(i) the Filer complies with the requirements of the securities legislation of the Principal Jurisdiction and the TSX in respect of making disclosure of material information on a timely basis and immediately issues and files a news release that discloses any material changes in its affairs;

(j) IOT complies with the requirements of the securities legislation of the Principal Jurisdiction to issue a press release and file a report with the Principal Jurisdiction and the Non-Principal Jurisdictions upon the occurrence of a material change in respect of the affairs of IOT that is not also a material change in the affairs of the Filer; and

(k) IOT complies with the requirements of sections 9.1(1) and 9.1(2)(a) of NI 51-102 in respect of any meeting for which it gives notice to any registered holder of securities of IOT other than the Filer or an affiliate thereof.

3. The Certification Requirements shall not apply to IOT for so long as:

(a) the Filer and IOT continue to satisfy the conditions set out in paragraphs 1 and 2 of the CD Decision; and

(b) the Filer continues to satisfy the requirements of NI 52-109 or complies with the conditions set out in paragraph 4 of the CD Decision.

4. The Certificate Form Requirement shall not apply to the Filer for so long as:

(a) the Filer and IOT continue to satisfy the conditions set out in paragraph 1 of the CD Decision;

(b) the certificates filed by the Filer in accordance with section 4.1 of NI 52-109 in connection with the filing of Combined Financial Statements for each annual financial reporting period in respect of which the financial information of the Filer and IOT cannot be consolidated under Applicable Accounting Principles, are substantially in the form required by section 4.2 of NI 52-109, except that the certificates refer to and certify matters in respect of the filing of Combined Financial Statements and related MD&A; and

(c) the certificates filed by the Filer in accordance with section 5.1 of NI 52-109 in connection with the filing of Combined Financial Statements for each interim financial reporting period in respect of which the financial information of the Filer and IOT cannot be consolidated under Applicable Accounting Principles, are substantially in the form required by section 5.2 of NI 52-109, except that the certificates refer to and certify matters in respect of the filing of Combined Financial Statements and related MD&A.

5. The Audit Committee Requirements shall not apply to IOT for so long as:

(a) the Filer and IOT continue to satisfy the conditions set out in paragraphs 1 and 2 of the CD Decision;

(b) the representations of the Filer in paragraph 8, above, continue to be accurate in all material respects;

(c) the IOT Declaration of Trust provides that, so long as the IOT Units and the REIT Units continue to trade together as Stapled Units and all of the voting securities of IOT are held by the Filer or an affiliate thereof, the

external auditor of IOT shall be the external auditor of the Filer as appointed in accordance with the REIT Declaration of Trust; and

(d) the Filer continues to satisfy the requirements set out in NI 52-110.

6. The Corporate Governance Disclosure Requirements shall not apply to IOT for so long as:

(a) the Filer and IOT continue to satisfy the conditions set out in paragraph 2 of the CD Decision;

(b) unless IOT is exempt from or otherwise not subject to the IOT Financial Disclosure Requirements, IOT provides the disclosure required by Form 58-101F1 in its annual MD&A; and

(c) the Filer continues to satisfy the requirements set out in NI 58-101.

7. The IOT Short Form Criteria and the IOT Shelf Prospectus Criteria shall not apply to IOT for so long as:

(a) each IOT Unit is stapled to a REIT Unit and trades as a Stapled Unit;

(b) each Stapled Unit is listed and posted for trading on a short form eligible exchange (as defined in NI 44-101);

(c) the Filer and IOT continue to satisfy the conditions set out in paragraph 1 of the CD Decision or IOT complies with the IOT Financial Disclosure Requirements;

(d) the Filer and IOT continue to satisfy the conditions set out in paragraph 2 of the CD Decision or IOT complies with the Specified Continuous Disclosure Requirements; and

(e) each Joint Prospectus filed by the Filer and IOT incorporates by reference any applicable documents listed in the representation of the Filer set forth at paragraph 20, above.

8. The Filer Short Form Criteria and the Filer Shelf Prospectus Criteria shall not apply to the Filer for so long as:

(a) each REIT Unit is stapled to an IOT Unit and trades as a Stapled Unit;

(b) each Stapled Unit is listed and posted for trading on a short form eligible exchange (as defined in NI 44-101);

(c) the Filer and IOT continue to satisfy the conditions set out in paragraph 1 of the CD Decision or the Filer complies with the Filer Financial Disclosure Requirements; and

(d) each Joint Prospectus filed by the Filer and IOT incorporates by reference any applicable documents listed in the representation of the Filer set forth at paragraph 20, above.

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

2.1.10 AGF Investments Inc. et al.

Headnote

National Policy 11-203 Process for Exemptive Relief Applications in Multiple Jurisdictions - Approval of fund merger pursuant to an amalgamation under paragraph 5.5(1)(b) of NI 81-102 - Approval required because mergers do not meet all criteria for pre-approval outlined in section 5.6 of NI 81-102 - Current simplified prospectus and financial statements of continuing funds not delivered to shareholders of corresponding existing funds because continuing funds will be new funds and will not have their own performance data - Continuing funds will have the same investment objectives, investment strategies, management fees, portfolio investment manager, and, at the effective date of the amalgamation, the same portfolio assets as the existing funds - Portfolio assets of existing funds to continue as portfolio assets referable to continuing funds upon amalgamation - Amalgamation may not technically constitute a wind-up of the existing funds - Proxy circular includes disclosure about the amalgamation and prospectus-like disclosure concerning the continuing funds.

Applicable Legislative Provisions

National Instrument 81-102 Mutual Funds, ss. 5.5(1)(b), 5.6(1)(c) and 5.6(1)(f)(ii).

March 17, 2010

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
AGF INVESTMENTS INC. (the Manager),
AGF ALL WORLD TAX ADVANTAGE
GROUP LIMITED (AWTAG),
AGF CANADIAN GROWTH EQUITY
FUND LIMITED (AGF Growth), AND
AGF CANADIAN RESOURCES
FUND LIMITED (AGF Resources)
(collectively, the Filers)

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 approval of the proposed merger by way of amalgamation of AGF Growth and AGF Resources into AWTAG to be effective on or about October 1, 2010 (the **Amalgamation**) pursuant to clause 5.5(1)(b) of National Instrument 81-102 — *Mutual Funds* (**NI 81-102**) (the **Merger Approval**).

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

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

(b) the Filers have provided notice that Section 4.7(1) of Multilateral Instrument 11-102 *Passport System* (MI 11-102) is intended to be relied upon in British Columbia, Alberta, Saskatchewan, Manitoba, Quebec, New Brunswick, Nova Scotia, Prince Edward Island, Newfoundland and Labrador, The Northwest Territories, Yukon and Nunavut.

Interpretation

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

Representations

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

The Filers

1. The head office of each of the Filers is located in Toronto, Ontario. The Filers are not in default of securities legislation in any jurisdiction of Canada.

2. The Manager, a corporation incorporated under the laws of Ontario, is the manager of AGF Growth, AGF Resources and all of the classes of AWTAG.

3. Each of AWTAG, AGF Growth and AGF Resources (collectively, the **Corporations**) is a mutual fund corporation incorporated under the laws of Ontario. Each of AGF Growth and AGF Resources offer only one class of shares. AWTAG offers currently 20 classes of shares. Each class of shares is issuable in more than one series.

4. All of the directors and officers of the Corporations are the same.

5. Each of the Corporations is a reporting issuer as defined in the securities legislation of each province and territory of Canada, operates in accordance with NI 81-102, and distributes its shares to the public pursuant to a simplified prospectus (**SP**) and annual information form (**AIF**).

6. For securities law purposes, each mutual fund is a separate share class.

The Amalgamation

7. Subject to shareholder and regulatory approval, AGF Growth and AGF Resources will amalgamate with AWTAG and continue as one corporation known as AGF All World Tax Advantage Group Limited (**Amalco**).

8. The Amalgamation will be effected pursuant to an amalgamation agreement (the **Amalgamation Agreement**) entered into between the Corporations as contemplated by section 174 of the *Business Corporations Act* (Ontario) (**OBCA**).

9. Pursuant to the Amalgamation, each existing class and series of AWTAG will be an identical class with identical series, identical assets referable to such class and series, identical portfolio managers, identical fees and identical net asset values per class and per series in Amalco.

10. Pursuant to the Amalgamation, shareholders of AGF Growth and AGF Resources (collectively, the **Existing Funds**) will become shareholders of two new classes of Amalco to be known as AGF Canadian Growth Equity Class and AGF Canadian Resources Class (collectively, the **Continuing Funds**). The Existing Funds and the corresponding Continuing Funds will be substantially similar, with the Continuing Funds having the same investment objectives, investment strategies, management fees, portfolio investment manager, and, at the effective date of the Amalgamation, the same portfolio assets as the Existing Funds.

11. Upon the Amalgamation, the portfolio assets of the Existing Funds will continue as portfolio assets referable to the Continuing Funds. The portfolio assets of the Continuing Funds will be maintained as a separate portfolio by Amalco for the exclusive benefit of the shareholders of the Continuing Funds, as they are for the other classes of Amalco.

12. Upon the Amalgamation, the portfolio assets referable to each series of shares of the Existing Funds will become referable to a corresponding series of shares of the Continuing Funds (each such series, a **Replacement Series**). The rights associated with each series will be identical in all respects to the rights formerly associated with the corresponding series of shares of the Existing Funds. Upon the Amalgamation, for each share they held of an Existing Fund, shareholders will receive a share of the Replacement Series. The net asset value (**NAV**) of each such share of the Replacement Series will be equal to the NAV per share of the corresponding series of shares of the Existing Fund.

13. The Continuing Funds will be new funds and will not have any assets or liabilities and will not have their own performance data or information derived from financial statements as at the Effective Date.

14. As a result, the Amalgamation is not a merger of mutual funds as it is commonly understood since the Existing Funds will not terminate under the OBCA but will continue with the other classes of AWTAG as one corporation while remaining separate classes (funds) from other existing classes.

15. The Amalgamation will be a tax-deferred transaction under subsection 87(1) of the *Income Tax Act* (Canada).

16. As a result of the Amalgamation, investors in the Continuing Funds will be provided with a choice of mutual funds into which they may switch their investments on a tax-deferred basis which they cannot currently do as standalone corporations.

17. Immediately prior to the Amalgamation, an amendment to AWTAG's SP and AIF will be filed relating to the Amalgamation and the new AGF Canadian Growth Equity Class and AGF Canadian Resources Class.

18. Each of the Corporations will hold special meetings of shareholders on April 13, 2010 to seek to obtain the required approval for the Amalgamation. Subject to necessary shareholder and regulatory approval, the Filers intend to effect the Amalgamation on or about October 1, 2010 (the **Effective Date**).

19. Shareholders of the Existing Funds will continue to have the right to redeem securities of the Existing Funds for cash at any time up to the close of business on the day prior to the Effective Date.

20. Shareholders of the Corporations are permitted to dissent from the Amalgamation pursuant to the provisions of the OBCA.

21. The proxy circular (the **Circular**) includes disclosure about the Amalgamation and prospectus-like disclosure concerning the Continuing Funds and the shares to be issued under the Amalgamation Agreement, including information regarding fees, expenses, investment objective, investment strategy, valuation procedures, the manager, the investment manager, redemptions, income tax considerations, dividend policy and net asset value. The Circular also discloses that shareholders can obtain the most recent financial statements that have been made public reflecting the portfolio assets of the Existing Funds from the Manager upon request or on SEDAR at www.sedar.com.

22. The costs of the Amalgamation will be paid for by the Manager.

23. Pursuant to NI 81-107 *Independent Review Committee for Investment Funds*, the independent review committee has reviewed the Amalgamation on behalf of the Corporations and the process to be followed in connection with the Amalgamation, and has advised the Manager that in the independent review committee's opinion, having reviewed the Amalgamation as a potential conflict of interest, following the process proposed, the Amalgamation achieves a fair and reasonable result for each of the Corporations.

24. The Filers require approval of the Amalgamation and cannot rely on section 5.6(1) of NI 81-102 for the following reasons:

    (i) The materials sent to shareholders of the Existing Funds will not include a copy of the current simplified prospectus of the Continuing Funds or a copy of the financial statements of the Continuing Funds; and

    (ii) A statutory amalgamation may not technically constitute a wind-up of the Existing Funds.

Decision

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

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

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

2.2 Orders

2.2.1 Sextant Capital Management Inc. – s. 127

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

AND

IN THE MATTER OF
SEXTANT CAPITAL MANAGEMENT INC.,
SEXTANT CAPITAL GP INC., OTTO SPORK,
KONSTANTINOS EKONOMIDIS,
ROBERT LEVACK AND NATALIE SPORK

ORDER
(Section 127)

WHEREAS the Ontario Securities Commission (the "Commission") issued a temporary order on December 8, 2008 (the "Temporary Order") against Sextant Capital Management Inc. ("SCMI"), Sextant Capital GP Inc. ("Sextant GP"), the Sextant Strategic Opportunities Hedge Fund L.P. (the "Sextant Canadian Fund"), Otto Spork, Robert Levack and Natalie Spork (together, the "Respondents");

AND WHEREAS the Temporary Order ordered that: (1) pursuant to clause 1 of section 127(1) and section 127(5) of the Act, SCMI's registration as investment counsel, portfolio manager and limited market dealer is subject to the terms and conditions that its advising and dealing activities may be applied exclusively to and in respect of the Sextant Canadian Fund and not to or in respect of any other entities; (2) pursuant to clause 2 of section 127(1) and section 127(5) of the Act, trading in securities of and by the Respondents shall cease with the sole exception that SCMI may place sell orders in respect of the securities and futures contracts held on deposit on behalf of the Sextant Canadian Fund in accounts at Newedge Canada Inc.; and (3) pursuant to clause 3 of section 127(1) and section 127(5) of the Act, any exemptions contained in Ontario securities law do not apply to any of the Respondents;

AND WHEREAS on December 16, 2008, staff of the Commission ("Staff") and counsel for Otto Spork, Robert Levack and Natalie Spork (the "Individual Respondents") appeared before the Commission, counsel for SCMI, Sextant GP and the Sextant Canadian Fund having advised of those Respondents' position in writing, and the Commission ordered that the Temporary Order is continued until March 17, 2009 or further order of the Commission and the hearing is adjourned to March 16, 2009 at 10:00 a.m., or such other date as is agreed by Staff and the Respondents and is determined by the Office of the Secretary;

AND WHEREAS on March 16, 2009, Staff, counsel for the Individual Respondents and counsel for SCMI and Sextant GP appeared before the Commission, no one appearing on behalf of the Sextant Canadian Fund,

and the Commission ordered that the Temporary Order is continued until June 17, 2009 or further order of the Commission and the hearing is adjourned to June 16, 2009 at 10:00 a.m., or such other date as is agreed by Staff and the Respondents and is determined by the Office of the Secretary;

AND WHEREAS on June 16, 2009, Staff, counsel for Otto Spork and Natalie Spork and counsel for SCMI and Sextant GP appeared before the Commission, counsel for Robert Levack having advised Staff of his position and no one appearing on behalf of the Sextant Canadian Fund, and the Commission ordered that the Temporary Order is continued until September 17, 2009 or further order of the Commission and the hearing is adjourned to September 16, 2009 at 10:00 a.m., or such other date as is agreed by Staff and the Respondents and is determined by the Office of the Secretary;

AND WHEREAS by Order of the Ontario Superior Court of Justice dated July 17, 2009, Pricewaterhouse-Coopers Inc. was appointed as Receiver and Manager for SCMI, Sextant GP and the Sextant Canadian Fund;

AND WHEREAS Staff have provided or made available disclosure to the Respondents on October 9, 2010 and April 1, 2010;

AND WHEREAS on September 16, 2009, the Commission ordered that the hearing on the merits in this matter be scheduled from May 3 to 28, 2010 (the "Hearing Dates") and that the Temporary Order be continued until the conclusion of the hearing on the merits in this matter;

AND WHEREAS on April 1, 2010, Staff filed an Amended Statement of Allegations dated April 1, 2010, which, among other things, added Konstantinos Ekonomidis ("Ekonomidis") as a Respondent;

AND WHEREAS Staff intends to withdraw its allegations as against Sextant Canadian Fund;

AND WHEREAS a pre-hearing conference was held on April 6, 2010 and counsel for Ekonomidis, Otto Spork and Natalie Spork requested an adjournment of the Hearing Dates, and Staff, counsel for Robert Levack and counsel for the Receiver on behalf of SCMI and Sextant GP appeared before the Commission, and did not object to the request for an adjournment;

AND WHEREAS on April 6, 2010, the Commission ordered that the pre-hearing conference be adjourned to April 23, 2010 and the Hearing Dates be vacated;

AND WHEREAS the April 23, 2010 pre-hearing conference was rescheduled for April 28, 2010;

AND WHEREAS a pre-hearing conference was held on April 28, 2010 and Staff and counsel for each of the Respondents appeared before the Commission;

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

IT IS ORDERED that:

a) The pre-hearing conference is adjourned to May 19, 2010 at 11:00 a.m.; and

b) The hearing on the merits shall commence on June 7, 2010 at 10:00 a.m. and continue on June 10, 11, 14, 15, 16, 17, 21, 23 and 25, August 4, 5, 6 and October 4, 5 (commencing at 1:00 p.m.), 6, 7, 8, 13, 14 and 15, 2010, or such further dates or other dates as shall be agreed to by the parties and fixed by the Office of the Secretary.

DATED at Toronto this 28th day of April, 2010.

"Carol S. Perry"

2.2.2 The Acquisition of Comaplex Minerals Corp. by Agnico-Eagle Mines Limited

Headnote

Relief from the formal valuation requirement in connection with a business combination pursuant to Multilateral Instrument 61-101 Protection of Minority Security Holders in Special Transactions – issuer and related party purchaser negotiated terms of the acquisition of the issuer – involvement of related party brings transaction within the definition of a business combination under MI 61-101– related party did not have any special information or degree of influence over the issuer – exemptive relief from formal valuation requirements granted, subject to two conditions: first, the Transaction is not a business combination by virtue of paragraphs (e)(ii) or (e)(iii) of the definition of "business combination" in MI 61-101; and second, the management information circular to be mailed to Comaplex securityholders in connection with the Transaction, (i) discloses that the related party purchaser does not have, or has not had within the preceding 12 months, any board or management representation in respect of the issuer, (ii) identifies and discloses any material information concerning the issuer or its Shares which the related party purchaser may have knowledge of that has not been generally disclosed, and (iii) discloses that the related party purchaser has read the circular and agrees that it identifies and discloses the information required by (ii) above.

Applicable Legislative Provisions

Multilateral Instrument 61-101 Protection of Minority Security Holders in Special Transactions, s. 9.1.

IN THE MATTER OF
THE SECURITIES LEGISLATION
OF ONTARIO

AND

IN THE MATTER OF
THE ACQUISITION OF
COMAPLEX MINERALS CORP. BY
AGNICO-EAGLE MINES LIMITED

ORDER

1. **UPON** the joint application (the **"Application"**) of Comaplex Minerals Corp. (**"Comaplex"**) and Agnico-Eagle Mines Limited (**"Agnico"**) to the Director for an order pursuant to Section 9.1 of Multilateral Instrument 61-101 - *Protection of Minority Security Holders in Special Transactions* (**"MI 61-101"**), exempting Comaplex from the requirement to obtain a formal valuation in connection with the business combination involving Comaplex and Agnico;

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

3. **AND UPON** Comaplex and Agnico having represented to the Director as follows:

(a) Comaplex is a corporation existing under the *Business Corporations Act* (Alberta). The head, principal and registered office of Comaplex is located at 901, 1015 – 4th Street S.W., Calgary, Alberta T2R 1J4.

(b) Comaplex is a reporting issuer in British Columbia, Alberta, Saskatchewan and Ontario. Comaplex is not in default of any requirement of securities legislation applicable to it.

(c) The authorized share capital of Comaplex consists of an unlimited number of common shares (**"Shares"**), of which 72,715,031 were outstanding as of March 25, 2010.

(d) The Shares are listed and posted for trading on the Toronto Stock Exchange (the **"TSX"**) under the symbol "CMF".

(e) Agnico is a corporation existing under the *Business Corporations Act* (Ontario). The principal office of Agnico is located at 145 King Street East, Suite 400, Toronto, Ontario M5C 2Y7.

(f) Agnico is a reporting issuer in each of the provinces of Canada. Agnico is not in default of any requirement of securities legislation applicable to it.

(g) The common shares of Agnico are listed and posted for trading on the TSX and the New York Stock Exchange under the symbol "AEM".

(h) The authorized share capital of Agnico consists of an unlimited number of common shares, of which 156,625,174 were outstanding as of December 31, 2009.

(i) As of the date hereof, Agnico owns and controls 9,091,771 Shares, representing approximately 12.7% of the outstanding Shares. Agnico first acquired a small interest in Comaplex through market purchases commencing in February 2007 and Agnico has held the 9,091,770 Shares since August 2009.

(j) On April 1, 2010, Agnico entered into an agreement with Comaplex (the **"Letter of Intent"**) to negotiate on an exclusive basis a transaction whereby Agnico will acquire all of the Shares that it does not already own pursuant to a court-approved plan of arrangement (the **"Transaction"**). The signing of the Letter of Intent by the Applicants was

announced by a joint press release on April 1, 2010.

(k) Prior to the execution of the Letter of Intent, on March 26, 2010, Comaplex and Agnico entered into a mutual confidentiality agreement (the **"Confidentiality Agreement"**) pursuant to which Agnico gained access to due diligence materials of Comaplex and *vice versa*. Agnico was required to enter into the Confidentiality Agreement to gain access to the due diligence materials of Comaplex necessary to assess the merits of proceeding with the Transaction.

(l) Comaplex entered into a number of confidentiality agreements with interested parties pursuant to which Comaplex provided non-public information to such parties in contemplation of a change of control transaction in respect of Comaplex. Such parties were offered access to the same information that Agnico received under the Confidentiality Agreement.

(m) Concurrently with the execution of the Letter of Intent, on April 1, 2010, Agnico and Perfora Investments S.a.r.l. (**"Perfora"**) entered into a support agreement whereby Perfora agreed to vote its Shares representing 17.3% of the outstanding Shares in favour of the Transaction at a meeting of Comaplex shareholders called for the purpose of voting on the Transaction.

(n) Concurrent with entering into the definitive agreement giving effect to the Transaction, Agnico also intends to enter into support agreements with each of the directors and officers of Comaplex, which are anticipated to represent approximately 8.4% of the outstanding Shares (on a fully diluted basis).

(o) The Transaction contemplates the spin-out of certain assets of Comaplex that are not related to its Meliadine property into a newly formed, wholly owned subsidiary of Comaplex (**"New Comaplex"**). In exchange for each Share, shareholders of Comaplex, other than Agnico, will receive 0.1576 of a common share of Agnico, and shareholders other than Agnico and Perfora will also receive one share of New Comaplex.

(p) The Transaction is conditional, *inter alia*, on satisfactory due diligence by Agnico and the receipt by Comaplex of a fairness opinion in respect of the Transaction.

(q) Under MI 61-101, the Transaction would be a "business combination" as Agnico, a related party of Comaplex (by virtue of owning more than 10% of the outstanding Shares), would acquire Comaplex. As a result, section 4.3 of MI 61-101 would require that Comaplex obtain a formal valuation of the Shares and minority approval in connection with the Transaction.

(r) There is no exemption available in MI 61-101 that would provide an exemption from the formal valuation requirement in these circumstances.

(s) The interest of Agnico in Comaplex and its status as an "insider" has not resulted in Agnico being provided with any special information or obtaining any degree of influence over the business and operations of Comaplex.

(t) Except pursuant to the Confidentiality Agreement, Agnico has not gained any knowledge of, or influence over, the business or operations of Comaplex.

(u) Agnico and Comaplex have at all times acted on an arm's length basis.

(v) Agnico has never had any board or management representation at Comaplex, nor have any of its directors, officers or employees ever had a relationship with Comaplex, any of its subsidiaries, or any of its directors, officers or employees.

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

5. **IT IS ORDERED** pursuant to section 9.1 of MI 61-101 that the business combination involving Comaplex and Agnico is exempt from the formal valuation requirement under MI 61-101, provided that:

(a) the Transaction is not a business combination by virtue of paragraphs (e)(ii) or (e)(iii) of the definition of "business combination" in MI 61-101; and

(b) the management information circular to be mailed to Comaplex securityholders in connection with the Transaction (the **"Circular"**):

(i) discloses that Agnico does not have, or has not had within the preceding 12 months, any board

or management representation in respect of Comaplex;

(ii) identifies and discloses any material information concerning Comaplex or its Shares which Agnico may have knowledge of that has not been generally disclosed; and

(iii) discloses that Agnico has read the Circular and agrees that it identifies and discloses the information required by (ii) above.

DATED at Toronto this 28th day of April, 2010.

"Naizam Kanji"
Deputy Director, Corporate Finance
Ontario Securities Commission

2.2.3 Julius Caesar Phillip Vitug – s. 9(2) of the Securities Act, Rule 3 of the OSC Rules of Procedure

**IN THE MATTER OF
AN APPLICATION FOR A HEARING
AND REVIEW OF A DECISION OF
THE ONTARIO DISTRICT COUNCIL OF
THE INVESTMENT INDUSTRY REGULATORY
ORGANIZATION OF CANADA PURSUANT TO
SECTIONS 8 AND 21.7 OF
THE SECURITIES ACT,
R.S.O. 1990, c. S.5, AS AMENDED**

AND

**IN THE MATTER OF
DISCIPLINE PROCEEDINGS PURSUANT TO
DEALER MEMBER RULE 20 OF
THE INVESTMENT INDUSTRY REGULATORY
ORGANIZATION OF CANADA**

BETWEEN

**STAFF OF THE INVESTMENT INDUSTRY
REGULATORY ORGANIZATION OF CANADA**

AND

JULIUS CAESAR PHILLIP VITUG

**ORDER
(Subsection 9(2) of the Securities Act,
Rule 3 of the of the Ontario Securities Commission
Rules of Procedure (2009), 32 O.S.C.B. 10)**

WHEREAS on May 1, 2009, Julius Caesar Phillip Vitug (the "Vitug"), applied under section 21.7 of the *Securities Act*, R.S.O. 1990, c. S.5, as amended (the "Act"), for a hearing and review of a decision of a hearing panel of the Ontario District Council of the Investment Industry Regulatory Organization of Canada ("IIROC"), dated May 31, 2009 (the "IIROC Decision");

AND WHEREAS on July 20, 2009, a hearing and review of the IIROC Decision was held before the Ontario Securities Commission (the "Commission");

AND WHEREAS on April 26, 2010, the Commission issued its Reasons and Decision, dated April 23, 2010, dismissing the Application (the "Decision");

AND WHEREAS on April 27, 2010, Vitug requested that the Commission stay the Decision on an interim basis (the "Interim Stay Motion") pending the outcome of a stay motion to be scheduled during the week of May 3, 2010 (the "Stay Motion");

AND WHEREAS on April 28, 2010, the Interim Stay Motion was heard by the Commission, counsel for Vitug, counsel for IIROC and Staff of the Commission ("Staff") being in attendance;

AND WHEREAS counsel for IIROC opposed the Interim Stay Motion and Staff took no position on the Interim Stay Motion;

AND WHEREAS, upon considering the submissions of counsel for Vitug, counsel for IIROC and Staff, the Commission is of the opinion that it is in the public interest to make this order;

IT IS ORDERED THAT:

(a) the Decision is stayed on an interim basis, pursuant to subsection 9(2) of the Act, pending the outcome of the Stay Motion, and IIROC will reverse any actions it has taken with respect to the Decision;

(b) the Stay Motion shall be heard by the Commission at 2:00 p.m. on May 5, 2010, or such other date as is agreed by the parties and fixed by the Office of the Secretary;

(c) Vitug shall file and serve his motion materials by 10:00 a.m. on Monday, May 3, 2010, and IIROC and Staff shall file their motion materials by 5:00 p.m. on Tuesday, May 4, 2010, or such other date as is agreed by the parties and fixed by the Office of the Secretary; and

(d) Vitug shall bring this Order to the attention of his member firm.

Dated at Toronto, Ontario this 28th day of April, 2010.

"Mary G. Condon"

"Paulette L. Kennedy"

2.2.4 Clearly Canadian Beverage Corporation – s. 144

Headnote

Section 144 - application for variation of cease trade order - issuer cease traded due to failure to file with the Commission audited annual financial statements and management's discussion and analysis relating thereto - issuer has applied for a variation of the cease trade order to permit certain trades in connection with a reorganization under the Bankruptcy and Insolvency Act (Canada) - Proposal to the Applicant's unsecured creditors approved by the Supreme Court of British Columbia and the Applicant's unsecured creditors - partial revocation granted subject to conditions.

Applicable Legislative Provisions

Securities Act, R.S.O., c. S.5, as am., ss. 127 and 144.
National Policy 12-202 Revocation of a Compliance-related Cease Trade Order.

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

AND

IN THE MATTER OF
CLEARLY CANADIAN BEVERAGE CORPORATION
(THE "APPLICANT")

ORDER
(Section 144)

WHEREAS the securities of the Applicant are currently subject to a cease trade order dated May 25, 2009, made under paragraph 2 and paragraph 2.1 of subsection 127(1) of the Act (the "Cease Trade Order") made by the Director of the Ontario Securities Commission (the "OSC") directing that all trading in and acquisitions of the securities of the Applicant, whether direct or indirect, shall cease until further order by the Director;

AND WHEREAS the Cease Trade Order was made as a result of the Applicant having failed to file its audited annual financial statements for the year ended December 31, 2008 and its management's discussion and analysis relating to the audited annual financial statements for the year ended December 31, 2008;

AND WHEREAS the Applicant has applied (the "Application") for a partial revocation of the Cease Trade Order under section 144 of the Act in connection with a reorganization of the capital of the Applicant under a proposal under the *Bankruptcy and Insolvency Act* (Canada) (the "BIA");

AND WHEREAS the Applicant has represented to the OSC that:

a. it is a British Columbia company under the *Business Corporations Act* (British Columbia) and was incorporated on March 18, 1981. It's head office is located in Vaughan, Ontario;

b. it is in the business of selling sparkling flavoured water, packaged dried fruits and nuts, and organic baby food;

c. it is a reporting issuer in British Columbia and Ontario;

d. it has outstanding common shares (called "Limited Voting Shares"), variable multiple voting shares and warrants and options to acquire Limited Voting Shares;

e. its Limited Voting Shares are traded on the Pink Sheets in the United States under the symbol CCBEF.PK;

f. it has taken no action to list on the Pink Sheets or to delist from the Pink Sheets as it is the Applicant's understanding that its Limited Voting Shares are trading on the Pink Sheets based on the initiatives of market makers, over which the Applicant has no control;

g. since the issuance of the Cease Trade Order, the Applicant has not been in a financial position to file, and has not filed, any financial statements, management's discussion and analysis or certificates relating thereto, either on an annual or quarterly basis;

h. on March 17, 2010, while experiencing severe cash flow problems, and with its debts being significantly greater than its assets, it filed a proposal to its creditors under the BIA (the "Proposal");

i. it issued a press release on March 18, 2010, and filed a material change report on March 19, 2010, announcing the filing of the Proposal;

j. on April 1, 2010, the Proposal was accepted by the creditors of the Applicant;

k. the Proposal contemplates, amongst other things: (i) the reorganization of the share capital of the Applicant (the "Reorganization") by (a) creating an unlimited number of new common shares; (b) issuing the new common shares to the Applicant's creditors who, under the Proposal, elected to accept the issuance of such new common shares in full payment of the amount outstanding on their claims against the Applicant; (c) cancelling all the authorized and unissued common shares, being the Limited Voting Shares and the variable multiple voting shares, and preferred shares of the Applicant; (d) cancelling all warrants, options, rights to purchase shares, share subscription rights and conversion rights of the Applicant; and (e) issuing a cash payment, expected to equate to $0.25 on the dollar, to the Applicant's creditors who, under the Proposal, elected to accept such cash payment in full payment of the amount outstanding on their claims against the Applicant; and (ii) the approval of the Supreme Court of British Columbia (the "Court");

l. the Proposal was approved by the Court on April 30, 2010;

m. at the closing of the transactions contemplated by the Proposal (the "Closing"), it is expected that less than 15 persons/companies, being the creditors of the Applicant who elected, under the Proposal, to receive the new common shares of the Applicant, will be the only shareholders of the Applicant;

n. an application to cease to be a reporting issuer in British Columbia and Ontario will be filed by the Applicant promptly following the Closing;

o. the transactions contemplated by the Reorganization (the "Transactions") involve trading of securities and therefore cannot be concluded without obtaining a partial revocation of the Cease Trade Order;

p. the Transactions will be concluded in compliance with all applicable laws;

q. except for the defaults that led to the issuance of the Cease Trade Order, and other continuous disclosure defaults since the issuance of the Cease Trade Order, it has complied with applicable securities legislation, regulations and instruments;

r. the British Columbia Securities Commission has issued an order, dated May 11, 2009, similar to the Cease Trade Order prohibiting trading of the securities of the Applicant. The Applicant has applied for partial revocation of such cease trade order in British Columbia;

s. the Applicant will not be seeking a market for trading in any of its securities; and

t. the Applicant understands that the Cease Trade Order will remain in effect following the completion of the Transactions and that all securities of the Applicant will remain subject to the Cease Trade Order, except as otherwise provided herein.

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

AND WHEREAS the Director is satisfied that this order is not prejudicial to the public interest;

IT IS ORDERED, pursuant to section 144 of the Act, that the Cease Trade Order is hereby partially revoked solely to permit trades in securities of the Applicant in connection with the Transactions, provided that:

a. the Applicant obtains and provides to the OSC signed and dated acknowledgements from all participants in the Transactions, which clearly state that the issuance of a partial revocation order does not guarantee the issuance of a full revocation order in the future; and

b. the Applicant provides a copy of the Cease Trade Order and this partial revocation order to all participants in the Transactions.

DATED at Toronto this 4th day of May, 2010

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

2.2.5 Ciccone Group et al. – ss. 127(7), 127(8)

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

AND

CICCONE GROUP, MEDRA CORPORATION, 990509 ONTARIO INC., TADD FINANCIAL INC., CACHET WEALTH MANAGEMENT INC., VINCE CICCONE, DARRYL BRUBACHER, ANDREW J. MARTIN, STEVE HANEY, KLAUDIUSZ MALINOWSKI, AND BEN GIANGROSSO

ORDER
(Subsections 127(7) and (8))

WHEREAS on April 21, 2010, the Ontario Securities Commission (the "Commission") issued a temporary order pursuant to sections 127(1) and 127(5) of the *Securities Act*, R.S.O. 1990, c. S.5, as amended (the "Act") that the Respondents cease trading in securities; that the exemptions contained in Ontario securities law do not apply to all of the Respondents except 990509 Ontario Inc. ("990509"); and that trading in the securities of 990509 and Medra Corporation ("Medra") cease (the "Temporary Order");

AND WHEREAS on April 21, 2010, the Commission ordered that the Temporary Order shall expire on the 15th day after its making unless extended by order of the Commission;

AND WHEREAS on April 22, 2010, the Commission issued a notice of hearing (the "Notice of Hearing") giving notice that it will hold a hearing (the "Hearing") on May 3, 2010 at 10 a.m.;

AND WHEREAS the Notice of Hearing states, among other things, that the Hearing is to consider whether it is in the public interest to extend the Temporary Order pursuant to subsections 127 (7) and (8) of the Act until the conclusion of the hearing on the merits, or until such further time as considered necessary by the Commission;

AND WHEREAS on May 3, 2010, the Hearing was held before the Commission where counsel for Staff of the Commission ("Staff") attended and where an agent (the "Agent") appeared on behalf of all of the Respondents except for Medra;

AND WHEREAS Staff advised that on April 22, 2010, it served Medra with a copy of the Temporary Order and Notice of Hearing at an email address that purported as recently as March 4, 2010 to be an email address associated with at least one of the principals of Medra;

AND WHEREAS the Agent advised that steps where being taken to locate the current principal officer of Medra;

AND WHEREAS upon the submissions of Staff and the Agent, and upon review of the Affidavit of Service of Staff, the Commission was satisfied that Staff had properly served all of the Respondents with copies of the Temporary Order and the Notice of Hearing;

AND WHEREAS the Commission was advised that Staff and those Respondents for whom the Agent appeared consent to an extension of the Temporary Order until October 21, 2010 and an adjournment of the Hearing until that time;

AND WHEREAS satisfactory information has not been provided to the Commission by the Respondents;

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

IT IS HEREBY ORDERED pursuant to subsections 127 (7) and (8) of the Act that the Temporary Order is extended to October 22, 2010 as follows:

(i) in respect of clause 2 of subsection 127(1) of the Act, that all trading in any securities by Ciccone Group, 990509, Medra, Cachet Wealth Management Inc. ("Cachet"), Tadd Financial Inc. ("Tadd") or their agents or employees shall cease;

(ii) in respect of clause 2 of subsection 127(1) of the Act, that all trading in any securities by Vince Ciccone ("Ciccone"), Klaudiusz Malinowski ("Malinowski"), Darryl Brubacher ("Brubacher"), Steve Haney ("Haney"), Andrew Martin ("Martin") and Ben Giangrosso ("Giangrosso") shall cease;

(iii) in respect of clause 2 of subsection 127(1) of the Act, that all trading in the securities of 990509 and Medra shall cease;

(iv) in respect of clause 3 of subsection 127(1) of the Act, that the exemptions contained in Ontario securities law do not apply to Ciccone Group, Medra, Cachet and Tadd or their agents or employees;

(v) in respect of clause 3 of subsection 127(1) of the Act that the exemptions contained in Ontario securities law do not apply to Ciccone, Malinowski, Brubacher, Haney, Martin and Giangrosso; and

(vi) the order in respect of clause 3 of subsection 127(1) that exemptions contained in Ontario securities law do not apply to Naida Allarde shall lapse.

IT IS FURTHER ORDERED that the Hearing is adjourned to October 21, 2010, at 10:00 a.m.

DATED at Toronto this 3rd day of May, 2010.

"David L. Knight"

Chapter 4

Cease Trading Orders

4.1.1 Temporary, Permanent & Rescinding Issuer Cease Trading Orders

Company Name	Date of Temporary Order	Date of Hearing	Date of Permanent Order	Date of Lapse/Revoke
Petroflow Energy Ltd.	21 Apr 10	03 May 10	03 May 10	
Copper Mesa Mining Corporation	23 Apr 10	05 May 10	05 May 10	
Davie Yards Inc.	30 Apr 10	12 May 10		
Voice Mobility International, Inc.	05 May 10	17 May 10		

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
RoaDor Industries Ltd.	----	24 Feb 10	24 Feb 10	05 May 10	
Genesis Worldwide Inc.	06 April 10	19 Apr 10	19 Apr 10	03 May 10	
Virgin Metal Inc.	07 April 10	20 Apr 10	20 Apr 10	29 Apr 10	
Freeport Capital Inc.	05 May 10	17 May 10			

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.	07 Oct 09	19 Oct 09	19 Oct 09		
Axiotron Corp.	12 Feb 10	24 Feb 10	24 Feb 10		
RoaDor Industries Ltd.	----	24 Feb 10	24 Feb 10	05 May 10	
Genesis Worldwide Inc.	06 April 10	19 Apr 10	19 Apr 10	03 May 10	
Homeland Energy Group Ltd.	06 April 10	19 Apr 10	19 Apr 10		
Virgin Metal Inc.	07 April 10	20 Apr 10	20 Apr 10	29 Apr 10	
Redline Communications Group Inc.	07 April 10	19 Apr 10	19 Apr 10		
Synergex Corporation	08 Apr 10	20 Apr 10	20 Apr 10		
Phonetime Inc.	15 Apr 10	27 Apr 10	27 Apr 10		
Freeport Capital Inc.	05 May 10	17 May 10			

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Chapter 7

Insider Reporting

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

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

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

Chapter 8

Notice of Exempt Financings

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

Transaction Date	# of Purchasers	Issuer/Security	Total Purchase Price ($)	# of Securities Distributed
02/03/2010	5	2224164 Ontario Inc. - Units	5,067,499.50	N/A
01/28/2010	7	2227352 Ontario Inc. - Common Shares	204,000.00	N/A
04/01/2010 to 04/09/2010	1	80/20 Solutions Inc. - Preferred Shares	150,000.00	N/A
04/08/2010	70	824239 B.C. Ltd. - Receipts	46,566,700.00	N/A
03/31/2010	86	ACM Commercial Mortgage Fund - Units	45,688,111.57	N/A
01/01/2009 to 12/31/2009	1	Acuity All Cap 30 Canadian Equity Fund - Units	5,461,500.00	351,692.88
01/01/2009 to 12/31/2009	1	Acuity Fixed Income Fund - Units	2,885,580.00	268,819.78
01/01/2009 to 12/31/2009	36	Acuity Pooled Diversified Income Fund - Units	11,188,935.76	684,444.06
01/01/2009 to 12/31/2009	5	Acuity Pooled Global High Income Fund - Units	260,750.00	37,515.34
01/01/2009 to 12/31/2009	532	Acuity Pooled High Income Fund - Units	27,138,769.30	1,651,250.25
03/26/2010	26	Advandtel Minerals (Canada) Ltd. - Units	227,500.00	455,000.00
03/26/2010	16	All Canadian Investment Corporation - Units	507,000.00	507.00
03/30/2010	81	Americas Petrogas Inc. - Common Shares	16,000,022.34	19,753,114.00
03/24/2010 to 03/29/2010	50	Arco Resources Corp. - Units	1,291,500.00	25,830,000.00
03/29/2010 to 04/09/2010	6	Biovest Corp. 1 - Common Shares	150,000.00	1,500,000.00
03/30/2010	65	BMW Canada Inc. - Notes	749,917,501.00	N/A
03/11/2010	1	BNP Paribas Arbitrage Issuance B.V. - Certificate	44,543.19	43.00
04/07/2010	2	BNP Paribas Arbitrage Issuance B.V. - Certificate	23,951.51	23.00
04/08/2010	16	Bonnefield Canadian Farmland LP I - Limited Partnership Units	5,775,000.00	5,775.00
03/26/2010 to 04/06/2010	21	Calston Exploration Inc. - Common Shares	1,195,000.00	11,950,000.00
03/12/2010	24	Canadian Platinum Corp. - Common Shares	1,087,040.00	10,046,168.00
03/30/2010	71	Canasur Gold Limited - Units	582,300.00	N/A

Transaction Date	# of Purchasers	Issuer/Security	Total Purchase Price ($)	# of Securities Distributed
04/01/2010	1	Capital Direct I Income Trust - Trust Units	50,000.00	5,000.00
03/26/2010	52	CareVest Capital Blended Mortgage Investment Corp. - Preferred Shares	2,250,256.00	2,250,256.00
03/18/2010 to 03/19/2010	23	CareVest First Mortgage Investment Corporation - Preferred Shares	862,653.00	862,653.00
03/03/2010	60	Centurion Apartment Real Estate Investment Trust - Units	928,570.00	92,857.00
01/01/2009 to 12/31/2009	181	CGOV Balanced Fund - Units	8,838,551.56	N/A
01/01/2009 to 12/31/2009	24	CGOV Balanced Fund - Units	4,242,009.81	N/A
01/01/2009 to 12/31/2009	11	CGOV Canadian Equity Fund - Units	747,740.28	N/A
01/01/2009 to 12/31/2009	11	CGOV Canadian Equity Fund - Units	859,056.94	N/A
01/01/2009 to 12/31/2009	6	CGOV Enhanced Yield Fund - Units	306,119.48	N/A
01/01/2009 to 12/31/2009	242	CGOV Equity Fund - Units	21,664,134.36	N/A
01/01/2009 to 12/31/2009	53	CGOV Equity Fund - Units	16,458,597.07	N/A
01/01/2009 to 12/31/2009	85	CGOV Equity Income Fund - Units	8,763,912.77	N/A
01/01/2009 to 12/31/2009	27	CGOV Equity Income Fund - Units	7,308,323.95	N/A
01/01/2009 to 12/31/2009	165	CGOV Fixed Income Fund - Units	17,249,449.74	N/A
01/01/2009 to 12/31/2009	43	CGOV Fixed Income Fund - Units	22,484,996.29	N/A
01/01/2009 to 12/31/2009	4	CGOV Focused 15 Fund - Units	45,674.00	N/A
01/01/2009 to 12/31/2009	1	CGOV Private Equity Fund - Units	42,920.00	N/A
01/01/2009 to 12/31/2009	1	CGOV U.S> Equity Fund - Units	30,067.50	N/A
01/01/2009 to 12/31/2009	10	CGOV U.S> Equity Fund - Units	1,472,902.60	N/A
04/01/2010	12	China 88 Capital Corp. - Common Shares	195,000.00	1,950,000.00
04/06/2010	25	CHOP Exploration Inc. - Common Shares	272,899.96	3,765,000.00
03/26/2010	2	Clairvest Equity Partners IV Limited Partnership - Units	15,000,000.00	15,000.00
04/12/2010	87	Compass Gold Corporation - Common Shares	2,000,000.00	13,333,331.00

Transaction Date	# of Purchasers	Issuer/Security	Total Purchase Price ($)	# of Securities Distributed
04/01/2010	86	Coral Gold Resources Ltd. - Units	2,884,815.00	5,245,120.00
03/30/2010	22	Cortex Business Solutions Inc. - Common Shares	7,000,000.00	14,000,000.00
04/01/2010	5	Crosshair Exploration & Mining Corp. - Units	1,499,999.60	N/A
04/01/2010	12	Development Notes Limited Partnership - Units	1,425,304.00	1,425,304.00
04/07/2010 to 04/08/2010	46	Diadem Resources Ltd. - Units	450,000.00	8,818,182.00
03/26/2010	77	EACOM Timber Corporation - Receipts	145,000,000.00	290,000,000.00
04/06/2010	3	Electric Metals Inc. - Common Shares	116,250.00	775,000.00
03/31/2010	4	Element General Partner Ltd. - Units	211.39	N/A
03/31/2010	3	Element Holdings L.P. - Limited Partnership Units	200,627,864.50	N/A
10/14/2009	6	Enerworks Inc. - Notes	2,000,000.00	N/A
04/06/2010	9	Enerworks Inc. - Notes	400,000.00	N/A
03/18/2010	47	Exploration Syndicate Inc. - Flow-Through Shares	973,750.00	N/A
04/01/2010	1	First Leaside Expansion Limited Partnership - Units	10,183.00	10,183.00
04/01/2010	7	First Leaside Wealth Management Inc. - Preferred Shares	438,933.00	438,933.00
03/25/2010 to 04/03/2010	223	Fisgard Capital Corporation - Common Shares	1,469,280.49	1,173,884.00
04/07/2010	84	Fission Energy Corp. - Units	9,210,450.00	N/A
03/15/2010	1	Forbes & Manhattan (Coal) Inc. - Common Shares	500,000.00	1,000,000.00
11/25/2009	1	Forbes & Manhattan (Coal) Inc. - Common Shares	500,000.00	10,000,000.00
04/07/2010	1	ForceLogix Technologies Inc. - Common Shares	150,285.00	2,003,800.00
04/01/2010	37	Global Uranium Corporation - Units	900,000.00	7,500,002.00
04/01/2010	72	Gold Standard Ventures Corp. - Receipts	2,695,249.00	N/A
01/28/2010	22	Goldgroup Resources Inc. - Common Shares	6,060,000.00	6,060,000.00
03/31/2010	25	Grand Power Logistics Group Inc. - Units	1,697,050.00	N/A
04/01/2010	1	Haldimand County Hydro Inc. - Debentures	10,253,356.00	N/A
03/15/2010	3	HarbourVest Partners IX- Cayman Venture Fund L.P. - Limited Partnership Interest	70,497,300.00	69,000,000.00
03/15/2010	1	HarbourVest Partners IX-Cayman Buyout Fund L.P. - Limited Partnership Interest	29,200,620.00	28,600,000.00

Transaction Date	# of Purchasers	Issuer/Security	Total Purchase Price ($)	# of Securities Distributed
03/15/2010	1	HarbourVest Partners IX-Cayman Credit Opportunities Fund L.P. - Limited Partnership Interest	9,706,150.00	9,500,000.00
03/30/2010	3	HTX Minerals Corp. - Flow-Through Shares	400,000.00	800,000.00
04/06/2010	89	Hudson Resources Inc. - Units	5,000,000.00	6,250,000.00
04/05/2010 to 04/12/2010	5	IGW Mortgage Investment Corporation - Preferred Shares	340,462.52	N/A
04/08/2010 to 04/13/2010	9	IGW Real Estate Investment Trust - Trust Units	418,939.08	418,877.20
03/31/2010	1	Knight Resources Ltd. - Flow-Through Shares	600,000.00	2,727,272.00
03/26/2010	4	Landen Capital Corp. - Common Shares	1,562,500.00	N/A
01/01/2009 to 12/31/2009	43	Manion Wilkins & Associates Ltd. - Units	250,147,193.00	1,275,232.00
03/26/2010	2	Martin Midstream Partners L.P. - Notes	1,971,880.00	2,000.00
03/25/2010	18	McBiotech LLC - Units	4,750,029.39	910,000.00
03/26/2010	42	McConachie Development Investment Corporation - Units	704,200.00	70,420.30
03/26/2010	4	McConachie Development Limited Corporation - Units	1,156,200.00	115,620.00
03/26/2010	7	Melkart Master Limited Partnership No. 1 - Limited Partnership Units	2,400,000.00	2,400,000.00
04/01/2010	1	Milton Hydro Distribution Inc. - Debentures	3,165,057.00	N/A
03/17/2010	3	Milyoni Inc. - Preferred Shares	507,714.00	1,589,824.00
04/01/2010	15	Miraculins Inc. - Units	510,000.00	10,200,000.00
03/26/2010	113	Mosquito Consolidated Gold Mines Limited - Units	5,134,700.00	5,134,700.00
04/08/2010	1	Munchkin Inc. - Common Shares	45,090,000.00	N/A
02/11/2010 to 02/18/2010	9	Myotis Wireless Inc. - Common Shares	213,750.00	N/A
03/05/2010	14	Naurex Inc. - Units	746,949.00	N/A
02/01/2010 to 04/01/2010	3	New Haven Mortgage Income Fund (I) Inc. - Units	75,700.00	N/A
04/09/2010	2	Newcastle Minerals Ltd. - Common Shares	39,600.00	440,000.00
03/29/2010	86	Nextraction Energy Corp. - Units	4,240,000.00	4,240,000.00
04/01/2010	35	Novus Gold Corp. - Flow-Through Shares	3,105,000.00	7,762,500.00
03/12/2010	52	Philippine Metals Corp. - Receipts	819,900.00	1,822,000.00
03/30/2010	3	Plenary Roads Winnipeg GP - Notes	14,476,000.00	N/A

Transaction Date	# of Purchasers	Issuer/Security	Total Purchase Price ($)	# of Securities Distributed
01/01/2009 to 12/31/2009	1	Private Client Balanced Income Portfolio - Units	20,000.00	1,990.37
01/01/2009 to 12/31/2009	24	Private Client Balanced Portfolio - Units	684,478.32	61,219.74
01/01/2009 to 12/31/2009	170	Private Client Bond Portfolio - Units	14,881,883.84	1,421,285.15
01/01/2009 to 12/31/2009	179	Private Client Canadian Equity Income & Growth Portfolio II - Units	1,811,056.29	159,903.00
01/01/2009 to 12/31/2009	147	Private Client Canadian Equity Portfolio - Units	1,004,098.76	76,811.12
01/01/2009 to 12/31/2009	158	Private Client High Yield Bond Portfolio - Units	3,142,978.91	318,157.73
01/01/2009 to 12/31/2009	272	Private Client Money Market Portfolio - Units	38,704,034.14	3,869,365.94
01/01/2009 to 12/31/2009	109	Private Client Short Term Bond Portfolio - Units	7,201,644.40	697,838.41
01/01/2009 to 12/31/2009	135	Private Client Small Cap Portfolio II - Units	970,189.90	99,549.00
01/01/2009 to 12/31/2009	3	Private Client US Money Market Portfolio - Units	1,648,619.76	153,796.80
03/31/2010	18	Prophecy Resource Corp. - Units	3,344,505.45	6,080,919.00
03/26/2010	1	Puget Ventures Inc. - Common Shares	248,000.00	1,550,000.00
04/01/2010	1	Queen's University at Kingston - Debentures	75,000,000.00	N/A
03/31/2010	95	Realm Energy International Corporation - Units	2,361,500.00	9,446,000.00
04/06/2010	8	Redwater Energy Corp. - Common Shares	329,510.10	1,098,367.00
03/24/2010	16	Reg Technologies Inc. - Units	246,499.95	1,643,333.00
03/26/2010	17	Ringbold Ventures Ltd. - Common Shares	501,000.00	2,780,000.00
04/01/2010	47	Rome Resources Ltd. - Units	1,000,000.00	4,000,000.00
03/31/2010	3	Sanderson Farms Inc. - Common Shares	2,960,474.00	55,000.00
04/01/2010 to 04/09/2010	32	Savant Explorations Ltd. - Flow-Through Shares	934,400.00	9,057,777.00
02/04/2010 to 03/10/2010	15	Selkirk Power Company Ltd. - Common Shares	610,668.00	152,667.00
04/03/2010	1	Sigorian Capital Holding Inc. - Common Shares	100,000.00	66,667.00
03/31/2010	2	Sigorian Capital Holding Inc. - Common Shares	50,000.00	66,666.00
03/30/2010	100	Sonic Technology Solutions Inc. - Units	4,012,739.55	N/A
01/22/2010	24	Spider Resources Inc. - Flow-Through Shares	589,400.20	N/A

Transaction Date	# of Purchasers	Issuer/Security	Total Purchase Price ($)	# of Securities Distributed
01/22/2010	46	Spider Resources Inc. - Units	1,165,500.00	N/A
03/03/2010	1	Spirit Ridge Residence Club Limited Partnership - Limited Partnership Units	25,000.00	1.00
09/30/2009	60	StageVentures 2009 Limited Partnership - Limited Partnership Units	6,770,960.00	6,328.00
12/30/2009	11	StageVentures 2009 No. 2 Limited Partnership - Limited Partnership Units	2,713,520.00	2,536.00
03/25/2010	107	Tasman Metals Ltd. - Units	3,000,000.00	N/A
03/30/2010	6	Temujin Mining Corp. - Units	15,000,000.95	27,272,729.00
04/13/2010	8	TerraX Minerals Inc. - Common Shares	15,000.00	150,000.00
01/01/2009 to 12/01/2009	5	The Alpha Scout Fund LP - Units	1,050,000.00	1,050.00
03/31/2010	1	The Veritas Capital Fund IV, L.P. - Limited Partnership Interest	15,126,150.00	15,126,150.00
04/01/2010	15	Timbercreek Mortgage Investment Corporation - Common Shares	11,865,000.00	1,186,500.00
03/30/2010	69	Trade Winds Ventures Inc. - Units	3,300,000.00	22,000,000.00
03/31/2010	46	Triton Energy Corp. - Common Shares	7,502,000.00	34,100,000.00
03/25/2010	18	Tumi Resources Limited - Units	300,000.00	3,000,000.00
06/11/2009 to 04/08/2010	4	UBS (CH) Equity Fund USA - Special Trust Securities	138,368.14	192.14
03/30/2010	16	Union Agriculture Group Corp. - Common Shares	7,533,275.33	N/A
03/31/2010 to 04/06/2010	4	Upper Canada Explorations Limited - Units	93,124.95	N/A
04/06/2010	2	Utilitran Corporation - Warrants	600,000.00	N/A
03/31/2010	1	Value Partners Investments Inc. - Common Shares	15,180.00	2,000.00
03/17/2010	3	Virginia Energy Resources Inc. - Common Shares	400,000.00	1,333,333.00
03/31/2010	26	Vision Critical Communications Inc. - Preferred Shares	2,850,000.00	1,140,000.00
03/31/2010	13	VIVA Source Corp. - Warrants	174,000.00	N/A
03/31/2010	19	Vortaloptics Inc. - Common Shares	549,371.54	N/A
02/22/2010	3	W12BE Limited - Common Shares	150,000.00	75,000.00
03/26/2010	45	Walton AZ Verona Investment Corporation - Common Shares	652,600.00	65,260.00
03/26/2010	2	Walton AZ Verona Limited Partnership - Limited Partnership Units	667,907.57	65,417.00
03/26/2010	301	Walton Southern U.S. Land Investment	5,242,360.00	524,236.00

Transaction Date	# of Purchasers	Issuer/Security	Total Purchase Price ($)	# of Securities Distributed
		Corporation - Common Shares		
03/26/2010	40	Walton Southern U.S. Land LP - Limited Partnership Units	7,112,234.95	696,595.00
03/26/2010	30	Walton TX Austin Land Investment Corporation - Common Shares	334,070.00	33,407.00
04/01/2010 to 04/05/2010	7	Wimberly Fund - Trust Units	316,367.00	316,367.00
03/22/2010 to 04/12/2010	19	Yangaroo Inc. - Units	818,000.00	818.00
04/01/2010 to 04/08/2010	69	Zodiac Exploration Corp. - Units	5,466,960.00	N/A

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Chapter 11

IPOs, New Issues and Secondary Financings

Issuer Name:
Alaris Royalty Corp.
Principal Regulator - Alberta
Type and Date:
Preliminary Short Form Prospectus dated May 3, 2010
NP 11-202 Receipt dated May 3, 2010
Offering Price and Description:
$14,400,000.00 - 1,600,000 Common Shares Price: $9.00 per Common Share
Underwriter(s) or Distributor(s):
Acumen Capital Finance Partners Limited
CIBC World Markets Inc.
Raymond James Ltd.
Canaccord Financial Ltd.
Cormark Securities Inc.
Promoter(s):
-
Project #1574799

Issuer Name:
American Manganese Inc.
Principal Regulator - British Columbia
Type and Date:
Preliminary Short Form Prospectus dated April 28, 2010
NP 11-202 Receipt dated April 28, 2010
Offering Price and Description:
$5,000,000.00 - * Units - Price
Underwriter(s) or Distributor(s):
Pope & Company Limited
Promoter(s):
-
Project #1563778

Issuer Name:
BNK Petroleum Inc.
Principal Regulator - Alberta
Type and Date:
Preliminary Short Form Prospectus dated April 29, 2010
NP 11-202 Receipt dated April 29, 2010
Offering Price and Description:
$45,030,000.00 - 15,800,000 Common Shares Price: $2.85 per Offered Share
Underwriter(s) or Distributor(s):
Macquarie Capital Markets Canada Ltd.
Canaccord Financial Ltd.
Barclays Capital Canada Inc.
BMO Nesbitt Burns Inc.
GMP Securities L.P.
UBS Securities Canada Inc.
Promoter(s):
-
Project #1571732

Issuer Name:
CANADIAN RESOURCES INCOME TRUST
Principal Regulator - Ontario
Type and Date:
Preliminary Short Form Prospectus dated April 30, 2010
NP 11-202 Receipt dated April 30, 2010
Offering Price and Description:
Warrants to Subscribe for up to * Units Price: $ * per Unit
Underwriter(s) or Distributor(s):
Scotia Capital Inc.
Promoter(s):
-
Project #1572526

Issuer Name:
Criterion REIT Income Fund
Principal Regulator - Ontario
Type and Date:
Preliminary Simplified Prospectus dated May 3, 2010
NP 11-202 Receipt dated May 3, 2010
Offering Price and Description:
Class A and F Units
Underwriter(s) or Distributor(s):
-
Promoter(s):
Criterion Investments Inc.
Project #1574727

Issuer Name:
Credit Suisse AG
Principal Regulator - Ontario
Type and Date:
Preliminary Base Shelf Prospectus dated May 3, 2010
NP 11-202 Receipt dated May 4, 2010
Offering Price and Description:
Cdn. $4,000,000,000.00 - Medium Term Notes (Unsecured) Rates on Application
Underwriter(s) or Distributor(s):
-
Promoter(s):
-
Project #1574979

Issuer Name:
EarthRenew Corporation
Principal Regulator - Alberta
Type and Date:
Preliminary Long Form Prospectus dated April 29, 2010
NP 11-202 Receipt dated
Offering Price and Description:
$50,000,000.00 - * Common Shares Price: $* per Common Share
Underwriter(s) or Distributor(s):
RBC Dominion Securities Inc.
BMO Nesbitt Burn Inc.
Canaccord Financial Ltd.
Jacob Securities Inc.
Thomas Weisel Partners Canada Inc.
Promoter(s):
-
Project #1572170

Issuer Name:
Emera Incorporated
Principal Regulator - Nova Scotia
Type and Date:
Preliminary Base Shelf Prospectus dated May 3, 2010
NP 11-202 Receipt dated May 3, 2010
Offering Price and Description:
$500,000,000.00:
Debt Securities (unsecured)
First Preferred Shares
Second Preferred Shares
Underwriter(s) or Distributor(s):
-
Promoter(s):
-
Project #1574428

Issuer Name:
FAMILY MEMORIALS INC.
Principal Regulator - Ontario
Type and Date:
Preliminary Short Form Prospectus dated April 27, 2010
NP 11-202 Receipt dated April 28, 2010
Offering Price and Description:
$800,000.00 - Minimum 10,000,000 Common Shares; $1,600,000.00 - Maximum 20,000,000 Common Shares Price: $0.08 per Common Share
Underwriter(s) or Distributor(s):
Macquarie Private Wealth Inc.
Promoter(s):
Scott C. Kellaway
Project #1569415

Issuer Name:
Ford Floorplan Auto Securitization Trust
Principal Regulator - Ontario
Type and Date:
Preliminary Base Shelf Prospectus dated April 28, 2010
NP 11-202 Receipt dated April 29, 2010
Offering Price and Description:
Up to $1,000,000,000.00 of Asset-Backed Notes
Underwriter(s) or Distributor(s):
-
Promoter(s):
Ford Credit Canada Limited
Project #1570420

Issuer Name:
Genworth MI Canada Inc.
Principal Regulator - Ontario
Type and Date:
Preliminary Base Shelf Prospectus dated April 29, 2010
NP 11-202 Receipt dated April 29, 2010
Offering Price and Description:
$1,500,000,000.00:
Debt Securities
Preferred Shares
Common Shares
Subscription Receipts
Warrants
Units
Underwriter(s) or Distributor(s):
-
Promoter(s):
-
Project #1570490

Issuer Name:
Harvest Canadian Income & Growth Fund
Principal Regulator - Ontario
Type and Date:
Preliminary Long Form Prospectus dated April 27, 2010
NP 11-202 Receipt dated April 28, 2010
Offering Price and Description:
Maximum: $ * (* Units) Price: $12.00 per Unit (Minimum Purchase: 200 Units)
Underwriter(s) or Distributor(s):
BMO Nesbitt Burns Inc.
CIBC World Markets Inc.
RBC Capital Markets
Scotia Capital Inc.
HSBC Securities (Canada) Inc.
Dundee Securities Corporation
Raymond James Ltd.
Canaccord Financial Ltd.
Macquarie Capital Markets (Canada) Ltd.
Wellington West Capital Markets Inc.
Desjardins Securities Inc.
Industrial Alliance Securities Inc.
Promoter(s):
Harvest Portfolios Group Inc.
Project #1569934

Issuer Name:
IG FI International Equity Class
IG FI U.S. Large Cap Equity Class
Principal Regulator - Manitoba
Type and Date:
Preliminary Simplified Prospectus dated April 30, 2010
NP 11-202 Receipt dated May 3, 2010
Offering Price and Description:
Series A Shares and Series B Shares
Underwriter(s) or Distributor(s):
Investors Group Financial Services Inc.
Investors Group Securities Inc.
Investors Group Financial Services Inc. and Investors Group Securities Inc.
Promoter(s):
I.G. Investment Management, Ltd.
Project #1572749

Issuer Name:
IG FI International Equity Fund
IG FI U.S. Large Cap Equity Fund
Principal Regulator - Manitoba
Type and Date:
Preliminary Simplified Prospectus dated April 30, 2010
NP 11-202 Receipt dated May 3, 2010
Offering Price and Description:
Series A, B and C Units
Underwriter(s) or Distributor(s):
Investors Group Financial Services Inc.
Investors Group Securities Inc.
Investors Group Financial Services Inc. and Investors Group Securities Inc.
Promoter(s):
I.G. Investment Management Ltd.
Project #1572934

Issuer Name:
MAG Silver Corp.
Principal Regulator - British Columbia
Type and Date:
Preliminary Short Form Prospectus dated April 30, 2010
NP 11-202 Receipt dated April 30, 2010
Offering Price and Description:
$32,015,250.00 - 4,185,000 Common Shares Price: $7.65 Per Offered Share
Underwriter(s) or Distributor(s):
BMO Nesbitt Burns Inc.
Macquarie Capital Markets Canada Ltd.
Canaccord Financial Ltd.
Raymond James Ltd.
Promoter(s):
-
Project #1573021

Issuer Name:
Med BioGene Inc.
Principal Regulator - British Columbia
Type and Date:
Amended and Restated Preliminary Short Form Prospectus dated April 23, 2010
NP 11-202 Receipt dated April 28, 2010
Offering Price and Description:
$* - 2,777,778 Common Shares Price: $* per Common Share
Underwriter(s) or Distributor(s):
Dundee Securities Corporation
Promoter(s):
-
Project #1520094

Issuer Name:
Nova Scotia Power Incorporated
Principal Regulator - Nova Scotia
Type and Date:
Preliminary Base Shelf Prospectus dated May 3, 2010
NP 11-202 Receipt dated May 3, 2010
Offering Price and Description:
$500,000,000.00 - Debt Securities (unsecured)
Underwriter(s) or Distributor(s):
-
Promoter(s):
-
Project #1574454

Issuer Name:
Novus Energy Inc.
Principal Regulator - Alberta
Type and Date:
Preliminary Short Form Prospectus dated May 3, 2010
NP 11-202 Receipt dated May 3, 2010
Offering Price and Description:
$25,003,000.00 - 22,730,000 Common Shares Price: $1.10 per Common Share
Underwriter(s) or Distributor(s):
Cormark Securities Inc.
GMP Securities L.P.
Canaccord Financial Ltd.
Haywood Securities Inc.
Mackie Research Capital Corporation
CIBC World Markets Inc.
Clarus Securities Inc.
Raymond James Ltd.
Desjardins Securities Inc.
Jennings Capital Inc.
Jacobs Securities Inc.
Thomas Weisel Partners Canada Inc.
Promoter(s):
-
Project #1574844

Issuer Name:
O'Leary Advantaged Tactical Global Corporate Bond Fund
Principal Regulator - Quebec
Type and Date:
Amended and Restated Preliminary Long Form Prospectus dated April 28, 2010
NP 11-202 Receipt dated April 28, 2010
Offering Price and Description:
$* (*) Maximum $12.00 per Unit
Underwriter(s) or Distributor(s):
CIBC World Markets Inc.
RBC Dominion Securities Inc.
BMO Nesbitt Burns Inc.
Canaccord Financial Ltd.
National Bank Financial Inc.
HSBC Securities (Canada) Inc.
Macquarie Capital Markets Canada Ltd.
Raymond James Ltd.
Wellington West Capital Markets Inc.
Dundee Securities Corporation
GMP Securities L.P.
Desjardins Securities Inc.
Manulife Securities Incorporated
MGI Securities Inc.
Mackie Research Capital Corporation
Promoter(s):
O'Leary Funds Management LP
Project #1568442

Issuer Name:
O'Leary Bond Portfolio Trust
Principal Regulator - Quebec
Type and Date:
Preliminary Long Form Prospectus dated April 27, 2010
NP 11-202 Receipt dated April 29, 2010
Offering Price and Description:
$12.00 (One Unit) - Price: $12.00 per Unit - Offering: One Unit
Underwriter(s) or Distributor(s):
-
Promoter(s):
O'Leary Funds Management L.P.
Project #1569990

Issuer Name:
Petrowest Energy Services Trust
Principal Regulator - Alberta
Type and Date:
Preliminary Short Form Prospectus dated April 30, 2010
NP 11-202 Receipt dated April 30, 2010
Offering Price and Description:
$ * - Offering of Rights to Subscribe for * Trust Units at a Price of $ * per Trust Unit and * Subordinated Units at a Price of $ * per Subordinated Unit
Underwriter(s) or Distributor(s):
Mackie Research Capital Corporation
Promoter(s):
-
Project #1573554

Issuer Name:
Renegade Petroleum Ltd.
Principal Regulator - Alberta
Type and Date:
Preliminary Short Form Prospectus dated May 3, 2010
NP 11-202 Receipt dated May 3, 2010
Offering Price and Description:
11,430,000 Common Shares issuable on exchange of outstanding Subscription Receipts Price: $3.50 per Subscription Receipt
Underwriter(s) or Distributor(s):
GMP Securities L.P.
Genuity Capital Markets
Dundee Securities Corporation
Macquarie Capital Markets Canada Ltd.
Paradigm Capital Inc.
FirstEnergy Capital Corp.
Peters & Co. Limited
Promoter(s):
-
Project #1574852

Issuer Name:
Sentry Select Lazard Global Infrastructure Fund
Sentry Select Tactical Bond Capital Yield Class
Sentry Select Tactical Bond Fund
Principal Regulator - Ontario
Type and Date:
Preliminary Simplified Prospectus dated April 30, 2010
NP 11-202 Receipt dated May 3, 2010
Offering Price and Description:
Series A, Series F and Series I
Underwriter(s) or Distributor(s):
Sentry Select Capital Inc.
Promoter(s):
Sentry Select Capital Inc.
Project #1573012

Issuer Name:
Southern Pacific Resource Corp.
Principal Regulator - Alberta
Type and Date:
Preliminary Short Form Prospectus dated April 30, 2010
NP 11-202 Receipt dated April 30, 2010
Offering Price and Description:
$100,800,000.00 - 84,000,000 Common Shares Price: $1.20 per Common Share
Underwriter(s) or Distributor(s):
BMO Nesbitt Burns
TD Securities Inc.
Raymond James Ltd.
RBC Dominion Securities Inc.
Canaccord Financial Ltd.
Acumen Capital Finance Partners Limited
Byron Securities Limited
Promoter(s):
David M. Antony
Project #1573089

Issuer Name:
Stantec Inc.
Principal Regulator - Alberta
Type and Date:
Preliminary Base Shelf Prospectus dated May 3, 2010
NP 11-202 Receipt dated May 3, 2010
Offering Price and Description:
$300,000,000.00 - Common Shares
Underwriter(s) or Distributor(s):
-
Promoter(s):
-
Project #1574734

Issuer Name:
Tahoe Resources Inc.
Principal Regulator - British Columbia
Type and Date:
Preliminary Long Form Prospectus dated May 3, 2010
NP 11-202 Receipt dated May 3, 2010
Offering Price and Description:
$ * - * Common Shares Price: $ * per Common Share
Underwriter(s) or Distributor(s):
GMP Securities L.P.
Genuity Capital Markets
Promoter(s):
C. Kevin McArthur
Project #1574564

Issuer Name:
The Toronto-Dominion Bank
Principal Regulator - Ontario
Type and Date:
Preliminary Base Shelf Prospectus dated April 30, 2010
NP 11-202 Receipt dated April 30, 2010
Offering Price and Description:
$2,000,000,000.00 - Senior Medium Term Notes
Underwriter(s) or Distributor(s):
TD Securities Inc.
Promoter(s):
-
Project #1572416

Issuer Name:
TimberWest Forest Corp.
Principal Regulator - British Columbia
Type and Date:
Preliminary Short Form Prospectus dated May 3, 2010
NP 11-202 Receipt dated May 3, 2010
Offering Price and Description:
$60,000,000.00 - 12,000,000 Stapled Units Price: $5.00 per Unit
Underwriter(s) or Distributor(s):
BMO Nesbitt Burns Inc.
Promoter(s):
-
Project #1574698

Issuer Name:
VistaGen Therapeutics, Inc.
Principal Regulator - Ontario
Type and Date:
Preliminary Long Form Prospectus dated April 28, 2010
NP 11-202 Receipt dated April 29, 2010
Offering Price and Description:
$* - * Common Shares Price: $* per Common Share
Underwriter(s) or Distributor(s):
Desjardins Securities Inc.
Promoter(s):
-
Project #1570822

Issuer Name:
Viterra Inc.
Principal Regulator - Saskatchewan
Type and Date:
Preliminary Short Form Prospectus dated May 4, 2010
NP 11-202 Receipt dated May 4, 2010
Offering Price and Description:
$ * - * % Senior Unsecured Notes, Series 2010-1, due May * , 2020
Underwriter(s) or Distributor(s):
TD Securities Inc.
RBC Dominion Securities Inc.
CIBC World Markets Inc.
HSBC Securities (Canada) Inc.
J.P. Morgan Securities Canada Inc.
Morgan Stanley Canada Limited
Scotia Capital Inc.
Merrill Lynch Canada Inc.
BMO Nesbitt Burns Inc.
National Bank Financial Inc.
Societe Generale Valeurs Mobilieres Inc.
Promoter(s):
-
Project #1575377

Issuer Name:
Angle Energy Inc.
Principal Regulator - Alberta
Type and Date:
Final Short Form Prospectus dated April 28, 2010
NP 11-202 Receipt dated April 28, 2010
Offering Price and Description:
$40,810,000.00 - 5,300,000 Common Shares $7.70 per Common Share Price: $7.70 per Offered Share
Underwriter(s) or Distributor(s):
FirstEnergy Capital Corp.
Cormark Securities Inc.
Dundee Securities Corporation
BMO Nesbitt Burns Inc.
Peters & Co. Limited
Wellington West Capital Markets Inc.
Promoter(s):
-
Project #1566808

Issuer Name:
Avion Gold Corporation
Principal Regulator - Ontario
Type and Date:
Final Short Form Prospectus dated May 3, 2010
NP 11-202 Receipt dated May 4, 2010
Offering Price and Description:
$25,080,000.00 - 41,800,000 Common Shares Price: $0.60 per Offered Share
Underwriter(s) or Distributor(s):
Canaccord Financial Ltd.
Cormark Securities Inc.
GMP Securities L.P.
Macquarie Capital Markets Canada Ltd.
Wellington West Capital Markets Inc.
Promoter(s):
-
Project #1568434

Issuer Name:
Bennett Environmental Inc.
Principal Regulator - Ontario
Type and Date:
Final Short Form Prospectus dated April 29, 2010
NP 11-202 Receipt dated April 29, 2010
Offering Price and Description:
$25,000,002.00 - 8,196,722 Units Price: $3.05 per Unit
Underwriter(s) or Distributor(s):
Jennings Capital Inc.
Cormark Securities Inc.
Promoter(s):
-
Project #1566518

Issuer Name:
BlackPearl Resources Inc.
Principal Regulator - Alberta
Type and Date:
Final Short Form Prospectus dated April 30, 2010
NP 11-202 Receipt dated April 30, 2010
Offering Price and Description:
$26,100,000.00 - 9,000,000 Common Shares PRICE: $2.90 PER OFFERED SHARE
Underwriter(s) or Distributor(s):
FirstEnergy Capital Corp.
GMP Securities L.P.
RBC Dominion Securities Inc.
Canaccord Financial Ltd.
Macquarie Capital Markets Canada Ltd.
Peters & Co. Limited
TD Securities Inc.
Promoter(s):
-
Project #1567872

Issuer Name:
BMO U.S. High Yield Bond Fund
(BMO Guardian U.S. High Yield Bond Fund Advisor Series)
BMO U.S. Dollar Monthly Income Fund
(BMO Guardian U.S. Dollar Monthly Income Fund Advisor Series, BMO Guardian U.S. Dollar
Monthly Income Fund Series F and BMO Guardian U.S. Dollar Monthly Income Fund Series T5)
BMO U.S. Special Equity Fund
(BMO Guardian U.S. Special Equity Fund Advisor Series)
BMO European Fund
(BMO Guardian European Fund Advisor Series and BMO Guardian European Fund Series T5)
Principal Regulator - Ontario
Type and Date:
Amendment #5 dated April 21, 2010 to the Simplified Prospectuses and Annual Information Form dated November 3, 2009
NP 11-202 Receipt dated April 29, 2010
Offering Price and Description:
-
Underwriter(s) or Distributor(s):
BMO Investments Inc.
Promoter(s):
BMO Investments Inc.
Project #1480290

Issuer Name:
Canacol Energy Ltd.
Principal Regulator - Alberta
Type and Date:
Final Short Form Prospectus dated April 28, 2010
NP 11-202 Receipt dated April 29, 2010
Offering Price and Description:
$50,000,250.00 - 66,667,000 Common Shares Per Common Share $0.75
Underwriter(s) or Distributor(s):
Canaccord Financial Ltd.
FirstEnergy Capital Corp.
Cormark Securities Inc.
Mackie Research Capital Corporation
Promoter(s):
Charle Gamba, Brian Hearst, Michael Hibberd & David Winter
Project #1566938

Issuer Name:
Connor, Clark & Lunn 2010 Flow-Through Limited Partnership
Principal Regulator - Ontario
Type and Date:
Final Long Form Prospectus dated April 27, 2010
NP 11-202 Receipt dated April 28, 2010
Offering Price and Description:
Maximum Offering: $50,000,000.00 (2,000,000 Units); Minimum Offering: $5,000,000.00 (200,000 Units) Price: $25.00 per Unit Minimum Purchase: $5,000 (200) Units
Underwriter(s) or Distributor(s):
BMO Nesbitt Burns Inc.
CIBC World Markets Inc.
RBC Dominion Securities Inc.
National Bank Financial Inc.
Scotia Capital Inc.
GMP Securities L.P.
Raymond James Ltd.
Canaccord Capital Financial Ltd.
HSBC Securities (Canada) Inc.
Manulife Securities Incorporated
Dundee Securities Corporation
Macquarie Capital Markets Canada Ltd.
Wellington West Capital Markets Inc.
Promoter(s):
Connor, Clark & Lunn Capital Markets Inc.
Project #1539290

Issuer Name:
Faircourt Exploration Flow-Through 2010 Limited Partnership
(Limited partnership Units)
Principal Regulator - Ontario
Type and Date:
Final Long Form Prospectus dated April 29, 2010
NP 11-202 Receipt dated April 30, 2010
Offering Price and Description:
Maximum Offering: $25,000,000.00 - 2,500,000 Units @ $10.00 per Unit; Minimum Offering: $3,500,000.00 - 350,000 Units @ $1.00 per Unit
Underwriter(s) or Distributor(s):
Canaccord Financial Ltd.
GMP Securities L.P.
HSBC Securities (Canada) Inc.
Raymond James Ltd.
Wellington West Capital Markets Inc.
Haywood Securities Inc.
Mackie Research Capital Corporation
Macquarie Capital Markets Canada Ltd.
Manulife Securities Incorporated
Promoter(s):
Faircourt Exploration Flow-Through 2010 Management Ltd.
Faircourt Asset Management Inc.
Project #1549647

Issuer Name:
Just Energy Income Fund
Principal Regulator - Ontario
Type and Date:
Final Short Form Prospectus dated April 28, 2010
NP 11-202 Receipt dated April 28, 2010
Offering Price and Description:
$330,000,000.00 - 6.0% Convertible Extendible Unsecured Subordinated Debentures Price: $1,000 per Debenture
Underwriter(s) or Distributor(s):
RBC Dominion Securities Inc.
GMP Securities L.P.
CIBC World Markets Inc.
National Bank Financial Inc.
Scotia Capital Inc.
TD Securities Inc.
Promoter(s):
-
Project #1566408

Issuer Name:
Lincluden Balanced Fund
Principal Regulator - Ontario
Type and Date:
Final Simplified Prospectus dated April 27, 2010
NP 11-202 Receipt dated April 29, 2010
Offering Price and Description:
Series A Untis, Series F Units, Series I Units and Series O Units @ Net Asset Value
Underwriter(s) or Distributor(s):
LINCLUDEN MANAGEMENT LIMITED
Lincluden Management Limited
Promoter(s):
LINCLUDEN MANAGEMENT LIMITED
Project #1548192

Issuer Name:
Man Canada AHL DP Investment Fund
Principal Regulator - Ontario
Type and Date:
Amended and Restated Long Form dated April 7, 2010 amending and restating the Long Form Prospectus dated November 12, 2009
NP 11-202 Receipt dated April 28, 2010
Offering Price and Description:
Class A Units, Class B Units, Class C Units, Class D Units, Class F Units, Class I Units, Class O Units, Class P Units, Class Q Units, Class R Units and Class S Units @ Net Asset Value
Underwriter(s) or Distributor(s):
-
Promoter(s):
Man Investments Canada Corp.
Project #1444657

Issuer Name:
Manulife Dividend Fund (Advisor Series, Series F, Series I, Series IT, Series O and Series T securities)
Manulife Monthly High Income Fund (Advisor Series, Series B, Series F, Series I, Series IT, Series O and Series T securities)
Manulife Strategic Income Fund (Advisor Series, Series F, Series I and Series O)
Principal Regulator - Ontario
Type and Date:
Amendment #2 dated April 23, 2010 to the Simplified Prospectuses and Annual Information Form dated August 19, 2009
NP 11-202 Receipt dated April 28, 2010
Offering Price and Description:
-
Underwriter(s) or Distributor(s):
Elliott & Page Limited
MFC Global Investment Management, a division of Elliott & Page Limited
Promoter(s):
Elliott & Page Limited
Project #1447932

Issuer Name:
NiMin Energy Corp.
Principal Regulator - Alberta
Type and Date:
Final Short Form Prospectus dated April 29, 2010
NP 11-202 Receipt dated April 29, 2010
Offering Price and Description:
Up to $10,000,000.00 - Up to 8,000,000 Common Shares
Underwriter(s) or Distributor(s):
Thomas Weisel Partners Canada Inc.
Promoter(s):
Clarence Cottman III
Project #1566638

Issuer Name:
Northern Rivers Conservative Growth Fund
Principal Regulator - Ontario
Type and Date:
Amendment #2 dated April 11, 2010 to the Simplified Prospectus and Annual Information Form dated August 21, 2009
NP 11-202 Receipt dated April 29, 2010
Offering Price and Description:
-
Underwriter(s) or Distributor(s):
-
Promoter(s):
Northern Rivers Capital Management Inc.
Project #1449456

Issuer Name:
Sandspring Resources Ltd.
Principal Regulator - Ontario
Type and Date:
Final Short Form Prospectus dated April 28, 2010
NP 11-202 Receipt dated April 28, 2010
Offering Price and Description:
$12,000,000.00 - 7,500,000 Common Shares Issuable on Exercise of 7,500,000 Special Warrants
Underwriter(s) or Distributor(s):
Mackie Research Capital Corporation
Cormark Securities Inc.
Byron Securities Limited
Fraser Mackenzie Limited
Macquarie Capital Markets Canada Ltd.
PI Financial Corp.
Promoter(s):
Richard Munson
Crescent Global Gold Ltd.
Project #1562982

Issuer Name:
TAG Oil Ltd
Principal Regulator - British Columbia
Type and Date:
Final Short Form Prospectus dated April 29, 2010
NP 11-202 Receipt dated April 29, 2010
Offering Price and Description:
$17,420,000.00 - 6,700,000 Units Per Offered Unit $2.60
Underwriter(s) or Distributor(s):
GMP Securities L.P.
Cormark Securities Inc.
Promoter(s):
-
Project #1565955

Chapter 12

Registrations

12.1.1 Registrants

Type	Company	Category of Registration	Effective Date
Name Change	From: ODL Securities (Canada) Ltd. To: HFX Markets Ltd.	Exempt Market Dealer	April 2, 2010
Change of Category	Focus Asset Management Ltd.	From: Portfolio Manager To: Portfolio Manager and Investment Fund Manager	April 28, 2010
Change in Registration Category	Timbercreek Investment Management Inc.	From: Exempt Market Dealer and Portfolio Manger To: Exempt Market Dealer, Portfolio Manager, and Investment Fund Manager	April 29, 2010
Consent to Suspension	Behr & Associates Inc.	Exempt Market Dealer	April 29, 2010
Change in Registration Category	Resolute Funds Limited	From: Portfolio Manger To: Portfolio Manager and Investment Fund Manager	April 30, 2010
Consent to Suspension	Resource Capital Partners Inc.	Exempt Market Dealer	April 30, 2010
Change in Registration Category	Desjardins Gestion Internationale d'Actifs Inc. / Desjardins Global Asset Management Inc.	From: Exempt Market Dealer, Portfolio Manger, and Commodity Trading Manager To: Exempt Market Dealer, Portfolio Manger, Commodity Trading Manager and Investment Fund Manager	May 5, 2010

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Chapter 13

SROs, Marketplaces and Clearing Agencies

13.3 Clearing Agencies

13.3.1 CDS Clearing and Depository Services Inc. – Technical Amendments to CDS Procedures

CDS CLEARING AND DEPOSITORY SERVICES INC. (CDS®)

TECHNICAL AMENDMENTS TO CDS PROCEDURES

Participating in CDS Services:

- Chapter 15 – Collateral Administration – Section 15.1.2 - Delivering U.S. dollar cash as collateral (update)
- Chapter 16 – Collateral Pools – Section 16.6 – Special margin collateral pools (update) and section 16.6.1 - New York Link/DTC Direct Link special margin participant funds (new)

New York Link Participant Procedures:

- Chapter 6 – New York Link participant funds

DTC Direct Link Participant Procedures:

- Chapter 1 – About the DTC Direct Link Service – Section 1.3 – Net debit caps (update)
- Chapter 4 – DTC Direct Link participant funds (update)

NOTICE OF EFFECTIVE DATE

A. DESCRIPTION OF THE CDS PROCEDURE AMENDMENTS

Background

CDS's New York Link (NYL) and DTC Direct Link (DDL) procedures were reviewed for accuracy and completeness by CDS staff. As a result of this review, the following two required amendments were identified relative to CDS's participant procedures.

Special Margin Collateral

Under certain conditions (e.g. if a participant is encountering financial difficulties), participants that subscribe to the NYL or DDL services may be asked to provide additional collateral (i.e. in addition to their NSCC participant fund for NYL, CDS participant fund for NYL and CDS participant fund for DDL requirements).

This additional (special) collateral is kept separate from the collateral related to the NSCC participant fund for NYL, CDS participant fund for NYL and CDS participant fund for DDL.

The NSCC special margin participant fund had been in place for the NSCC participant fund prior to the changes to the NYL and DDL services that went into effect on November 2, 2009, but it was not described in detail within CDS's external procedures.

This procedure amendment is intended to provide CDS participants with more detail relative to the NYL and DDL services related special margin participant funds.

DTC Net Debit Caps

On November 2, 2009 changes were made to the allocation of minimum and maximum DTC net debit caps to participants by CDS.

The amendments to the net debit cap procedure are designed to provide clarity relative to the minimum and maximum DTC net debit caps that are allocated by CDS to participants.

In the middle of September 2009, CDS provided the New York Link (NYL) and DTC Direct Link (DDL) participants with estimates of their CDS Participant Fund for New York Link and CDS Participant Fund for DTC Direct Link requirements that would be in effect for November 2, 2009.

When the NYL and DDL participants were first advised of what their participant fund requirements were expected to be on November 2, 2009, a number of them came back to CDS and asked if it would be possible to reduce the participant fund requirements.

CDS responded that reducing the maximum DTC net debit caps would be an option to consider in order to reduce their participant fund requirements and CDS subsequently provided the participants with revised participant fund requirements based on the proposed reduced DTC Net Debit Caps (NDCs). Participants had no concerns with reducing their NDCs since the optimization of amounts was based on actual activity and as the normal course of business participants with large DTC settlement activity have historically pre-funded their DTC settlements and it was clear that this would not have a material impact on their settlement activity.

CDS kept all NYL and DDL participants informed about the impact of lower NDCs on pre-funding and collateral requirements throughout the process and two CDS bulletins that contained information related to the changes to the DTC net debit caps were released on Oct 9 and Oct 30, 2009.

CDS decided to collateralize the maximum DTC net debit cap (NDC) for NYL and DDL similar to USD RCP. The maximum and minimum NDC amounts were determined based on the actual DTC settlement activity of sponsored participants. It was determined that participants with large settlement activity pre-fund their settlements at DTC despite having large NDC at DTC. Many smaller sized sponsored participants did not have enough DTC settlement activity to justify a minimum of $10 million NDC that is allocated by DTC. It was determined that the largest NDC of $20 million for NYL would provide be optimal in terms of leverage ratio and collateral requirements. It was also determined that the largest NDC of $10 million for DDL would be optimal in terms of leverage ratio and collateral requirements.

CDS proactively worked with participants to come to optimal NDCs and the recommended cap was accepted by all participants with no concerns.

At the end of September 2009, CDS's Board of Directors approved CDS's recommendation to reduce the maximum DTC net debit cap to USD 20.0 million.

CDS then provided the New York Link (NYL) and DTC Direct Link (DDL) participants with revised estimates of their CDS Participant Fund for New York Link and CDS Participant Fund for DTC Direct Link requirements that would be in effect for November 2, 2009.

CDS reduced the maximum DTC net debit cap to US$10.0 million for the DDL service, the minimum DTC net debit cap to US$0.0 million from US$10.0 million for the NYL & DDL services and the maximum DTC net debit cap for new NYL & DDL participants to US$1.0 million from US$10.0 million.

The reduction in the DTC net debit caps reduced the risk to CDS and reduced the participant fund requirements for the participants (i.e. the reduction in participant fund requirements more than offset the increase in pre-funding requirements). The lower NDCs also reduce CDS's payment and liquidity risk exposures at DTC. Since it was decided to collateralize largest NDCs in both NYL and DDL, lower NDCs reduce sponsored participants' collateral requirements.

Description of Proposed Amendments

The following amendments are proposed to CDS’s external procedures:

Participating in CDS Services:

- Chapter 15 Collateral Administration – Section 15.1.2 – Delivering U.S. dollar cash as collateral – information related to the special margin collateral pools has been added

- Chapter 16 Collateral Pools – Section 16.6 – Special margin collateral pools – Text has been removed because the Montreal Exchange no longer advises CDS and because early warning does not just apply to Canadian dollar collateral pool members

- Chapter 16 Collateral Pools – Section 16.6.1 – New York Link/DTC Direct Link special margin participant funds – A table and text has been added relative to the NYL and DDL services special margin participant funds

New York Link Participant Procedures:

- Chapter 6 – New York Link participant funds – Text has been added related to the CDS participant fund for NYL – Special Margin and the NSCC participant fund for NYL – Special Margin

DTC Direct Link Participant Procedures:

- Chapter 1 – About the DTC Direct Link Service – Section 1.3 – Net debit caps - Text is being amended to more clearly reflect changes that were implemented to the allocation of DTC net debit caps by CDS on November 2, 2009

- Chapter 4 – DTC Direct Link participant funds - Text has been added related to the CDS participant fund for DDL – Special Margin

The CDS Procedures marked for the amendments may be accessed at the CDS website at:

http://www.cds.ca/cdsclearinghome.nsf/Pages/-EN-blacklined?Open.

CDS Procedure Amendments are reviewed and approved by CDS's Strategic Development Review Committee ("SDRC"). The SDRC determines or reviews, prioritizes and oversees CDS-related systems development and other changes proposed by participants and CDS. The SDRC's membership includes representatives from the CDS Participant community and it meets on a monthly basis.

These amendments were reviewed and approved by the SDRC on March 18, 2010.

B. REASONS FOR TECHNICAL CLASSIFICATION

The amendments proposed pursuant to this Notice are considered to be technical amendments as they pertain to matters of a technical nature in routine operating procedures and administrative practices relating to the settlement services.

Also, as stated within the external procedures, 'CDS reserves the right to increase or decrease the net debit cap at its discretion', as such the proposed amendments related to DTC net debit caps are considered to be technical as they simply add additional detail around the changes that were made by CDS in November, 2009.

C. EFFECTIVE DATE OF THE CDS PROCEDURE AMENDMENT

Pursuant to Appendix A ("Rule Protocol Regarding The Review And Approval Of CDS Rules By The OSC") of the Recognition and Designation Order, as amended on November 1, 2006, and Annexe A ("Protocole d'examen et d'approbation des Règles de Services de Dépôt et de Compensation CDS Inc. par l'Autorité des marchés financiers") of AMF Decision 2006-PDG-0180, made effective on November 1, 2006, CDS has determined that the proposed amendments will become effective on a date subsequently determined by CDS, and as stipulated in the related CDS Bulletin.

D. QUESTIONS

Questions regarding this notice may be directed to:

Robert Argue
Senior Product Manager – CDS Product Development
CDS Clearing and Depository Services Inc.
85 Richmond Street West
Toronto, Ontario M5H 2C9

Telephone: (416) 365-3887
Fax: (416) 365-0842
Email: rargue@cds.ca

13.3.2 CDS Notice and Request for Comments – Material Amendments to CDS Rules – TRAX

CDS CLEARING AND DEPOSITORY SERVICES INC. ("CDS®")

MATERIAL AMENDMENTS TO CDS RULES

TRAX

NOTICE AND REQUEST FOR COMMENTS

A. DESCRIPTION OF THE PROPOSED AMENDMENTS TO CDS RULES

CDS is proposing amendments to its Rules to enable the implementation of TRAX™. TRAX is a newly developed web application to facilitate communications between transfer agents and participants. TRAX will promote dematerialization, as transactions will be processed electronically to reduce the need to issue, handle and cancel physical certificates.

TRAX will be linked to CDSX® in order to provide enhanced processing for deposit and withdrawal of CDSX securities. For deposits, TRAX can be used to facilitate treasury order transactions such as the exercise of stock options and global registry transfers (the movement of a position between registries maintained by the same transfer agent in two countries). For withdrawals, TRAX will facilitate the processing of transactions such as buy-backs.

For a deposit, the transfer agent will initiate the process with a message through TRAX to the participant that includes details of the anticipated deposit (such as the securities to be issued on exercise of an option) and client details. If the participant accepts the transaction (agreeing that the securities should be deposited into its CDSX account), then the securities will be directly registered into CDS nominee name and the deposit will be confirmed. If the particular security is NCI[1], then no certificate will be issued; if the issue is certificated, the certificate in CDS nominee name will be delivered to CDS. This replaces the current process, where the exercise of an option may require the transfer agent to issue a certificate in the name of the client, delivery of the certificate to the participant, re-delivery of the certificate by the participant for transfer into CDS nominee name on a deposit, and the subsequent cancellation of the certificate. For a global registry transfer, the transfer agent will use the same process to ensure the participant's CDSX position is updated on the effective date; the issuer's register will then be in balance with the CDSX position.

For a withdrawal, the participant initiates the process. On a buy-back, for example, the issuer's agent can use TRAX to manage its anticipated trades associated with the buy-back; the participant creates a withdrawal notice corresponding to each of its trades; as those trades settle, the participant confirms the withdrawal notice and the details are sent to the transfer agent through TRAX, including data indicating that the withdrawal is associated with the issuer buy-back. A withdrawal request is also created in CDSX by confirming the withdrawal notices. When the withdrawal request is received, the transfer agent confirms the withdrawal, and reduces the security position on the issuer's ledger (rather than issuing a certificate on withdrawal that would then have to be cancelled).

For any transaction request made through TRAX, the recipient may accept or reject the request. If the recipient does not take any action, the request is purged from the system after a few days.

The information on pending transactions available through TRAX will also benefit CDS. For example, the identification of buy-back transactions will enable CDS to manage discrepancies that can arise between its records and the records of the transfer agent if a corporate event occurs during a buy-back.

B. NATURE AND PURPOSE OF THE PROPOSED AMENDMENTS

The proposed Rule amendments add a definition of "TRAX", amend Rules 6 and 11 to include a description of TRAX requests, and define the responsibilities arising in TRAX (confirming that CDS is not responsible for the information transmitted or the performance of any request). The Rule amendments describe the TRAX functionality and obligations for all participants, including limited purpose transfer agent participants.

In reviewing the Rules to draft the TRAX amendments, attention was drawn to Rule 6.2.12. Pursuant to that Rule, each participant depositing a security into CDSX gives a guaranty to CDS and the transfer agent. The wording of the current Rule deals only with physical security certificates. The Rule has been revised to ensure that such a guaranty applies equally to the deposit of an uncertificated security. This is in line with the provisions of the provincial *Securities Transfer Acts* (Ontario Part IV; Quebec Division II).

[1] Non-certificated inventory.

C. IMPACT OF THE PROPOSED AMENDMENTS

The proposed Rule amendments will affect only those participants who decide to use TRAX.

C.1 Competition

The Rule and Procedure amendments and system changes are expected to have no impact on competition.

C.2 Risks and Compliance Costs

CDS has incurred costs in designing the new web application. Transfer agents will incur costs to integrate the new web application with their operating systems. Use of TRAX is not mandatory, so such costs will only be incurred by transfer agents who determine that the benefits of TRAX outweigh any costs. There is expected to be a reduction in both risk and costs for those participants and transfer agents who use TRAX, due to enhanced communication and the reduction in physical security movements.

C.3 Comparison to International Standards

TRAX is a messaging system that does not alter the functionality of CDSX; international standards for clearing agencies are not relevant.

D. DESCRIPTION OF THE RULE DRAFTING PROCESS

D.1 Development Context

CDS developed TRAX in response to a request from the transfer agent community to develop solutions to improve communication with participants and to reduce the handling of physical certificates. CDS convened a working group including representatives of participants and of transfer agents. The working group set parameters for TRAX to ensure that it met the objectives, that all necessary data could be communicated and that the TRAX processing could be readily integrated into the operations of participants and transfer agents.

D.2 Drafting Process

Each amendment to the CDS Participant Rules is reviewed by CDS's Legal Drafting Group ("LDG"). The LDG is a committee that includes members of Participants' legal and business groups. The LDG's mandate is to advise CDS management and CDS's Board of Directors on Rule amendments and other legal matters relating to centralized securities depository and clearing services in order to ensure that they meet the needs of CDS, its participants and the securities industry generally. The LDG reviewed the draft Rule amendments on April 7, 2010. The comments of the LDG are reflected in the proposed text of the Rule amendments. These Rule amendments were reviewed and approved by the Board of Directors[2] of The Canadian Depository for Securities Limited on April 21, 2010.

D.3 Issues Considered

A primary concern was to ensure that CDSX would process withdrawal and deposit transactions generated as a result of the use of TRAX in a manner identical to the processing of such transactions generated by other means, so that the roles and responsibilities of participants and transfer agents are not changed. In addition, the process for issuer buy-backs was designed to give participants control over the withdrawal request, to ensure that withdrawals were directly linked to the settlements of buy-back trades. At the request of transfer agents, the buy-back processing also includes identifying information to enable the withdrawal to be specially handled, so that the withdrawn securities are canceled and not transferred. The deposit process was designed to enable the exchange of client data between transfer agent and participant, and to enable direct registration into CDS nominee name, to eliminate the issuance of unnecessary physical certificates.

D.4 Consultation

CDS consulted with the joint working group in designing TRAX.

D.5 Alternatives Considered

As TRAX is a new system, designed in response to input from the users, no alternatives were considered.

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[2] Pursuant to a unanimous shareholder agreement between The Canadian Depository for Securities Limited ("CDS Ltd.") and CDS, effective as of November 01, 2006, CDS Ltd., which acts under the supervision of its Board of Directors, assumed all rights, powers, and duties of the CDS Board of Directors.

D.6 Implementation Plan

CDS is recognized as a clearing agency by the Ontario Securities Commission pursuant to section 21.2 of the Ontario *Securities Act*. The Autorité des marchés financiers has authorized CDS to carry on clearing activities in Québec pursuant to sections 169 and 170 of the Québec *Securities Act*. In addition CDS is deemed to be the clearing house for CDSX®, a clearing and settlement system designated by the Bank of Canada pursuant to section 4 of the *Payment Clearing and Settlement Act.* The Ontario Securities Commission, the Autorité des marchés financiers and the Bank of Canada will hereafter be collectively referred to as the "Recognizing Regulators".

The amendments to Participant Rules will become effective upon approval/non-disapproval of the amendments by the Recognizing Regulators, following public notice and comment. The target date for implementation is July 26, 2010.

E. TECHNOLOGICAL SYSTEMS CHANGES

E.1 CDS

In designing TRAX, CDS has created a web-based application that is available through the CDS website. The messaging link between TRAX and CDSX uses the Interlink messaging system, which is already well established as a messaging system for CDSX. Using this link, TRAX messages can generate pending deposit or withdrawal requests within CDSX.

E.2 CDS Participants

The new TRAX web-based application uses established systems and communication links with CDSX. As a result, there will be a limited impact on participant systems, and only for those participants who choose to use TRAX; there are no external development impacts for other CDS participants.

E.3 Other Market Participants

TRAX may be used by a transfer agent that participates in CDSX as a limited purpose transfer agent. The use of TRAX is optional. There are no external development impacts to other participants in the Canadian financial markets.

F. COMPARISON TO OTHER CLEARING AGENCIES

There is no direct comparison with clearing agencies in other jurisdictions.

G. PUBLIC INTEREST ASSESSMENT

CDS has determined that the proposed amendments are not contrary to the public interest. Issuers, transfer agents and participants will benefit from the more direct communication between participants and transfer agents, the ability to monitor pending securities transfer requests, and the reduction in the risks and costs of issuing and handling security certificates.

H. COMMENTS

Comments on the proposed amendments should be in writing and submitted within 30 calendar days following the date of publication of this notice in the Ontario Securities Commission Bulletin to:

Legal Department
CDS Clearing and Depository Services Inc.
85 Richmond Street West
Toronto, Ontario M5H 2C9

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

Copies should also be provided to the Autorité des marchés financiers and the Ontario Securities Commission by forwarding a copy to each of the following individuals:

Me Anne-Marie Beaudoin
Secrétaire del'Autorité
Autorité des marchés financiers
800, square Victoria, 22e étage
C.P. 246, tour de la Bourse
Montréal, Québec
H4Z 1G3

Télécopieur: (514) 864-6381
Courrier électronique:
consultation-en-cours@lautorite.qc.ca

Manager, Market Regulation
Market Regulation Branch
Ontario Securities Commission
Suite 1903, Box 55,
20 Queen Street West
Toronto, Ontario
M5H 3S8

Fax: 416-595-8940
e-mail: marketregulation@osc.gov.on.ca

CDS will make available to the public, upon request, all comments received during the comment period.

I. PROPOSED CDS RULE AMENDMENTS

Appendix "A" contains the text of the current CDS Participant Rules marked to reflect the proposed amendments as well as the text of these Rules reflecting the adoption of the proposed amendments.

APPENDIX "A"
PROPOSED CDS RULE AMENDMENTS

Text of CDS Participant Rules marked to reflect proposed amendments	Text CDS Participant Rules reflecting the adoption of proposed amendments
additions are underlined deletions are ~~struck-out~~	
1.2.1 Definitions For the purposes of the Legal Documents, unless otherwise specified: …	**1.2.1 Definitions** For the purposes of the Legal Documents, unless otherwise specified: …
"TRAX" means the web-based application used to facilitate communication between Participants and Transfer Agents for the purposes described in the Procedures and User Guides.	"TRAX" means the web-based application used to facilitate communication between Participants and Transfer Agents for the purposes described in the Procedures and User Guides.
6.1.5 TRAX Processing (a) TRAX Requests Participants may use TRAX to process Securities transfer requests received from a Transfer Agent or sent to a Transfer Agent.	**6.1.5 TRAX Processing** (a) TRAX Requests Participants may use TRAX to process Securities transfer requests received from a Transfer Agent or sent to a Transfer Agent.
(b) TRAX Execution and Dispute Resolution Each Participant using TRAX is responsible for: (i) the accuracy and completeness of information transmitted through TRAX; (ii) accepting or rejecting any TRAX request; (iii) performance of its obligations under a TRAX request; and (iv) the resolution of any disputes arising with respect to its use of the TRAX service, including the acceptance or rejection of a TRAX request, performance or non-performance under an accepted TRAX request, and any consequences arising from such performance or non-performance.	(b) TRAX Execution and Dispute Resolution Each Participant using TRAX is responsible for: (i) the accuracy and completeness of information transmitted through TRAX; (ii) accepting or rejecting any TRAX request; (iii) performance of its obligations under a TRAX request; and (iv) the resolution of any disputes arising with respect to its use of the TRAX service, including the acceptance or rejection of a TRAX request, performance or non-performance under an accepted TRAX request, and any consequences arising from such performance or non-performance.
(c) CDS Responsibility CDS is not responsible for: (i) the information transmitted through TRAX; (ii) the enforceability of any TRAX request; or (iii) performance or non-performance by a Participant or Transfer Agent of any accepted TRAX request.	(c) CDS Responsibility CDS is not responsible for: (i) the information transmitted through TRAX; (ii) the enforceability of any TRAX request; or (iii) performance or non-performance by a Participant or Transfer Agent of any accepted TRAX request.
6.2.4.1 Deposit of Securities …	**6.2.4.1 Deposit of Securities** …
6.2.4.2 TRAX Requests for Deposit of Securities A Participant may use TRAX to process Securities transfer requests received from a Transfer Agent. A Participant's acceptance of a transfer request sent by a Transfer Agent through TRAX automatically creates a pending deposit in CDSX. The pending deposit may be confirmed by the Transfer Agent. Upon the confirmation of the deposit by the Transfer Agent, CDS shall process the deposit in accordance with this Rule 6.2.	**6.2.4.2 TRAX Requests for Deposit of Securities** A Participant may use TRAX to process Securities transfer requests received from a Transfer Agent. A Participant's acceptance of a transfer request sent by a Transfer Agent through TRAX automatically creates a pending deposit in CDSX. The pending deposit may be confirmed by the Transfer Agent. Upon the confirmation of the deposit by the Transfer Agent, CDS shall process the deposit in accordance with this Rule 6.2.

Text of CDS Participant Rules marked to reflect proposed amendments	Text CDS Participant Rules reflecting the adoption of proposed amendments
6.2.12 Guaranty by Participant on Deposit Without the need to sign or otherwise mark any Security presented for registration of transfer, the depositing Participant, by making the request for deposit to its Ledger, guarantees, in favour of CDS and of the Transfer Agent or Security Validator for that Security, the signature of the registered holder and each other endorser of the Security Certificate evidencing the Securities to be deposited. By giving such guaranty, the depositing Participant warrants that at the time of signing, (i) each signature was genuine, (ii) each signer was an appropriate person to endorse, and (iii) each signer had legal capacity to sign; but the depositing Participant does not otherwise warrant the rightfulness of the particular transfer. Where the Security being Deposited is not evidenced by a Security Certificate, but is an Uncertificated Security, references to "signer" are to the registered holder and references to "signature" and "signing" are to the instruction of the registered holder in reliance on which the Depositing Participant or CDS instructs the Deposit of the Security. If a Participant fails to discharge its liabilities or obligations arising from such guaranty and is suspended, then the Participant shall be considered to be a Defaulter, and the other Members of the applicable Credit Ring shall be liable to make payment to CDS in respect of such failure pursuant to Rule 5. The obligations of a Participant arising from the signature guaranty given pursuant to this Rule do not derogate from any other obligation that the Participant may have arising from the deposit by the Participant of a Defective Security. The applicable Credit Ring is ~~:~~the Defaulter's Category Credit Ring~~,~~. If the Defaulter is a Receiver, the Category Credit Ring shall be the RCP or Non-Contributing Receivers Category Credit Ring for Canadian dollar Settlements, as the case may be. The Category Credit Ring shall be the Category Credit Ring of which the Defaulter is a Member at the time the suspension occurs, or, if the Defaulter has ceased to be a Participant at the time the suspension occurs, then the Category Credit Ring of which it was a Member immediately before it ceased to be a Participant.	**6.2.12 Guaranty by Participant on Deposit** Without the need to sign or otherwise mark any Security presented for registration of transfer, the depositing Participant, by making the request for deposit to its Ledger, guarantees, in favour of CDS and of the Transfer Agent or Security Validator for that Security, the signature of the registered holder and each other endorser of the Security Certificate evidencing the Securities to be deposited. By giving such guaranty, the depositing Participant warrants that at the time of signing, (i) each signature was genuine, (ii) each signer was an appropriate person to endorse, and (iii) each signer had legal capacity to sign; but the depositing Participant does not otherwise warrant the rightfulness of the particular transfer. Where the Security being Deposited is not evidenced by a Security Certificate, but is an Uncertificated Security, references to "signer" are to the registered holder and references to "signature" and "signing" are to the instruction of the registered holder in reliance on which the Depositing Participant or CDS instructs the Deposit of the Security. If a Participant fails to discharge its liabilities or obligations arising from such guaranty and is suspended, then the Participant shall be considered to be a Defaulter, and the other Members of the applicable Credit Ring shall be liable to make payment to CDS in respect of such failure pursuant to Rule 5. The obligations of a Participant arising from the signature guaranty given pursuant to this Rule do not derogate from any other obligation that the Participant may have arising from the deposit by the Participant of a Defective Security. The applicable Credit Ring is the Defaulter's Category Credit Ring. If the Defaulter is a Receiver, the Category Credit Ring shall be the RCP or Non-Contributing Receivers Category Credit Ring for Canadian dollar Settlements, as the case may be. The Category Credit Ring shall be the Category Credit Ring of which the Defaulter is a Member at the time the suspension occurs, or, if the Defaulter has ceased to be a Participant at the time the suspension occurs, then the Category Credit Ring of which it was a Member immediately before it ceased to be a Participant.
6.3.3.1 Withdrawal of Securities …	**6.3.3.1 Withdrawal of Securities** …
6.3.3.2 TRAX Requests for Withdrawal of Securities A Participant may use TRAX to notify a Transfer Agent of a pending withdrawal of Securities. Upon a Participant's confirmation in TRAX of a pending withdrawal of Securities, a withdrawal request is automatically created in CDSX and processed in accordance with this Rule 6.3.	**6.3.3.2 TRAX Requests for Withdrawal of Securities** A Participant may use TRAX to notify a Transfer Agent of a pending withdrawal of Securities. Upon a Participant's confirmation in TRAX of a pending withdrawal of Securities, a withdrawal request is automatically created in CDSX and processed in accordance with this Rule 6.3.
11.3.4 TRAX Processing (a) TRAX Execution and Dispute Resolution Each TA Participant using TRAX is responsible for: (i) the accuracy and completeness of information transmitted through TRAX; (ii) performance of its obligations under a	**11.3.4 TRAX Processing** (a) TRAX Execution and Dispute Resolution Each TA Participant using TRAX is responsible for: (i) the accuracy and completeness of information transmitted through TRAX; (ii) performance of its obligations under a

Text of CDS Participant Rules marked to reflect proposed amendments	Text CDS Participant Rules reflecting the adoption of proposed amendments
TRAX request; and (iii) the resolution of any disputes arising with respect to its use of TRAX, including the performance or non-performance under an accepted TRAX request and any consequences arising from such performance or non-performance. (b) CDS Responsibility CDS is not responsible for: (i) the information transmitted through TRAX; (ii) the enforceability of any TRAX request; or (iii) performance or non-performance by a Participant or TA Participant of any accepted TRAX request. **11.4.3.1 Deposit of Securities** The TA Participant will confirm to CDS when a Deposit has been effected or inform CDS that a Deposit has been rejected. Upon confirmation of a Deposit by the TA Participant, CDS shall credit the Securities Account of the Participant making the Deposit with the Deposited Securities. Regardless of the identity of the Person who delivers the Security to the TA Participant for Deposit, such Person shall be deemed to be acting on behalf of CDS in presenting the Security for registration of transfer into CDS Name. **11.4.3.2 TRAX Requests for Deposit of Securities** A TA Participant may use TRAX to send Securities transfer requests to a Participant. Upon a Participant's acceptance of a transfer request sent by a TA Participant through TRAX, a pending deposit request is automatically created in CDSX. The pending deposit may be confirmed by the Transfer Agent. Upon the confirmation of the deposit by the Transfer Agent, CDS shall credit the Securities to a Securities Account of the Participant.	TRAX request; and (iii) the resolution of any disputes arising with respect to its use of TRAX, including the performance or non-performance under an accepted TRAX request and any consequences arising from such performance or non-performance. (b) CDS Responsibility CDS is not responsible for: (i) the information transmitted through TRAX; (ii) the enforceability of any TRAX request; or (iii) performance or non-performance by a Participant or TA Participant of any accepted TRAX request. **11.4.3.1 Deposit of Securities** The TA Participant will confirm to CDS when a Deposit has been effected or inform CDS that a Deposit has been rejected. Upon confirmation of a Deposit by the TA Participant, CDS shall credit the Securities Account of the Participant making the Deposit with the Deposited Securities. Regardless of the identity of the Person who delivers the Security to the TA Participant for Deposit, such Person shall be deemed to be acting on behalf of CDS in presenting the Security for registration of transfer into CDS Name. **11.4.3.2 TRAX Requests for Deposit of Securities** A TA Participant may use TRAX to send Securities transfer requests to a Participant. Upon a Participant's acceptance of a transfer request sent by a TA Participant through TRAX, a pending deposit request is automatically created in CDSX. The pending deposit may be confirmed by the Transfer Agent. Upon the confirmation of the deposit by the Transfer Agent, CDS shall credit the Securities to a Securities Account of the Participant.

13.3.3 CDS Notice and Request for Comments – Material Amendments to CDS Rules – Soft Cap for the New York Link Service

CDS CLEARING AND DEPOSITORY SERVICES INC. (CDS®)

MATERIAL AMENDMENTS TO CDS RULES

SOFT CAP FOR THE NEW YORK LINK SERVICE

NOTICE AND REQUEST FOR COMMENTS

A. DESCRIPTION OF THE PROPOSED CDS RULE AMENDMENTS

CDS proposes rule amendments to introduce a soft cap and related monitoring mechanism for the net payment obligations of the New York Link service ("NYL" or "NYL service") sponsored CDS participants to the Depository Trust Company ("DTC") and to the National Securities Clearing Corporation ("NSCC"). The soft cap for the NYL service is a threshold established by CDS and designed to reduce the size of the end of day payment obligations for individual NYL participants. The soft cap amount will be the same for each NYL participant and it will be calculated on a quarterly basis using the following methodology:

- Total CDS Liquidity Facility Available
- Less: Liquidity Facility Required for CAD Receivers Collateral Pool ("RCP")
- Less: Liquidity Facility Required for USD RCP
- Less: Liquidity Facility Required for DTC Direct ("DDL") service
- Equal: Soft Cap for NYL service (in USD equivalent)

Upon implementation of this soft cap and related monitoring mechanism, all NYL participants will be required to manage their daily payment obligations to NSCC and to DTC in such a manner that their individual net payment obligations to NSCC and to DTC combined do not exceed the soft cap or pre-funding through their DTC or NSCC accounts may be required. CDS's Risk Management division will monitor each NYL participants' payment obligations and soft cap compliance on:

a) Day before settlement:
If the next day projected value of the NSCC settlement for a NYL participant exceeds the existing soft cap, CDS will contact that NYL participant to advise them that they may not be compliant with the soft cap on settlement day, and that pre-funding through their DTC or NSCC accounts may be required.

b) Day of settlement:
If the settlement day projected value of the NSCC settlement for a NYL participant exceeds the existing soft cap, CDS may contact that NYL participant to advise them that they may not be compliant with the soft cap and that pre-funding through their DTC or NSCC accounts may be required.

c) Day after settlement.
CDS will also review NYL participants' DTC and NSCC settlement activity on a post-settlement basis to determine if any NYL participant had a combined DTC and NSCC actual net settlement obligation the previous day in excess of the soft cap. If yes, CDS will advise the NYL participant through CDS's Electronic Alert Service ("EAS") or a similar facility, and the NYL participant's primary regulator directly via e-mail, of the soft cap non-compliance. Other NYL participants, in addition to the non-compliant participant's regulator, will be advised once there are five or more instances of soft cap non-compliance over a twelve-month rolling period. All NYL participants that exceed the soft cap will be assessed non-compliance fees by CDS. A variable fee will also be imposed by CDS on NYL participants that breach the soft cap, and will be based on the amount by which the NYL participant has breached the soft cap and CDS's standby borrowing cost.

NYL participants will have access to a facility that provides them with the next day's projected value of their NSCC settlements. Historical data outlining soft cap non-compliance over a rolling twelve-month period will also be available on a daily basis for reconciliation and billing purposes to both NYL participants and internal CDS departments.

B. NATURE AND PURPOSE OF THE PROPOSED CDS RULE AMENDMENTS

The rule amendments proposed pursuant to this Notice are considered material as they introduce a new important measure to mitigate the liquidity risk associated with defaulting NYL participants' NSCC payment obligations. NSCC settlements for NYL participants are not subject to the net debit cap used for DTC settlements. As a result, there is no limit to the size of a payment obligation of a NYL participant resulting from its NSCC settlements. The credit risk resulting from the default of a NYL participant's NSCC settlements are not contained, and only partially mitigated by the value of the defaulter's security positions. The magnitude of the liquidity risk associated with a defaulting NYL participant's NSCC payment obligation is the amount of the

payment obligation. This risk is currently mitigated, in part, by the collateral provided by NYL participants to the newly established CDS Participant Fund for New York Link ("NYL Fund"). This collateral can be converted to USD cash through CDS's collateralized line of credit. The current amount of the line of credit is the USD equivalent of CAD 90 million, out of which CAD 60 million must be fully collateralized. Although these liquidity facilities cover the requirements for most potential default scenarios, there have been several instances where the payment obligation of a participant would have exceeded the available liquidity facilities. In fact, given the unlimited nature of potential NSCC payment obligations, it is not possible to establish a pre-arranged liquidity facility that could address all default scenarios.

Replacement cost risk in the NYL service is addressed by NSCC which acts as a central counterparty through its daily mark-to-market of guaranteed trades and collateralization of potential closeout costs through daily risk-based margining ("RBM") collateral, which is pledged by the NYL participants in the form of USD cash. These controls are intended to cover 99% of potential defaults, the residual risk being borne by surviving NSCC members. In the circumstance of the default of another NSCC participant resulting in an uncollateralized loss, the portion of the residual loss allocated to CDS would in turn be re-allocated to the surviving NYL participants according to the CDS loss allocation rules for the service.

The implementation of the soft cap and related monitoring mechanism is designed to manage liquidity and payment risks in the NYL service. Since NSCC payment obligations are not capped, there remains, as stated above, a possibility that an individual NYL participant's net payment obligations to DTC and NSCC could exceed the lines of credit available to mitigate the payment risk. Since the new NYL Fund is designed to cover the default of an NYL participant with the largest net payment obligation to DTC and NSCC in most cases, CDS will therefore introduce the proposed soft cap and monitor NYL participants whose net payment obligations to DTC and NSCC exceed such soft cap.

C. IMPACT OF THE PROPOSED CDS RULE AMENDMENTS

C.1 Competition

These rule amendments are not expected to have any impact on competition to CDS Clearing, CDS participants, and/or other market participants. NYL participant compliance with the new soft cap requirements will reduce the market settlement risk for CDS and for its NYL participants. CDS participants who currently do not subscribe to the NYL service will not be impacted by these proposed rule amendments.

C.2 Risks and Compliance Costs

The risk of not implementing this initiative is that the DTC and NSCC settlement obligations of NYL participants would likely exceed CDS's liquidity arrangements on a more frequent basis. This could expose CDS to settlement obligations that could be in excess of its available liquidity facilities to a foreign entity in the event that a CDS participant who subscribes to the NYL service defaults.

Costs to develop the soft cap monitoring tools will be incurred by CDS, but are acceptable considering the ability it will provide to mitigate DTC and NSCC settlement risk. Ongoing Risk Management resources will also need to be allocated to monitor soft cap compliance by NYL participants.

C.3 Comparison to International Standards – (a) Committee on Payment and Settlement Systems of the Bank for International Settlements, (b) Technical Committee of the International Organization of Securities Commissions, and (c) the Group of Thirty

In the NYL service, CDS sponsors its participants in NSCC and DTC to settle trades eligible for NSCC's central counterparty service ("CNS") as well as DTC. As NSCC payment obligations are not capped, there is a possibility that an individual NYL participant's net payment obligations to DTC and NSCC will exceed CDS's line of credit available to satisfy the payment risk. Recommendation 5 of CPSS/IOSCO Recommendations for Central Counterparties states: "*A CCP should maintain sufficient financial resources to withstand, at a minimum, a default by the participant to which it has the largest exposure in extreme but plausible market conditions.*" Moreover, Recommendation 11 of the same states: "*CCPs that establish links either cross-border or domestically to clear trades should evaluate the potential sources of risks that can arise, and ensure that the risks are managed prudently on an ongoing basis. There should be a framework for cooperation and coordination between the relevant regulators and overseers*."

Although CDS's existing liquidity facility covers the vast majority of payment obligations arising out of DTC and NSCC, CDS's decision to increase its liquidity facility and implement the soft cap for the NYL service will enhance its financial resources as well as will enable CDS to proactively manage settlement risks resulting from its NYL service.

D. DESCRIPTION OF THE RULE DRAFTING PROCESS

D.1 Development Context

The implementation of the soft cap and related monitoring mechanism is designed to manage liquidity and payment risks in the NYL service. Since NSCC payment obligations are not capped, there remains, as stated above, a possibility that an individual NYL participant's net payment obligations to DTC could exceed the lines of credit available to mitigate the payment risk. Since the new NYL Fund is designed to cover the default of an NYL participant with the largest net payment obligation to DTC in most cases, CDS will therefore introduce the proposed soft cap and monitor NYL participants whose net payment obligations to DTC and NSCC exceed such soft cap.

D.2 Rule Drafting Process

Each amendment to the CDS Participant Rules is reviewed by CDS's Legal Drafting Group ("LDG"). The LDG is a committee that includes members of Participants' legal and business groups. The LDG's mandate is to advise CDS management and the Board of Directors on rule amendments and other legal matters relating to centralized securities depository and clearing services in order to ensure that they meet the needs of CDS, its participants and the securities industry generally. The LDG reviewed the new soft cap and related monitoring mechanism rule amendments on March 18, 2010. The comments of the LDG are reflected in this proposed text of the rule amendments.

The proposed rule amendments were reviewed and approved by the Board of Directors[3] of The Canadian Depository for Securities Limited on April 21, 2010.

D.3 Issues Considered

CDS's primary concern has been to enhance the reliability of its risk management processes by further mitigating the liquidity and payment risks associated with defaulting NYL participants' DTC and NSCC payment obligations. The effort required to implement this soft cap initiative and the nature of its monitoring processes have also been duly considered.

D.4 Consultation

Implementation of the soft cap and related monitoring mechanism is being pursued by CDS after extensive internal consultation and discussion with CDS's Risk Advisory Committee ("RAC"). The proposed rule amendments were also reviewed and approved by the Board of Directors of The Canadian Depository for Securities Limited on April 21, 2010.

D.5 Alternatives Considered

On June 23, 2009, CDS management recommended to the Board of Directors that the NYL and DDL services be terminated effective November 1, 2009 and that participants using these services either become direct participants of DTC and NSCC or make other alternate arrangements. This recommendation was based on the assumption that these services would not be economically viable given the expected cost of mitigating the risk of a participant default and the expected migration of larger participants to direct DTC/NSCC participation. The Board directed management to provide affected participants with additional time to consider the impact of direct DTC/NSCC participation and to determine if a sufficient number of participants would be willing to commit to continue to use the services, even with additional collateral cost and potential fee increases. The response of affected participants was overwhelmingly in support of CDS continuing to provide the NYL and DDL services, while recognizing the need for CDS to introduce measures such as the soft cap, to mitigate the liquidity risk associated with defaulting NYL participants' DTC and NSCC payment obligations.

D.6 Implementation Plan

CDS is recognized as a clearing agency by the Ontario Securities Commission pursuant to section 21.2 of the Ontario *Securities Act*. The Autorité des marchés financiers has authorized CDS to carry on clearing activities in Québec pursuant to sections 169 and 170 of the Québec *Securities Act*. In addition CDS is deemed to be the clearing house for CDSX®, a clearing and settlement system designated by the Bank of Canada pursuant to section 4 of the *Payment Clearing and Settlement Act.* The Ontario Securities Commission, the Autorité des marchés financiers and the Bank of Canada will hereafter be collectively referred to as the "Recognizing Regulators".

The proposed rule amendments will become effective upon approval/non-disapproval of the rule amendments by the Recognizing Regulators, following public notice and comment. The target date for implementation is July 26, 2010.

[3] Pursuant to a unanimous shareholder agreement between The Canadian Depository for Securities Limited ("CDS Ltd.") and CDS, effective as of November 1, 2006, CDS Ltd., which acts under the supervision of its Board of Directors, assumed all rights, powers, and duties of the CDS Board of Directors.

E. TECHNOLOGICAL SYSTEMS CHANGES

E.1 CDS

CDS will add several new features to its internal processes which will provide for the development of soft cap monitoring tools. Changes include a new input screen accessible from the CDSX Risk Management Menu titled "NYL Soft Cap Parameters". The screen will provide a manual dual entry capability to Risk Management and have the following fields: NYL Soft Cap: up to 15 numeric characters; Variable non–compliance fee: a maximum of three numeric characters followed by a decimal with a maximum of two numeric characters. This field is an expression of percent (e.g. 3 ¼% would be expressed as 3.25).

CDS will also introduce an end-of-day CDSX process that will determine if a NYL participant's DTC and NSCC settlement has exceeded the value of the existing soft cap. CDSX will determine if each participant's DTC and NSCC net settlement was a credit or a debit value. CDSX will compare each participant's net DTC and NSCC settlement amount to the soft cap value. Settlement values below or in excess of the soft cap will be identified and reflected in both an internal and external soft cap monitoring facility. CDSX will also generate an e-mail message to CDS's Risk Management division for each NYL participant that has exceeded the soft cap. Billing codes will also be assigned and the existing billing protocol will be updated to include the new billing codes. PeopleSoft, CDS's billing front end will capture and report billable items and the related fees.

E.2 CDS Participants

CDS NYL participants will be required to develop internal processes to monitor their DTC and NSCC settlements and pre-funding obligations if required. CDS NYL participants that exceed the soft cap will be subject to non-compliance fees as determined by CDS. Non-compliance fees will be included on a NYL Participant's monthly CDS billing invoice.

E.3 Other Market Participants

There are no external development impacts to other participants in the Canadian financial markets.

F. COMPARISON TO OTHER CLEARING AGENCIES

CDS is not aware of any other clearing agencies that have soft cap mechanisms in place.

G. PUBLIC INTEREST ASSESSMENT

CDS has determined that the proposed amendments are not contrary to the public interest.

H. COMMENTS

Comments on the proposed rule amendments should be in writing and submitted within 30 calendar days following the date of publication of this notice in the Ontario Securities Commission Bulletin to:

Legal Department
CDS Clearing and Depository Services Inc.
85 Richmond Street West
Toronto, Ontario M5H 2C9
Fax: 416-365-1984
e-mail: attention@cds.ca

Copies should also be provided to the Autorité des marchés financiers and the Ontario Securities Commission by forwarding a copy to each of the following individuals:

M^{e} Anne-Marie Beaudoin
Secrétaire del'Autorité
Autorité des marchés financiers
800, square Victoria, 22^{e} étage
C.P. 246, tour de la Bourse
Montréal, Québec, H4Z 1G3

Télécopieur: (514) 864-6381
Courrier électronique: consultation-en-cours@lautorite.qc.ca

Manager, Market Regulation
Capital Markets Branch
Ontario Securities Commission
Suite 1903, Box 55,
20 Queen Street West
Toronto, Ontario, M5H 3S8

Fax: 416-595-8940
e-mail: marketregulation@osc.gov.on.ca

CDS will make available to the public, upon request, all comments received during the comment period.

I. PROPOSED CDS RULE AMENDMENTS

Appendix “A” contains text of the current CDS Participant Rules marked to reflect the proposed amendments as well as text of these Rules reflecting the adoption of the proposed amendments.

APPENDIX "A"
PROPOSED CDS RULE AMENDMENTS

Text of amended CDS Participant Rules marked to reflect proposed revision	Text of amended CDS Participant Rules reflecting the adoption of proposed revisions
additions are underlined deletions are ~~struck-out~~	
1.2.1 Definitions For the purposes of the Legal documents, unless otherwise specified:	**1.2.1 Definitions** For the purposes of the Legal documents, unless otherwise specified:
"Appropriate Authority" means: (a) the principal Canadian self-regulatory organization of which the Participant is a member; (b) failing which, the principal Canadian Regulatory Body having jurisdiction over the Participant; or (c) failing which, the principal foreign Regulatory Body having jurisdiction over the Participant.	"Appropriate Authority" means: (a) the principal Canadian self-regulatory organization of which the Participant is a member; (b) failing which, the principal Canadian Regulatory Body having jurisdiction over the Participant; or (c) failing which, the principal foreign Regulatory Body having jurisdiction over the Participant.
"Soft Cap" means a threshold amount with respect to the payment obligations of NYL service Participants which may require pre-funding through their DTC or NSCC accounts. It is calculated, reviewed and updated by CDS and in accordance with Rule 10.10.1 and the Procedures.	"Soft Cap" means a threshold amount with respect to the payment obligations of NYL service Participants which may require pre-funding through their DTC or NSCC accounts. It is calculated, reviewed and updated by CDS and in accordance with Rule 10.10.1 and the Procedures.
10.10 SOFT CAP FOR NEW YORK LINK SERVICE **10.10.1 Calculation of the Soft Cap** The "Soft Cap" means a threshold amount with respect to the payment obligations of NYL service Participants which may require pre-funding through their DTC or NSCC accounts. It is calculated, reviewed and updated by CDS in accordance with this Rule 10.10. and the Procedures. The Soft Cap is the same for all NYL Participants.	**10.10 SOFT CAP FOR NEW YORK LINK SERVICE** **10.10.1 Calculation of the Soft Cap** The "Soft Cap" means a threshold amount with respect to the payment obligations of NYL service Participants which may require pre-funding through their DTC or NSCC accounts. It is calculated, reviewed and updated by CDS in accordance with this Rule 10.10. and the Procedures. The Soft Cap is the same for all NYL Participants.
10.10.2 Monitoring of NYL Participants' Payment Obligations For each NYL Participant, CDS monitors the Participant's projected NSCC settlement and payment obligations on the day before settlement and on the day of settlement. For each NYL Participant, CDS also monitors the Participant's actual DTC and NSCC settlement and payment obligation on the day after settlement. CDS compares the NYL payment obligation of each NYL Participant to the Soft Cap on the day after settlement. If a NYL Participant's actual NYL payment obligation exceeds the Soft Cap, CDS will notify that Participant and other parties pursuant to Rule 10.10.3.	**10.10.2 Monitoring of NYL Participants' Payment Obligations** For each NYL Participant, CDS monitors the Participant's projected NSCC settlement and payment obligations on the day before settlement and on the day of settlement. For each NYL Participant, CDS also monitors the Participant's actual DTC and NSCC settlement and payment obligation on the day after settlement. CDS compares the NYL payment obligation of each NYL Participant to the Soft Cap on the day after settlement. If a NYL Participant's actual NYL payment obligation exceeds the Soft Cap, CDS will notify that Participant and other parties pursuant to Rule 10.10.3.
10.10.3 Notice re Soft Cap CDS shall give notice to the following persons when a NYL Participant's NYL payment obligation exceeds the Soft Cap: (a) Less than five times over a twelve-month period: If a NYL Participant's actual NYL payment obligation exceeds the Soft Cap less than five times over a twelve-month period, CDS will give notice to the NYL Participant's Signing Officer each time this occurs, as well as to the NYL Participant's Appropriate Authority. (b) Equal to or greater than five times over a twelve-month period: If a NYL Participant's actual NYL payment obligation exceeds the Soft Cap five or more times	**10.10.3 Notice re Soft Cap** CDS shall give notice to the following persons when a NYL Participant's NYL payment obligation exceeds the Soft Cap: (a) Less than five times over a twelve-month period: If a NYL Participant's actual NYL payment obligation exceeds the Soft Cap less than five times over a twelve-month period, CDS will give notice to the NYL Participant's Signing Officer each time this occurs, as well as to the NYL Participant's Appropriate Authority. (b) Equal to or greater than five times over a twelve-month period: If a NYL Participant's actual NYL payment obligation exceeds the Soft Cap five or more times

Text of amended CDS Participant Rules marked to reflect proposed revision	Text of amended CDS Participant Rules reflecting the adoption of proposed revisions
over a twelve-month period, CDS will give notice to the NYL Participant's Signing Officer each time this occurs, as well as to the NYL Participant's Appropriate Authority and to all other NYL Participants. Each time a NYL Participant receives notice from CDS pursuant to this Rule 10.10.3, it must advise CDS of the reasons for the breach of the soft cap and the steps it will take to reduce its NYL payment obligation in future.	over a twelve-month period, CDS will give notice to the NYL Participant's Signing Officer each time this occurs, as well as to the NYL Participant's Appropriate Authority and to all other NYL Participants. Each time a NYL Participant receives notice from CDS pursuant to this Rule 10.10.3, it must advise CDS of the reasons for the breach of the soft cap and the steps it will take to reduce its NYL payment obligation in future.
10.10.4 Non-compliance Fees Each time a NYL Participant exceeds the soft cap, CDS shall impose non-compliance fees on that NYL Participant, a schedule of which shall be set out in the Procedures.	**10.10.4 Non-compliance Fees** Each time a NYL Participant exceeds the soft cap, CDS shall impose non-compliance fees on that NYL Participant, a schedule of which shall be set out in the Procedures.
Rule 10.10 and Rule10. 11 are re-numbered as Rule 10.11 and Rule 10.12, respectively and the cross-references corrected as noted below.	**Rule 10.10 and Rule10. 11 are re-numbered as Rule 10.11 and Rule 10.12, respectively and the cross-references corrected as noted below.**
10.~~10~~11.1 Application Rule 9 sets out the grounds for suspension of a Participant in any Service and the consequences of such suspension. This Rule 10.~~10~~11 describes the consequences of suspension where the Participant is a Participant in a Cross-Border Service, and the steps described in this Rule 10.~~10~~11 shall be taken in addition to and in conjunction with the steps set out in Rule 9.	**10.11.1 Application** Rule 9 sets out the grounds for suspension of a Participant in any Service and the consequences of such suspension. This Rule 10.11 describes the consequences of suspension where the Participant is a Participant in a Cross-Border Service, and the steps described in this Rule 10.11 shall be taken in addition to and in conjunction with the steps set out in Rule 9.
10.~~10~~11.2 Net Proceeds A suspended Link Participant shall indemnify CDS and the other Members of its Link Fund Credit Rings in respect of the reasonable costs and expenses incurred by each of them in realizing its Collateral. References in this Rule 10.~~10~~11 to the net proceeds of realization mean the proceeds of realization after setting off any such costs and expenses.	**10.11.2 Net Proceeds** A suspended Link Participant shall indemnify CDS and the other Members of its Link Fund Credit Rings in respect of the reasonable costs and expenses incurred by each of them in realizing its Collateral. References in this Rule 10.11 to the net proceeds of realization mean the proceeds of realization after setting off any such costs and expenses.
10.~~10~~11.3 Link Service Defaulters and Survivors This Rule 10.~~10~~11 describes the obligations to CDS of the Members of Link Fund Credit Rings upon the suspension of another Member of that Link Fund Credit Ring. A Link Participant who fails to meet its obligations to CDS as described in Rule 10.7.1 is a Link Defaulter or a subsequent Link Defaulter. A Link Survivor is a Member of a Link Fund Credit Ring who makes payment to CDS of its proportionate share of the obligation of a Link Defaulter and of each subsequent Link Defaulter. An Other Member is a Link Participant, other than the Link Defaulter, who is a Member of a Link Fund Credit Ring of which the Link Defaulter is also a Member.	**10.11.3 Link Service Defaulters and Survivors** This Rule 10.11 describes the obligations to CDS of the Members of Link Fund Credit Rings upon the suspension of another Member of that Link Fund Credit Ring. A Link Participant who fails to meet its obligations to CDS as described in Rule 10.7.1 is a Link Defaulter or a subsequent Link Defaulter. A Link Survivor is a Member of a Link Fund Credit Ring who makes payment to CDS of its proportionate share of the obligation of a Link Defaulter and of each subsequent Link Defaulter. An Other Member is a Link Participant, other than the Link Defaulter, who is a Member of a Link Fund Credit Ring of which the Link Defaulter is also a Member.
10.~~10~~11.12 Mutual Release Each Participant, including a Link Defaulter and the Link Survivors, releases and discharges CDS and each other Participant from any liability or claim arising from the exercise of the powers granted pursuant to this Rule 10.~~10~~11, including the transfer, holding and realization of the Link Defaulter's Link Fund Contribution and Cross-Border Specific Collateral, other than liabilities or claims arising from gross negligence or wilful default.	**10.11.12 Mutual Release** Each Participant, including a Link Defaulter and the Link Survivors, releases and discharges CDS and each other Participant from any liability or claim arising from the exercise of the powers granted pursuant to this Rule 10.11, including the transfer, holding and realization of the Link Defaulter's Link Fund Contribution and Cross-Border Specific Collateral, other than liabilities or claims arising from gross negligence or wilful default.

Text of amended CDS Participant Rules marked to reflect proposed revision	Text of amended CDS Participant Rules reflecting the adoption of proposed revisions
10.~~11~~12.1 Limited Purpose Participants As set out in this Rule 10.~~11~~12 an ACT Participant is a limited purpose Cross-Border Participant that uses the New York Link and is therefore also a limited purpose Link Participant. An ACT Participant is a Participant and accordingly is subject to the Participant Rules. In using the Cross-Border Services, an ACT Participant is subject to all of the provisions of Rule 10, as modified by this Rule 10.~~11~~12.	**10.12.1 Limited Purpose Participants** As set out in this Rule 10.12 an ACT Participant is a limited purpose Cross-Border Participant that uses the New York Link and is therefore also a limited purpose Link Participant. An ACT Participant is a Participant and accordingly is subject to the Participant Rules. In using the Cross-Border Services, an ACT Participant is subject to all of the provisions of Rule 10, as modified by this Rule 10.12.

Chapter 25

Other Information

25.1 Approvals

25.1.1 BloombergSen Inc. – s. 213(3)(b) of the LTCA

Headnote

Clause 213(3)(b) of the Loan and Trust Corporations Act – application by manager, with no prior track record acting as trustee, for approval to act as trustee of pooled funds and future pooled funds to be established and managed by the applicant and offered pursuant to a prospectus exemption.

Statutes Cited

Loan and Trust Corporations Act, R.S.O. 1990, c. L. 25, as am., s. 213(3)(b).

April 16, 2010

Fogler Rubinoff LLP
95 Wellington Street West
Suite 1200, Toronto-Dominion Centre
Toronto, ON M5J 2Z9

Attention: Elliott A. Vardin

Dear Sir/Madam:

RE: BloombergSen Inc. (the "Applicant")
Application pursuant to clause 213(3)(b) of the *Loan and Trust Corporations Act* (Ontario) for approval to act as trustee
Application No. 2010/0202

Further to your application dated March 16, 2010 (the "Application") filed on behalf of the Applicant, and based on the facts set out in the Application and the representation by the Applicant that the assets of BloombergSen Partners RSP Fund and BloombergSen Bond Fund and such other funds as the Applicant may establish from time to time, will be held in the custody of a trust company incorporated and licensed or registered under the laws of Canada or a jurisdiction, or a bank listed in Schedule I, II or III of the Bank Act (Canada), or an affiliate of such bank or trust company, the Ontario Securities Commission (the "Commission") makes the following order.

Pursuant to the authority conferred on the Commission in clause 213(3)(b) of the *Loan and Trust Corporations Act* (Ontario), the Commission approves the proposal that the Applicant act as trustee of BloombergSen Partners RSP Fund and BloombergSen Bond Fund and such other funds which may be established and managed by the Applicant from time to time, the securities of which will be offered pursuant to a prospectus exemption.

Yours truly,

Margot C. Howard

James D. Carnwath

25.1.2 Radiant Investment Management Ltd. – s. 213(3)(b) of the LTCA

Headnote

Clause 213(3)(b) of the Loan and Trust Corporations Act – application by manager, with no prior track record acting as trustee, for approval to act as trustee of pooled funds and future pooled funds to be managed by the applicant and offered pursuant to a prospectus exemption.

Statutes Cited

Loan and Trust Corporations Act, R.S.O. 1990, c. L. 25, as am., s. 213(3)(b).

April 30, 2010

Borden Ladner Gervais LLP
Scotia Plaza
40 King Street West
Toronto, ON M5H 3Y4

Attention: Sarah K. Gardiner

Dear Sirs/Medames:

RE: Radiant Investment Management Ltd. (the "Applicant")
Application pursuant to clause 213(3)(b) of the *Loan and Trust Corporations Act* (Ontario) for approval to act as trustee
Application No. 2010/0207

Further to your application dated March 19, 2010 (the "Application") filed on behalf of the Applicant, and based on the facts set out in the Application and the representation by the Applicant that the assets of Radiant Investment Trust and any other future mutual fund trusts that the Applicant may manage from time to time will be held in the custody of a trust company incorporated and licensed or registered under the laws of Canada or a jurisdiction, or a bank listed in Schedule I, II or III of the Bank Act (Canada), or an affiliate of such bank or trust company, the Ontario Securities Commission (the "Commission") makes the following order.

Pursuant to the authority conferred on the Commission in clause 213(3)(b) of the *Loan and Trust Corporations Act* (Ontario), the Commission approves the proposal that the Applicant act as trustee of Radiant Investment Trust and any other future mutual fund trusts which may be managed by the Applicant from time to time, the securities of which will be offered pursuant to prospectus exemptions.

Yours truly,

"Paulette Kennedy"

"David L. Knight"

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