The Ontario Securities Commission

OSC Bulletin

April 22, 2011

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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)

The Ontario Securities Commission
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1.1 Notices

1.1.1 Current Proceedings Before The Ontario Securities Commission

April 22, 2011

CURRENT PROCEEDINGS

BEFORE

ONTARIO SECURITIES COMMISSION

- -

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

The Harry S. Bray Hearing Room
Ontario Securities Commission
Cadillac Fairview Tower
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Edward P. Kerwin	—	EPK
Vern Krishna	—	VK
Christopher Portner	—	CP
Charles Wesley Moore (Wes) Scott	—	CWMS

SCHEDULED OSC HEARINGS

April 26, 2011 2:30 p.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: CP
April 27, 2011 10:00 a.m.	**QuantFX Asset Management Inc., Vadim Tsatskin, Lucien Shtromvaser and Rostislav Zemlinsky** s. 127 C. Rossi in attendance for Staff Panel: MGC
April 27, 2011 10:00 a.m.	**Heir Home Equity Investment Rewards Inc.; FFI First Fruit Investments Inc.; Wealth Building Mortgages Inc.; Archibald Robertson; Eric Deschamps; Canyon Acquisitions, LLC; Canyon Acquisitions International, LLC; Brent Borland; Wayne D. Robbins; Marco Caruso; Placencia Estates Development, Ltd.; Copal Resort Development Group, LLC; Rendezvous Island, Ltd.; The Placencia Marina, Ltd.; and The Placencia Hotel and Residences Ltd.** s. 127 A. Perschy in attendance for Staff Panel: EPK

April 27, 2011 11:00 a.m.	**Marlon Gary Hibbert, Ashanti Corporate Services Inc., Dominion International Resource Management Inc., Kabash Resource Management, Power to Create Wealth Inc. and Power to Create Wealth Inc. (Panama)** s. 127 S. Chandra in attendance for Staff Panel: EPK
April 27, 2011 2:00 p.m.	**American Heritage Stock Transfer Inc., American Heritage Stock Transfer, Inc., BFM Industries Inc., Denver Gardner Inc., Sandy Winick, Andrea Lee McCarthy, Kolt Curry and Laura Mateyak** s. 127 J. Feasby in attendance for Staff Panel: JEAT
April 27-29, 2011 10:00 a.m.	**Axcess Automation LLC, Axcess Fund Management, LLC, Axcess Fund, L.P., Gordon Alan Driver, David Rutledge, 6845941 Canada Inc. carrying on business as Anesis Investments, Steven M. Taylor, Berkshire Management Services Inc. carrying on business as International Communication Strategies, 1303066 Ontario Ltd. carrying on business as ACG Graphic Communications, Montecassino Management Corporation, Reynold Mainse, World Class Communications Inc. and Ronald Mainse** s. 127 Y. Chisholm in attendance for Staff Panel: CP/PLK
April 28, 2011 10:00 a.m.	**Peter Sbaraglia** s. 127 S. Horgan/P. Foy in attendance for Staff Panel: JDC
April 28, 2011 3:00 p.m.	**Bernard Boily** s. 127 and 127.1 U. Sheikh in attendance for Staff Panel: VK
April 29, 2011 10:00 a.m.	**North American Financial Group Inc., North American Capital Inc., Alexander Flavio Arconti, and Luigino Arconti** s. 127 M. Vaillancourt in attendance for Staff Panel: EPK
May 2-9, May 11-12, 2011 10:00 a.m.	**Innovative Gifting Inc., Terence Lushington, Z2A Corp., and Christine Hewitt** s. 127 M. Vaillancourt in attendance for Staff Panel: JDC/MCH
May 2-9 and May 11-13, 2011 10:00 a.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/C. Watson in attendance for Staff Panel: VK/EPK

May 3, 2011 10:00 a.m.	**Global Energy Group, Ltd., New Gold Limited Partnerships, 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 Shiff** s. 127 H. Craig in attendance for Staff Panel: TBA
May 4-5, 2011 10:00 a.m.	**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: JEAT/PLK/MGC
May 6, 2011 10:00 a.m.	**L.T.M.T. Trading Ltd. also known as L.T.M.T. Trading and Bernard Shaw** s. 127 A. Heydon in attendance for Staff Panel: JEAT
May 10, 2011 2:30 p.m.	**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 M. Vaillancourt in attendance for Staff Panel: JDC
May 12, 2011 10:00 a.m.	**Magna Partners Ltd.** s. 21.7 M. Vaillancourt in attendance for Staff Panel: JEAT/CP
May 13, 2011 10:00 a.m.	**Goldbridge Financial Inc., Wesley Wayne Weber and Shawn C. Lesperance** s. 127 C. Johnson in attendance for Staff Panel: MCH/MGC
May 16, 2011 10:00 a.m.	**Global Consulting and Financial Services, Crown Capital Management Corporation, Canadian Private Audit Service, Executive Asset Management, Michael Chomica, Peter Siklos (Also Known As Peter Kuti), Jan Chomica, and Lorne Banks** s. 127 H. Craig/C. Rossi in attendance for Staff Panel: MGC
May 16, 2011 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 H. Craig in attendance for Staff Panel: JDC
May 16-18, May 25, May 27-31 and June 3, 2011 10:00 a.m. May 26, 2011 2:00 p.m.	**Nelson Financial Group Ltd., Nelson Investment Group Ltd., Marc D. Boutet, Stephanie Lockman Sobol, Paul Manuel Torres, H.W. Peter Knoll** s. 127 P. Foy in attendance for Staff Panel: JEAT/MCH

May 17, 2011 10:00 a.m.	**TBS New Media Ltd., TBS New Media PLC, CNF Food Corp., CNF Candy Corp., Ari Jonathan Firestone and Mark Green** s. 127 H. Craig in attendance for Staff Panel: CP
May 19, 2011 10:00 a.m.	**Andrew Rankin** s. 144 S. Fenton/K. Manarin in attendance for Staff Panel: JEAT/PLK/CP
May 24, 2011 2:30 p.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) H. Craig in attendance for Staff Panel: TBA
May 25-31, 2011 10:00 a.m.	**Sunil Tulsiani, Tulsiani Investments Inc., Private Investment Club Inc., and Gulfland Holdings LLC** s. 127 C. Rossi in attendance for Staff Panel: JDC/CWMS
June 1-2, 2011 10:00 a.m.	**Hector Wong** s. 21.7 A. Heydon in attendance for Staff Panel: EPK/PLK
June 6 and June 8-9, 2011 10:00 a.m.	**Lehman Brothers & Associates Corp., Greg Marks, Kent Emerson Lounds and Gregory William Higgins** s. 127 C. Rossi in attendance for Staff Panel: JDC/CWMS
June 14 and June 17, 2011 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: JDC/MCH
June 20 and June 22-30, 2011 10:00 a.m.	**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
June 22, 2011 10:00 a.m.	**Energy Syndications Inc., Green Syndications Inc., Syndications Canada Inc., Land Syndications Inc. and Douglas Chaddock** s. 127 C. Johnson in attendance for Staff Panel: JEAT

July 15, 2011 10:00 a.m.	**Hillcorp International Services, Hillcorp Wealth Management, Suncorp Holdings, 1621852 Ontario Limited, Steven John Hill, and Danny De Melo** s. 127 A. Clark in attendance for Staff Panel: TBA
July 20, 2011 10:00 a.m.	**Peter Beck, Swift Trade Inc. (continued as 7722656 Canada Inc.), Biremis, Corp., Opal Stone Financial Services S.A., Barka Co. Limited, Trieme Corporation and a limited partnership referred to as "Anguilla LP"** s. 127 B. Shulman in attendance for Staff Panel: JEAT
July 26, 2011 11:00 a.m.	**Marlon Gary Hibbert, Ashanti Corporate Services Inc., Dominion International Resource Management Inc., Kabash Resource Management, Power to Create Wealth Inc. and Power to Create Wealth Inc. (Panama)** s. 127 S. Chandra in attendance for Staff Panel: TBA
September 6-12, September 14-26 and September 28, 2011 10:00 a.m.	**Anthony Ianno and Saverio Manzo** s. 127 and 127.1 A. Clark in attendance for Staff Panel: EPK/PLK
September 12, 14-26 and September 28-30, 2011 10:00 a.m.	**FactorCorp Inc., FactorCorp Financial Inc. and Mark Twerdun** s. 127 C. Price in attendance for Staff Panel: TBA
September 14-23, September 28 – October 4, 2011 10:00 a.m.	**Juniper Fund Management Corporation, Juniper Income Fund, Juniper Equity Growth Fund and Roy Brown (a.k.a. Roy Brown-Rodrigues)** s. 127 and 127.1 D. Ferris in attendance for Staff Panel: VK/MCH
October 12-24 and October 26-27, 2011 10:00 a.m.	**Helen Kuszper and Paul Kuszper** s. 127 and 127.1 U. Sheikh in attendance for Staff Panel: JDC/CWMS
October 17-24 and October 26-31, 2011 10:00 a.m.	**Richvale Resource Corp., Marvin Winick, Howard Blumenfeld, John Colonna, Pasquale Schiavone, and Shafi Khan** s. 127(7) and 127(8) C. Johnson in attendance for Staff Panel: TBA
November 7, November 9-21, November 23 – December 2, 2011 10:00 a.m.	**Majestic Supply Co. Inc., Suncastle Developments Corporation, Herbert Adams, Steve Bishop, Mary Kricfalusi, Kevin Loman and CBK Enterprises Inc.** s. 37, 127 and 127.1 D. Ferris in attendance for Staff Panel: TBA
November 14-21 and November 23-28, 2011 10:00 a.m.	**Shaun Gerard McErlean, Securus Capital Inc., and Acquiesce Investments** s. 127 M. Britton in attendance for Staff Panel: TBA

December 5 and December 7-16, 2011 10:00 a.m.	**L. Jeffrey Pogachar, Paola Lombardi, Alan S. Price, New Life Capital Corp., New Life Capital Investments Inc., New Life Capital Advantage Inc., New Life Capital Strategies Inc., 1660690 Ontario Ltd., 2126375 Ontario Inc., 2108375 Ontario Inc., 2126533 Ontario Inc., 2152042 Ontario Inc., 2100228 Ontario Inc., and 2173817 Ontario Inc.** s. 127 M. Britton 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	**MRS Sciences Inc. (formerly Morningside Capital Corp.), Americo DeRosa, Ronald Sherman, Edward Emmons and Ivan Cavric** s. 127 and 127(1) D. Ferris in attendance for Staff Panel: TBA
TBA	**Goldpoint Resources Corporation, Pasqualino Novielli also known as Lee or Lino Novielli, Brian Patrick Moloney also known as Brian Caldwell, and Zaida Pimentel also known as Zaida Novielli** s. 127(1) and 127(5) C. Watson 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	**Lyndz Pharmaceuticals Inc., James Marketing Ltd., Michael Eatch and Rickey McKenzie** s. 127(1) and (5) J. Feasby/C. Rossi in attendance for Staff Panel: TBA
TBA	**M P Global Financial Ltd., and Joe Feng Deng** s. 127 (1) M. Britton in attendance for Staff Panel: TBA
TBA	**Shane Suman and Monie Rahman** s. 127 and 127(1) C. Price in attendance for Staff Panel: JEAT/PLK

TBA

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

s. 127

H. Craig in attendance for Staff

Panel: TBA

TBA

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

TBA

Abel Da Silva

s. 127

C. Watson in attendance for Staff

Panel: TBA

TBA

Sextant Capital Management Inc., Sextant Capital GP Inc., Otto Spork, Robert Levack and Natalie Spork

s. 127

T. Center in attendance for Staff

Panel: TBA

TBA

Paul Azeff, Korin Bobrow, Mitchell Finkelstein, Howard Jeffrey Miller and Man Kin Cheng (a.k.a. Francis Cheng)

s. 127

T. Center/D. Campbell 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), Tulsiani Investments Inc., Sunil Tulsiani and Ravinder Tulsiani

s. 127

A. Perschy/C. Rossi in attendance for Staff

Panel: CP/PLK

TBA

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

s. 127 and 127.1

H. Craig in attendance for Staff

Panel: TBA

TBA

Global Energy Group, Ltd., New Gold Limited Partnerships, Christina Harper, Vadim Tsatskin, Michael Schaumer, Elliot Feder, Oded Pasternak, Alan Silverstein, Herbert Groberman, Allan Walker, Peter Robinson, Vyacheslav Brikman, Nikola Bajovski, Bruce Cohen and Andrew Shiff

s. 37, 127 and 127.1

H. Craig 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

T. Center in attendance for Staff

Panel: TBA

TBA **Alexander Christ Doulis (aka Alexander Christos Doulis, aka Alexandros Christodoulidis) and Liberty Consulting Ltd.**

s. 127

S. Horgan in attendance for Staff

Panel: TBA

TBA **Rezwealth Financial Services Inc., Pamela Ramoutar, Justin Ramoutar, Tiffin Financial Corporation, Daniel Tiffin, 2150129 Ontario Inc., Sylvan Blackett, 1778445 Ontario Inc. and Willoughby Smith**

s. 127(1) and (5)

A. Heydon in attendance for Staff

Panel: TBA

TBA **Simply Wealth Financial Group Inc., Naida Allarde, Bernardo Giangrosso, K&S Global Wealth Creative Strategies Inc., Kevin Persaud, Maxine Lobban and Wayne Lobban**

s. 127 and 127.1

C. Johnson in attendance for Staff

Panel: TBA

TBA **Uranium308 Resources Inc., Michael Friedman, George Schwartz, Peter Robinson, and Shafi Khan**

s. 127

H. Craig/C.Rossi in attendance for Staff

Panel: TBA

TBA **Ameron Oil and Gas Ltd., MX-IV Ltd., Gaye Knowles, Giorgio Knowles, Anthony Howorth, Vadim Tsatskin, Mark Grinshpun, Oded Pasternak, and Allan Walker**

s. 127

H. Craig/C. Rossi in attendance for Staff

Panel: TBA

TBA **Paul Donald**

s. 127

C. Price in attendance for Staff

Panel: CP/PLK

TBA **David M. O'Brien**

s. 37, 127 and 127.1

B. Shulman in attendance for Staff

Panel: TBA

ADJOURNED SINE DIE

Global Privacy Management Trust and Robert Cranston

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

ADJOURNED SINE DIE

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

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 Notice of Agreement among certain provincial securities regulators and the Investment Industry Regulatory Organization of Canada (IIROC) with respect to the administration and application of surplus funds generated by the operation of the National Registration Database (NRD)

The Ontario Securities Commission, the British Columbia Securities Commission, the Alberta Securities Commission, the Autorité des marchés financiers and IIROC have entered into an agreement concerning the administration and application of surplus funds generated by the operation of NRD (NRD Surplus Application Agreement).

The NRD Surplus Application Agreement is being published today in the Bulletin in accordance with section 143.10 of the Securities Act. This agreement was delivered to the Minister of Finance on April 21, 2011, and is subject to Ministerial approval.

Questions may be referred to:

Minami Ganaha
Senior Legal IT Counsel
General Counsel's Office
(416) 593-8170
mganaha@osc.gov.on.ca

April 22, 2011

NRD SURPLUS APPLICATION AGREEMENT

This Agreement is made as of the 29th day of October, 2008 among Investment Industry Regulatory Organization of Canada ("**IIROC**") and British Columbia Securities Commission ("**BCSC**") and Alberta Securities Commission ("**ASC**") and Ontario Securities Commission ("**OSC**") and Autorité des marchés financiers ("**AMF**") (collectively, the "**Principal Regulators**").

WHEREAS each of the Principal Regulators is a party to the National Registration Database ("**NRD**") Operations Agreement dated June 13, 2003 with CDS Inc., as amended (the "**NRD Agreement**");

WHEREAS an operating surplus has accumulated under the NRD Agreement between November 1, 2004 and March 31, 2008 (the "**Existing NRD Surplus**");

WHEREAS the Principal Regulators desire to establish the terms and conditions governing the administration and application of the Existing NRD Surplus and any annual operating surpluses ("**Annual NRD Surplus**") accumulating under the NRD Agreement from NRD operations, including any interest or other amounts earned thereon (collectively, the "**Funds**");

NOW THEREFORE, THE PARTIES AGREE AS FOLLOWS:

1. Upon receipt of such amounts from CDS Inc., the OSC will deposit and hold the Existing NRD Surplus and any Annual NRD Surplus in trust on behalf of the Principal Regulators in one or more segregated accounts, each of which may be a deposit/chequing or investment account and must be held with a bank listed in Schedule I or II to the *Bank Act* (Canada) or a trust company registered under applicable Ontario or federal legislation (each an "**Eligible Account**").

2. Notwithstanding section 1, the OSC may, in its discretion, invest the Funds in accordance with an investment policy, the prime consideration of which is the protection of principal and the selection of maturities appropriate to anticipated cash flow needs.

3. The OSC may, in its discretion, retain the services of an investment advisor to assist in the investment and management of the Funds.

4. The OSC will deduct or direct the deduction from the Funds any out-of-pocket expenses it incurs in administering and investing the Funds, including any costs relating to the services of an investment advisor.

5. Subject to section 4, the OSC may only withdraw or direct the payment of amounts from an Eligible Account if such withdrawal or direction:

   a. complies with the terms of this Agreement; and

   b. has been authorized in writing by a duly authorized representative of each one of the Principal Regulators.

6. For greater certainty, section 5 above does not apply to a transfer of Funds from one Eligible Account to another.

7. The Principal Regulators agree that the Funds shall be used toward one or more of the following:

   a) developing, modifying, enhancing, redesigning or replacing NRD;

   b) funding any Shortfall (as defined in the NRD Agreement) as contemplated under subsections 9.3 (iii) and 9.3 (v) of the NRD Agreement;

   c) reducing fees under the NRD Fee Schedule, as defined in the NRD Filer Manual (as defined in the NRD Agreement); and

   d) paying any costs or expenses associated with the operation of NRD which may be mutually agreed upon.

8. The Principal Regulators agree that the OSC will not, nor will any director, officer, employee or agent of the OSC, be subject to any liability whatsoever to the Principal Regulators or any other person, in tort, contract or otherwise, in connection with the Funds or activities in relation to the Funds, for any action taken or permitted by it to be taken, or for its failure to take any action; provided that the foregoing limitation of liability will not apply in respect of any action or failure to act arising from or in connection with wilful misconduct, negligence or reckless disregard of a duty by the OSC hereunder. Except as to the extent provided in this Agreement, the OSC will not be subject to any debts, liabilities, obligations, demands, judgments, costs, charges or expenses against or with respect to the Funds and resort will be had solely to the Funds for the payment thereof.

9. Each of the Principal Regulators warrants and represents that the execution, delivery and performance of this Agreement (i) are within its powers, (ii) have been or will be duly authorized by all necessary proceedings, and (iii) do not and will not contravene or constitute a default under, and do not and will not conflict with any judgment, decree or order, or any contract, agreement, or other undertaking or covenant applicable to such Principal Regulators.

10. This Agreement shall govern the administration and application of Funds until the later of (i) the termination or expiry of the NRD Agreement and (ii) the application and distribution of all Funds in accordance with this Agreement.

11. This Agreement shall be governed by and construed in accordance with the laws in force in the province of Ontario and the federal laws of Canada applicable therein. The Principal Regulators hereby irrevocably attorn to the jurisdiction of courts of the province of Ontario or the Federal Court of Canada sitting in such province.

12. This Agreement may be executed simultaneously in two or more counterparts, each of which shall be deemed to be an original, including any fax counterpart, and it shall not be necessary when making proof of this Agreement to account for more than one counterpart.

13. This agreement, as it pertains to the OSC, comes into effect as of the date hereof once approved by the Minister in Ontario pursuant to section 143.10 of the Securities Act (Ontario).

14. **IN WITNESS WHEREOF,** the duly authorized signatories of the parties have signed this Agreement as of October 29, 2008.

ALBERTA SECURITIES COMMISSION

Per: "William S. Rice"

Per: "David C. Linder"

BRITISH COLUMBIA SECURITIES COMMISSION

Per: "John Hinze"

Per: "Brenda Leong"

ONTARIO SECURITIES COMMISSION

Per: "Peggy Dowdall-Logie"

Per: _____

AUTORITÉ DES MARCHÉS FINANCIERS

Per: "Jean St-Gelais"

For purposes of An Act respecting the Ministère du Conseil exécutif (R.S.Q., c. M-30),
Secrétaire général associé aux affaires intergouvernementales canadiennes

Per: "Yves Castonguay"

INVESTMENT INDUSTRY REGULATORY ORGANIZATION OF CANADA

Per: "Rosemary Chan"

Per: "Keith Persaud"

1.2 Notices of Hearing

1.2.1 Nelson Financial Group Ltd. – ss. 127(1), 127.1

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

AND

IN THE MATTER OF
NELSON FINANCIAL GROUP LTD.

NOTICE OF HEARING
(Subsections 127(1) and 127.1)

TAKE NOTICE that the Ontario Securities Commission (the "Commission") will hold a hearing pursuant to section 127(1) and 127.1 of the Securities Act, R.S.O., 1990 c. S.5, as amended (the "Act") at its offices at 20 Queen Street West, 17th Floor, Toronto, Ontario, commencing on April 15, 2011 at 2:00 p.m. or as soon thereafter as the hearing can be held;

AND TAKE NOTICE that the purpose of the hearing is for the Commission to consider whether it is in the public interest to approve the settlement agreement dated April 13, 2011 between Staff of the Commission and Nelson Financial Group Ltd.;

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

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

DATED at Toronto this 13th day of April, 2011.

"John Stevenson"
Secretary to the Commission

1.3 News Releases

1.3.1 Canadian Securities Regulators Take Steps to Reduce Risks Associated with Electronic Trading

FOR IMMEDIATE RELEASE
April 8, 2011

CANADIAN SECURITIES REGULATORS TAKE STEPS
TO REDUCE RISKS ASSOCIATED WITH ELECTRONIC TRADING

Toronto – The Canadian Securities Administrators (CSA) today published for comment proposed National Instrument 23-103 *Electronic Trading and Direct Electronic Access to Marketplaces*. The proposed rule is designed to establish a regulatory framework for electronic trading in Canada.

Under the proposal, marketplace participants will be obligated to establish, maintain and ensure compliance with appropriate controls, policies and procedures, in order to manage the risks associated with various methods of electronic trading, including direct electronic access (DEA), the use of algorithms and high frequency trading. Additionally, the proposed rule enhances the current requirements imposed on marketplaces to ensure they take an active role in managing the risks to fair and orderly trading posed by electronic trading.

"Technological innovations in the Canadian marketplace underscore the importance of ensuring the risks associated with electronic trading are effectively managed and supervised," said Bill Rice, Chair of the CSA and Chair and CEO of the Alberta Securities Commission. "The framework proposed today is an important step in managing these risks and maintaining investor confidence in our markets."

The proposed rule was developed following consultations with marketplaces, marketplace participants and service vendors. It is consistent with international developments in electronic trading, including the International Organization of Securities Commissions'(IOSCO) 2010 report *Principles for Direct Electronic Access to Markets*. The CSA acknowledge the assistance of staff of the Investment Industry Regulatory Organization of Canada (IIROC) in the development of the proposal.

Investors and market participants are encouraged to submit comments on the proposed rule by July 8, 2011. For more information visit the websites of the CSA members.

The CSA, the council of the securities regulators of Canada's provinces and territories, coordinates and harmonizes regulation for the Canadian capital markets.

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1.3.2 Canadian Securities Regulators Adopt New Version of Mining Rule

FOR IMMEDIATE RELEASE
April 8, 2011

CANADIAN SECURITIES REGULATORS ADOPT
NEW VERSION OF MINING RULE

Vancouver – The Canadian Securities Administrators (CSA) have published a new version of National Instrument 43-101 *Standards of Disclosure for Mineral Projects*, its related form and policy.

The revised mining rule and related amendments eliminate or reduce the scope of certain requirements, provide greater flexibility to mining issuers in certain areas, reflect changes that have occurred in the mining industry, and clarify or correct areas where the previous standards were not having the desired effect.

"Canada has developed one of the most effective and efficient mining disclosure regimes in the world," said Bill Rice, Chair of the CSA, and Chair and Chief Executive Officer of the Alberta Securities Commission. "These amendments reinforce our commitment to maintaining world class standards and continuing to meet the changing disclosure needs of the mining industry."

Following a series of focus group discussions with market participants, the CSA developed the proposed changes to the existing mining rule and published them for comment. The CSA received 50 submissions.

In some jurisdictions, ministerial approvals are required for these changes. Subject to obtaining all necessary approvals, the revised mining rule and related amendments will come into force on June 30, 2011.

The revised mining rule and related amendments are available on the websites of CSA members.

The CSA, the council of the securities regulators of Canada's provinces and territories, co-ordinates and harmonizes regulation for the Canadian capital markets.

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1.3.3 Canadian Securities Regulators Update Registration Regime for Registrants

FOR IMMEDIATE RELEASE
April 15, 2011

CANADIAN SECURITIES REGULATORS UPDATE
REGISTRATION REGIME FOR REGISTRANTS

Montreal – The Canadian Securities Administrators (CSA) announced today that they have updated the regulatory framework for firms and individuals who deal in securities, provide investment advice or manage investment funds.

The revised framework adds timely amendments to the CSA's comprehensive 2009 registration reform initiative, which modernized the existing registration rules into a harmonized regime for the CSA and Self Regulatory Organizations.

"These amendments are the result of our continuing dialogue with market participants and regulators to address questions and concerns that have arisen in the course of working with the National Registration Rules," said Bill Rice, Chair of the CSA and Chair and Chief Executive Officer of the Alberta Securities Commission. "We believe these amendments will improve the day-to-day operation of the Instrument for both industry and regulators."

The proposed amendments are the result of the CSA holding public consultations and monitoring the workings of the National Registration Rules since implementation. The revised rules codify current exemption orders and frequently asked questions, provide new filing timelines, refine certain exemptions, and provide extended transition periods in respect of certain requirements. New guidance and clarifications have also been added to improve the framework and to reflect the changeover to International Financial Reporting Standards.

In some jurisdictions, ministerial approvals are required for these changes. Subject to obtaining all necessary approvals, the amended registration regime will come into force in all jurisdictions on July 11, 2011.

The revised National Registration Rules and related amendments are available on the websites of CSA members.

The CSA, the council of the securities regulators of Canada's provinces and territories, co-ordinates and harmonizes regulation for the Canadian capital markets.

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1.4 Notices from the Office of the Secretary

1.4.1 Nelson Financial Group Ltd.

FOR IMMEDIATE RELEASE
April 13, 2011

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

AND

IN THE MATTER OF
NELSON FINANCIAL GROUP LTD.

TORONTO – The Office of the Secretary issued a Notice of Hearing for a hearing to consider whether it is in the public interest to approve a settlement agreement entered into by Staff of the Commission and Nelson Financial Group Ltd. The hearing will be held on April 15, 2011 at 2:00 p.m. in Hearing Room B on the 17th floor of the Commission's offices located at 20 Queen Street West, Toronto.

A copy of the Notice of Hearing dated April 13, 2011 is available at **www.osc.gov.on.ca**.

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1.4.2 American Heritage Stock Transfer Inc. et al.

FOR IMMEDIATE RELEASE
April 15, 2011

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

AND

IN THE MATTER OF
AMERICAN HERITAGE STOCK TRANSFER INC.,
AMERICAN HERITAGE STOCK TRANSFER, INC.,
BFM INDUSTRIES INC., DENVER GARDNER INC.,
SANDY WINICK, ANDREA LEE MCCARTHY,
KOLT CURRY AND LAURA MATEYAK

TORONTO – The Commission issued an Order in the above named matter which provides that the Temporary Order is extended until April 28, 2011, or until further order of the Commission; and this matter shall return before the Commission on April 27, 2011 at 2:00 p.m. or on such other date or time as provided by the Secretary's Office and agreed to by the parties.

A copy of the Order dated April 14, 2011 is available at **www.osc.gov.on.ca**.

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1.4.3 Energy Syndications Inc. et al.

FOR IMMEDIATE RELEASE
April 15, 2011

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

AND

IN THE MATTER OF
ENERGY SYNDICATIONS INC.,
GREEN SYNDICATIONS INC.,
SYNDICATIONS CANADA INC.,
LAND SYNDICATIONS INC. AND
DOUGLAS CHADDOCK

TORONTO – The Commission issued an Order which provides that,

1. The Temporary Order is extended until June 24, 2011, or until further order of the Commission;

2. The Temporary Order is not extended against Land; and

3. The extension of the Temporary Order shall not affect the right of any respondent to apply to the Commission under section 144 of the Act to revoke or vary this order upon five days written notice to Staff of the Commission;

The hearing is adjourned to June 22, 2011 at 10:00 a.m. or on such other date or time as provided by the Secretary's Office and agreed to by the parties.

A copy of the Order dated April 14, 2011 is available at **www.osc.gov.on.ca**.

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1.4.4 Nelson Financial Group Ltd. et al.

FOR IMMEDIATE RELEASE
April 15, 2011

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

AND

IN THE MATTER OF
NELSON FINANCIAL GROUP LTD.,
NELSON INVESTMENT GROUP LTD.,
MARC D. BOUTET, STEPHANIE LOCKMAN SOBOL,
PAUL MANUEL TORRES, H. W. PETER KNOLL

TORONTO – Following a hearing held today, the Commission issued an Order in the above named matter approving the Settlement Agreement reached between Staff of the Commission and Nelson Financial Group Ltd.

A copy of the Order dated April 15, 2011 and Settlement Agreement dated April 13, 2011 are available at **www.osc.gov.on.ca**.

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1.4.5 Paul Azeff et al.

FOR IMMEDIATE RELEASE
April 18, 2011

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

AND

IN THE MATTER OF
PAUL AZEFF, KORIN BOBROW,
MITCHELL FINKELSTEIN,
HOWARD JEFFREY MILLER AND
MAN KIN CHENG (a.k.a. FRANCIS CHENG)

TORONTO – Staff of the Ontario Securities Commission filed an Amended Amended Statement of Allegations dated April 18, 2011 with the Office of the Secretary in the above noted matter.

A copy of the Amended Amended Statement of Allegations dated April 18, 2011 is available at **www.osc.gov.on.ca**.

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

AND

IN THE MATTER OF
PAUL AZEFF, KORIN BOBROW,
MITCHELL FINKELSTEIN,
HOWARD JEFFREY MILLER AND
MAN KIN CHENG (a.k.a. FRANCIS CHENG)

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

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

I. OVERVIEW

Finkelstein, Azeff and Bobrow

1. The Respondents, Mitchell Finkelstein ("Finkelstein"), Paul Azeff ("Azeff") and Korin Bobrow ("Bobrow") engaged in an illegal insider tipping and trading scheme over the course of a three year period from November 2004 to August 2007 (the "Relevant Period").

2. During the Relevant Period, Finkelstein, who practiced corporate law in Toronto, sought out and acquired material, non-public information concerning pending corporate transactions that he would communicate to Azeff, in breach of section 76(2) of the *Securities Act*, R.S.O. 1990, c. S.5, as amended (the "Act").

3. Azeff shared the material, non-public information with his co-worker, Bobrow. They would then:

   (a) trade in securities of the reporting issuers with knowledge of material facts with respect to the reporting issuers that had not generally been disclosed, contrary to subsection 76(1) of the Act; and/or

   (b) inform, not in the necessary course of business, other persons of material facts with respect to the reporting issuers before the material facts were generally disclosed, contrary to subsection 76(2) of the Act; and/or

   (c) recommend investing in the reporting issuers to family members, friends and clients, contrary to the public interest.

Miller and Cheng

4. During the Relevant Period, the Respondents, Howard Jeffrey Miller ("Miller") and Man Kin Cheng a.k.a. Francis Cheng ("Cheng") engaged in illegal insider trading and tipping in securities of reporting issuers, in breach of sections 76(1) and (2) of the Act, and in a manner that was contrary to the public interest.

5. Miller learned of material, non-disclosed information from one of Azeff's clients who was tipped by Azeff ("Client A").

II. THE RESPONDENTS

6. Finkelstein is a resident of Toronto, Ontario and during the Relevant Period was a member of the Law Society of Upper Canada and a partner in the Corporate Finance & Securities and Mergers & Acquisitions practice at the Toronto office of Davies Ward Phillips & Vineberg LLP ("Davies"), a law firm with offices in Toronto, Montreal and New York. Finkelstein has never been registered with the Commission in any capacity.

7. Azeff is a resident of Montreal, Quebec. During the Relevant Period, Azeff was employed by CIBC World Markets Inc. ("CIBC") in Quebec. Azeff was registered with the Commission as a trading officer with CIBC from September 18, 2003 to September 28, 2009 and was registered as a dealing representative with CIBC from September 28, 2009 to December 3, 2010. Azeff is not currently registered with the Commission.

8. Finkelstein and Azeff met and became friends and fraternity brothers at the University of Western Ontario and remained close personal friends thereafter. Throughout the Relevant Period, Finkelstein and Azeff were in regular and frequent contact.

9. Bobrow is also a resident of Montreal, Quebec and during the Relevant Period, Bobrow was also employed by CIBC in the same Montreal office as Azeff. Bobrow was registered with the Commission as a salesperson with CIBC from May 14, 2003 to September 28, 2009 and was registered as a dealing representative with CIBC from September 28, 2009 to December 3, 2010. Bobrow is not currently registered with the Commission.

10. Bobrow and Azeff met in high school and were business partners at CIBC during the Relevant Period. Bobrow worked exclusively with Azeff and all the trading done by Bobrow's clients were processed through Azeff's accounts. Azeff and Bobrow had a private compensation arrangement to reflect their respective client split of the group's annual trading activity.

11. Miller is a resident of Toronto, Ontario. During the Relevant Period, from July 1, 2002 until September 22, 2008, Miller was employed by TD Waterhouse Canada Inc. ("TD") and was registered with the Commission as a trading officer under the dealer category of investment dealer. Miller was registered as a dealing representative with Raymond James Ltd., from January 5, 2009 until October 9, 2010. Miller is not currently registered with the Commission.

12. Cheng was a resident of Toronto, Ontario during the Relevant Period. During the Relevant Period, Cheng was also employed by TD, and was registered with the Commission as a salesperson under the dealer category of investment dealer. Cheng is not currently registered with the Commission.

13. During the Relevant Period, Cheng and Miller worked from the same office. In early 2007, Miller and Cheng formed the "Miller/Cheng Advisory Group". Miller and Cheng had a private compensation arrangement to reflect their respective client split of the group's annual trading activity and other factors.

III. TIPPING, INSIDER TRADING, AND CONDUCT CONTRARY BY FINKELSTEIN, AZEFF AND BOBROW

Tipping – Finkelstein

14. During the Relevant Period, Finkelstein actively sought out and acquired material, non-public information about potential corporate transactions through his role as a lawyer at Davies either by:

(a) acting as counsel to reporting issuers on pending corporate transactions; and/or

(b) by conducting searches on the documents management system at Davies for material, non-public information related to pending transactions for which he did not personally serve as counsel.

15. For each of the following acquisitions listed below (the "Acquisitions"), Finkelstein informed Azeff of material information related to the Acquisitions prior to that information having been generally disclosed. In particular,

(a) **Kohlberg Kravis Roberts & Co. ("KKR") acquisition of Masonite International Corporation ("Masonite"), announced December 22, 2004 (the "Masonite Transaction")** – Davies acted on behalf of Masonite, and Finkelstein was counsel on the matter. On the evening of November 16, 2004, Davies' lawyers, including Finkelstein, met with management of Masonite to discuss the Masonite Transaction. In the following three days, there were several telephone contacts between Azeff and Finkelstein, the last one occurring approximately two hours before the first buy order was placed on November 19, 2005 by Azeff and/or Bobrow.

On January 26, 2005, Azeff met with Finkelstein in Toronto. In the two days following the meeting, Finkelstein made two cash deposits in $50 and $100 bills to his two bank accounts.

(b) **Vista Equity Partners ("Vista") acquisition of MDSI Mobile Data Solutions Inc. ("MDSI"), announced July 29, 2005 (the "MDSI Transaction")** – Davies acted on behalf of Vista, and Finkelstein accessed documents with material, non disclosed information, notwithstanding that he was not counsel on the matter. Throughout June and July 2005, Finkelstein accessed documents relating to the MDSI Transaction, and had several telephone contacts with Azeff. On July 28, 2005, one day after Finkelstein's accessing of the last MDSI documents, (one of which indicated that the MDSI Transaction would be announced on July 29, 2005), three clients of Azeff commence buying shares of MDSI.

Between September 8 and 9, 2005, Finkelstein and Azeff had several telephone contacts. Finkelstein was in Montreal for part of each of those days, returning to Toronto on September 9, 2005. On that same day, Finkelstein made a cash deposit in $100 bills to his bank account.

(c) **Barrick Gold Corporation ("Barrick") acquisition of Placer Dome Inc. ("Placer Dome"), initial offer announced October 31, 2005 and revised offer announced on December 21, 2005 (the "Placer Dome Transaction")** – Davies acted on behalf of Barrick and Finkelstein accessed documents with material, non

disclosed information, notwithstanding that he was not counsel on the matter. Between September 14, 2005 and October 18, 2005, Finkelstein accessed documents relating to the Place Dome Transaction. Between September 25, 2005 to October 25, 2005, there were several telephone contacts between Finkelstein and Azeff. On October 26, 2005, the first trading occurred in both Barrick and Placer Dome shares by Azeff and/or Bobrow.

On November 30, 2005, Azeff and Finkelstein met in downtown Toronto. On December 2, 2005, Finkelstein made two cash deposits, in $100 bills, in two of his bank accounts.

(d) **Sherritt International Corporation acquisition of Dynatec Corporation ("Dynatec") announced April 20, 2007 (the "Dynatec Transaction")** – Davies acted on behalf of Dynatec, and Finkelstein accessed documents with material, non disclosed information, notwithstanding that he was not counsel on the matter. On April 18, 2007, Finkelstein accessed documents relating to the Dynatec Transaction. Within minutes of doing so, there was telephone contact between Finkelstein and Azeff. The first trading occurred in Dynatec shares by Azeff and/or Bobrow clients within minutes of that contact. Between April 20 and April 27, 2007, there were several telephone contacts between Finkelstein and Azeff.

Between April 29 and April 30, 2007, Finkelstein was in Montreal and Sherbrooke, Quebec. Between May 1 and 7, 2007, Finkelstein made a series of cash deposits to his two bank accounts consisting primarily of $100 bills.

(e) **Cadbridge and InnVest REIT joint negotiated takeover bid of Legacy Hotels REIT ("Legacy") announced July 12, 2007 (the "Legacy Transaction")** – Davies acted on behalf of Cadbridge and InnVest REIT, and Finkelstein was counsel on the matter. On July 4, 2007, the Legacy Special Committee met and discussed issues relating to the proposed Support Agreement, the Lock-up Agreement and the process for moving forward. Between July 4, 2007, the day of the Special Committee meeting, and throughout the week leading up to the announcement on July 12, 2007, there were several telephone contacts between Finkelstein and Azeff. The first trading in Legacy by Azeff and Bobrow's family, clients and/or friends occurred on July 5, 2007, the day following the Special Committee meeting. Further purchases of Legacy units were placed by Azeff and Bobrow's family, clients and/or friends throughout the week leading up to the date of the announcement.

(f) **Behringer Harvard ("Behringer") acquisition of IPC US (the "IPC Transaction") announced August 14, 2007** – Davies acted on behalf of IPC US, and Finkelstein was counsel on the matter. By August 3, 2007, the terms of the acquisition were agreed to by the parties. On August 7, 2007, a conference call was held for the parties and their counsel, to "turn the pages on documents and finalize them". On August 8, 2007, Behringer presented a non-binding offer for IPC US, which included comments on the draft purchase agreement previously provided by IPC US. Between August 7, 2007 (the date of the conference call) and in the days leading up to the date of the announcement on August 14, 2007, there was telephone contact between Finkelstein and Azeff. The first trading in IPC US units for family members, clients and/or friends of Azeff and Bobrow occurred on August 8, 2007, the day Behringer presented an offer. Further purchases of IPC US units were placed by family members, clients and/or friends of Azeff and/or Bobrow subsequently on dates leading up to the date of the announcement.

16. Pursuant to subsections 76(5)(b) and (e) of the Act, Finkelstein became a person in a special relationship with the reporting issuers involved in the Acquisitions, including Masonite, MDSI, Barrick, Placer Dome, Dynatec, Legacy and IPC US (the "Reporting Issuers").

17. Finkelstein owed a fiduciary duty and a strict duty of confidentiality and loyalty to the clients of Davies. Pursuant to subsection 76(2) of the Act, Finkelstein was also prohibited from tipping others with material information related to any of the Reporting Issuers prior to that information having been generally disclosed.

Insider Trading, Tipping and Conduct Contrary - Azeff

18. Throughout the Relevant Period, Azeff obtained material information related to the pending Acquisitions from Finkelstein prior to the information having been generally disclosed. Azeff knew or ought to have known that Finkelstein obtained the information in his capacity as a lawyer and that Finkelstein stood in a special relationship to each of the Reporting Issuers.

19. By virtue of subsection 76(5)(e) of the Act, Azeff became a person in a special relationship with each of the Reporting Issuers and was accordingly prohibited from trading securities of the Reporting Issuers while in possession of material non-public information involving those Reporting Issuers.

20. With knowledge of material, non-public information supplied by Finkelstein, Azeff traded securities on behalf of himself and his wife in advance of the following Acquisitions, contrary to subsection 76(1) of the Act as follows:

(a) Masonite Transaction: Between November 19 and December 6, 2004, Azeff purchased 7,550 Masonite shares valued at approximately $255,000 in four of his CIBC accounts. Azeff sold these shares after the Press Release between December 23 and 29, 2004, for a realized profit of approximately $51,500.

(b) Placer Dome Transaction: Between October 26 and 28, 2005, Azeff purchased 2,500 Placer Dome shares valued at approximately $48,700 in two of his CIBC accounts. Azeff sold these shares after the Press Release between October 31, 2005 and January 10, 2006, for a realized profit of approximately $13,800. On October 28, 2005, Azeff purchased 800 Placer Dome shares for his wife's CIBC account valued at approximately $15,000. Azeff sold these shares after the Press Release on October 31, 2005 for a realized profit of approximately $3,300.

21. In addition, Azeff recommended investing in the securities of the following Reporting Issuers to several of his family members, contrary to the public interest. In particular,

(a) Masonite Transaction: Between November 19 and December 20, 2004, four of Azeff's relatives' CIBC accounts purchased 10,125 Masonite shares valued at approximately $345,000.

(b) Placer Dome Transaction: Between October 26 and 28, 2005, four of Azeff's relatives' CIBC accounts purchased 5,500 Placer Dome shares valued at approximately $105,000.

(c) Legacy Transaction: Between July 5 and 10, 2007, four of Azeff's relatives' CIBC accounts purchased 8,300 Legacy units valued at approximately $100,000.

(d) IPC Transaction: Between August 8 and 14, 2007, four of Azeff's relatives' CIBC accounts purchased 9,000 IPC units valued at approximately $87,000.

22. Azeff also informed Bobrow of the material, non-public information relating to the Masonite Transaction, Placer Dome Transaction, Dynatec Transaction, Legacy Transaction and IPC Transaction prior to the information having been generally disclosed.

23. In addition, Azeff informed at least Client A of material, non-public information relating to the Masonite Transaction, Dynatec Transaction, Legacy Transaction and IPC Transaction, prior to the information having been generally disclosed, contrary to subsection 76(2) of the Act.

Insider Trading, Tipping and Conduct Contrary - Bobrow

24. Throughout the Relevant Period, Bobrow obtained material information related to one or more of the pending Acquisitions from Azeff prior to the information having been generally disclosed.

25. By virtue of subsection 76(5)(e) of the Act, Bobrow became a person in a special relationship with one or more of the Reporting Issuers when he learned of material non-public information with respect to the Reporting Issuers from Azeff, who was a person who he knew or ought reasonably to have known was a person in such a relationship. Bobrow was accordingly prohibited from trading securities of the Reporting Issuers while in possession of material non-public information involving those Reporting Issuers.

26. With knowledge of material, non-public information supplied by Azeff (who obtained it from Finkelstein), Bobrow traded securities in advance of the following Acquisitions, contrary to subsection 76(1) of the Act as follows:

(a) Masonite Transaction: Between November 19 and December 6, 2004, Bobrow purchased 2,900 Masonite shares valued at approximately $99,000 in two of his CIBC accounts. Bobrow sold these shares after the Press Release between December 23 and 29, 2004, for a realized profit of approximately $18,000.

(b) Placer Dome Transaction: Between October 26 and 28, 2005, Bobrow purchased 2,800 Placer Dome shares valued at approximately $54,600 in two of his CIBC accounts. Bobrow sold these shares after the Press Release between October 31 and November 22, 2005, for a realized profit of approximately $12,400.

27. In addition, Bobrow recommended investing in securities of the Reporting Issuers to several of his family members, contrary to the public interest. In particular,

(a) Masonite Transaction: Between November 19 and December 21, 2004, two of Bobrow's relatives' CIBC accounts purchased 1,950 Masonite shares valued at approximately $66,500.

(b) Placer Dome Transaction: Between October 26 and 28, 2005, two of Bobrow's relatives' CIBC accounts purchased 3,500 Placer Dome shares valued at approximately $68,000.

(c) Legacy Transaction: Between July 5 and 10, 2007, two of Bobrow's relatives' CIBC accounts purchased 6,500 Legacy units valued at approximately $78,900.

(d) IPC Transaction: Between August 8 and 10, 2007, two of Bobrow's relatives' CIBC accounts purchased 5,500 IPC units valued at approximately $52,000.

28. Bobrow also informed at least one client ("Client B") of the material, non-public information relating to the Masonite Transaction prior to the information having been generally disclosed, contrary to subsection 76(2) of the Act. Client B advised Bobrow by e-mail not to tell his girlfriend the name of the stock being purchased for her as it is "confidential", and "We don't want this info in the public domain."

Recommendations by Azeff and Bobrow to clients/friends

29. In addition, Azeff and/or Bobrow recommended investing in securities of the Reporting Issuers to several of their clients/friends, contrary to the public interest. In particular,

(a) Masonite Transaction: Between November 19 and December 22, 2004 (prior to the issuance of the Press Release), more than 100 accounts of Azeff/Bobrow friends (with accounts at and/or outside of CIBC) and CIBC clients purchased 290,000 Masonite shares, valued at approximately $9.8 million.

(b) MDSI Transaction: On July 28, 2005, five accounts of Azeff/Bobrow friends (with accounts at or outside of CIBC) purchased 24,000 MDSI shares, valued at approximately $122,000.

(c) Placer Dome Transaction: Between October 26 and 28, 2005, 29 accounts of Azeff/Bobrow friends (with accounts at and/or outside of CIBC) and CIBC clients purchased 67,700 Placer Dome shares, valued at approximately $1.29 million.

(d) Dynatec Transaction: On April 18 and 19, 2007, 16 accounts of Azeff/Bobrow friends (with accounts at and/or outside of CIBC) and CIBC clients purchased 427,500 Dynatec shares, valued at approximately $1.6 million.

(e) Legacy Transaction: Between July 5 and 12, 2007, 35 accounts of Azeff/Bobrow friends (with accounts at and/or outside of CIBC) and CIBC clients purchased 331,400 Legacy units, valued at approximately $3.98 million.

(f) IPC Transaction: Between August 8 and 14, 2007, 27 accounts of Azeff/Bobrow friends (with accounts at and/or outside of CIBC) and CIBC clients purchased 183,800 IPC units, valued at approximately $1.78 million.

Summary of Trading - Azeff and Bobrow

30. Following the public announcements, the securities of the Reporting Issuers involved in the Acquisitions increased in value. Shortly thereafter, Azeff and Bobrow sold most of the securities they had purchased in Masonite and Placer Dome to realize a profit and obtained an unrealized profit for the remaining securities which they held, for a total gross profit over the Relevant Period of approximately $65,500 and $30,600, respectively. In addition, Azeff and Bobrow would have earned commission income on the trading conducted by their CIBC clients in Masonite, Placer Dome and Dynatec.

31. With respect to Masonite, in aggregate, as at December 22, 2004, prior to the Press Release, Azeff and Bobrow, their families and friends (at and/or outside of CIBC), and clients at CIBC owned approximately 310,000 shares of Masonite with a book value of approximately $10.6 million. Assuming that all shares were sold at the original announcement price of $40.20, these shares would have generated profit of approximately $2 million, or 19%.

32. With respect to MDSI, as at July 29, 2005, prior to the Press Release, friends of Azeff and Bobrow owned 24,000 MDSI shares with a book value of approximately $122,000. The shares were subsequently sold on July 29, 2005, after the Press Release, for a realized profit of approximately $69,000, or 56%.

33. With respect to Placer Dome, in aggregate, as at October 31, 2005, prior to the Press Release, Azeff and Bobrow, their families and friends (at and/or outside of CIBC), and clients at CIBC owned 82,800 shares of Placer Dome with a book value of

approximately $1.58 million. Assuming that all shares were sold at the October 31, 2005 opening trading price of $22.99, these shares would have generated profit of approximately $320,000, or 20%.

34. With respect to Dynatec, in aggregate, as of April 20, 2007, prior to the Press Release, Azeff and Bobrow friends (at and/or outside of CIBC) and clients owned 427,500 Dynatec shares with a book value of approximately $1.6 million. Assuming that all shares were sold on April 20, 2007, after the Press Release, at an average price of $4.42, these shares would have generated profit of approximately $265,000, or 16%.

35. With respect to Legacy, in aggregate, from trading between July 5 and 12, 2007, prior to the Press Release, Azeff and Bobrow's families, friends (at and/or outside of CIBC) and their CIBC clients owned 346,200 Legacy units with a book value of approximately $4.15 million. Based on the closing trading price for the 10 days following the announcement, the average closing price was of $12.41 per unit. Assuming all units were sold at this price, the profit generated would have been approximately $142,000, or 3.4%.

36. With respect to IPC US, in aggregate, from trading between August 8 and 14, 2007, prior to the Press Release, Azeff and Bobrow's families, friends (at and/or outside of CIBC) and their CIBC clients owned 198,300 IPC unites with a book value of approximately $1.9 million. Based on the closing trading price for the 10 days following the announcement, the average closing price was $10.06 per unit. Assuming all units were sold at this price, the profit generated would have been approximately $78,700, or 4.1%.

IV. TIPPING, INSIDER TRADING, AND CONDUCT CONTRARY BY MILLER AND CHENG

Insider Trading, Tipping and Conduct Contrary – Miller

37. Miller had a relationship with Client A, the individual who Azeff tipped about the Masonite Transaction, Dynatec Transaction, Legacy Transaction and IPC Transaction. Client A informed Miller of material facts with respect to these reporting issuers which were not generally disclosed. By virtue of subsection 76(5)(e) of the Act, Miller was a person in a special relationship with these reporting issuers because he knew or ought reasonably to have known that Client A was a person in a special relationship with these reporting issuers.

Masonite Transaction

38. In or about November 2004, Miller learned about the Masonite Transaction, prior to this information having been generally disclosed. On November 24, 2004, Miller sent the following e-mails to a client in reference to Masonite:

> *"Call me I have a tip*
>
> *…*
>
> *"Stock trades on TSX at around $34 – cash takeover of $40 Timing should be before xmas but you never know with lawyers … I'm long*

39. The e-mails demonstrate that Miller was aware of the following specific details relating to the Masonite Transaction, prior to the information having been generally disclosed:

(a) **The Masonite Transaction contemplated a takeover price of $40.00 (or a 20% premium on the price of Masonite's stock, which was trading around $34.00):** The Press Release announced that the Masonite's shareholders would receive $40.20 per share;

(b) **The Masonite Transaction would be structured as an all cash deal:** The Press Release announced that the offeror was KKR, a private equity organization, and the arrangement would be an all cash transaction;

(c) **The timing of the Masonite Transaction would be before Christmas 2004:** Masonite issued the Press Release before Christmas, on December 22, 2004; and

(d) **Lawyers had been retained in connection with the Masonite Transaction:** Lawyers retained by Masonite were actively involved in the matter commencing in and around November 16, 2004.

40. While in a special relationship with Masonite, and with knowledge of the Masonite Transaction, beginning on November 22, 2004, Miller made the following purchases of Masonite securities, on behalf of himself and his wife, contrary to subsection 76(1) of the Act:

(a) On November 22, 23 and 29, 2004, Miller purchased 3,000 Masonite shares for his TD account. Miller disposed of these shares pursuant to the Transaction on or around April 6, 2005 (the effective date of the sale of Masonite to KKR), for a realized profit of approximately $24,500; and

(b) On December 1, 3, 7, 8, and 20, 2004, Miller purchased 4,300 Masonite shares for his wife's TD account. Miller sold these shares after the Press Release, on January 4, February 16 and 18, 2005, for a realized profit of approximately $29,000.

41. With knowledge of the Masonite Transaction prior to it being generally disclosed, Miller also recommended investing in Masonite to several of his family members, friends and TD Waterhouse clients, contrary to the public interest. In particular,

(a) On November 29, and December 7, 2004, four of Miller's relatives' TD accounts purchased 3,300 Masonite shares. The account holders sold these shares after the Press Release, on January 5, February 15, 16 and 18, 2005, for a realized profit of approximately $20,000;

(b) Between November 23 and December 22, 2004, two of Miller's friends purchased 15,100 Masonite shares valued at approximately $520,000 for 5 accounts held outside of TD; and

(c) Between November 23 and December 22, 2004, a total of 21 client accounts at TD purchased 30,000 Masonite shares, valued at approximately $1,020,000.

42. Miller also informed Cheng, and at least one client, of the Masonite Transaction and of specific details regarding the transaction, prior to the information having been generally disclosed, contrary to subsection 76(2) of the Act.

Dynatec Transaction

43. In or about April 2007, Miller learned about the Dynatec Transaction from Client A, prior to this information having been generally disclosed.

44. While in a special relationship with Dynatec, and with knowledge of the Dynatec Transaction, beginning on April 18, 2007 Miller made the following purchases of Dynatec securities, through his wife's account, contrary to subsection 76(1) of the Act:

(a) On April 18 and 19, 2007, Miller purchased 20,000 Dynatec shares for his wife's TD account. Miller sold these shares on May 3, 29 and 31, 2007, for a realized profit of approximately $22,000.

45. Miller also informed Cheng of the Dynatec Transaction prior to the information having been generally disclosed, contrary to subsection 76(2) of the Act.

Legacy Transaction

46. In or about July 2007, Miller learned about the Legacy Transaction from Client A, prior to this information having been generally disclosed.

47. While in a special relationship with Legacy, and with knowledge of the Legacy Transaction, on July 12, 2007 Miller made the following purchases of Legacy securities, through his wife's account, contrary to subsection 76(1) of the Act:

(a) On July 12, 2007, Miller purchased 5,000 Legacy units for his wife's TD account. Miller sold these units on July 19, 24 and 25, 2007 for a realized profit of approximately $2,000.

IPC Transaction

48. In or about August 2007, Miller learned about the IPC Transaction from Client A, prior to this information having been generally disclosed.

49. While in a special relationship with IPC US, and with knowledge of the IPC Transaction, on August 10, 2007 Miller made the following purchases of IPC US securities, through his wife's account, contrary to subsection 76(1) of the Act:

(a) On August 10, 2007, Miller purchased 3,100 IPC units for his wife's TD account. Miller sold these units on August 27, 28 and 31, 2007 for a realized profit of approximately $1,100.

Insider Trading, Tipping and Conduct Contrary – Cheng

Masonite Transaction

50. By virtue of subsection 76(5)(e) of the Act, Cheng became a person in a special relationship with Masonite when he learned of the Masonite Transaction from Miller, who was a person who he knew or ought reasonably to have known was a person in such a relationship, prior to the information having been generally disclosed.

51. While in a special relationship with Masonite, and with knowledge of information that had not been generally disclosed, beginning on November 29, 2004, Cheng made the following purchase of Masonite securities, contrary to subsection 76(1) of the Act:

(a) On November 29, 2004, Cheng purchased 900 Masonite shares for his wife's account outside of TD. Cheng sold these shares after the Press Release, on January 4, 2005, for a realized profit of approximately $6,300; and

(b) On November 30, December 7, 8 and 10, 2004, Cheng purchased 6,000 Masonite shares for his brother's TD account (the "Man Leung Cheng Account"). Cheng's brother, Man Leung Cheng, is a resident of Hong Kong. Cheng sold these shares February 7 and 9, 2005, after the Press Release, for a realized profit of approximately $37,000. Cheng ultimately received much of the proceeds from this sale.

52. With knowledge of the Masonite Transaction prior to it being generally disclosed, Cheng also recommended investing in Masonite to several of his family members and TD clients, contrary to the public interest. In particular,

(a) On December 7 and 10, 2004, three of Cheng's relatives' TD accounts purchased 2,200 Masonite shares. The account holders sold the shares on January 4, 26 and February 9, 2005, after the Press Release, for a realized profit of approximately $15,000.

(b) On December 7 and 8, 2004, four client accounts at TD purchased 4,000 Masonite shares valued at approximately $135,000; and

(c) On December 13, 2004, one of Cheng's clients purchased 100 Masonite shares valued at approximately $3,400 in one account outside of TD.

53. In addition, Cheng informed persons of the Masonite Transaction, prior to the information having been generally disclosed, contrary to subsection 76(2) of the Act. In particular, on December 7, 2004, Cheng sent the following email to a client:

> *"I'm back in town and would like to talk to you about your account. Kindly contact me at your convenience. I'm buying MHM on Toronto Exchange for clients and 20% return is expected before Christmas. I'm looking forward to seeing you soon."*

54. In addition, on December 8, 2004, Cheng sent the following email to a prospective client:

> *"Take a look at MHM (http://www.masonite.com/), listed on the Toronto Stock Exchange. It's a takeover target and I was told that it'll be done at Cdn$40.00 before Christmas. It's currently trading at Cdn$34.00 and I don't see much downside from here even if the deal ended up falling through."*

Dynatec Transaction

55. In or about April 2007, Cheng learned about the Dynatec Transaction from Miller, who was a person who he knew or ought reasonably to have known was a person in a special relationship with Dynatec, prior to the information having been generally disclosed.

56. While in a special relationship with Dynatec, and with knowledge of information that had not been generally disclosed, on April 19, 2004, Cheng made the following purchase of Masonite securities, contrary to subsection 76(1) of the Act:

(a) On April 19, 2004, Cheng purchased 7,600 Dynatec shares for his wife's CIBC on line account, and 10,000 Dynatec shares for his non-resident brother's TD account. Cheng sold the shares in his wife's account on April 24, 2007, after the Press Release, for a realized profit of approximately $4,500. Cheng sold the shares in his non-resident brother's account on April 20 and 24, 2007, after the Press Release, for a realized profit of approximately $6,000.

57. With knowledge of the Dynatec Transaction, Cheng also recommended investing in Masonite to a family member, contrary to the public interest. In particular,

(a) On April 19, 2007, one of Cheng's relatives' TD accounts purchased 5,000 Dynatec shares. The shares were sold on April 20, 2007, after the Press Release, for a realized profit of approximately $3,500.

Summary of Trading – Miller And Cheng

Masonite

58. In aggregate, as at December 22, 2004, the date of the Press Release, Miller, Cheng and their families and clients owned 68,900 shares of Masonite with a book value of approximately $2.35 million.

59. Prior to the issuance of the Press Release, Miller, Cheng and their family members sold most of their Masonite securities to realize a profit. In particular:

(a) Miller and his family purchased 10,600 Masonite shares valued at approximately $360,000, and realized profit of approximately $73,500 (or 20%); and

(b) Cheng and his family purchased 9,100 Masonite shares valued at approximately $300,000, and realized profit of approximately $58,300 (or 19%).

Dynatec Transaction

60. In aggregate, as at April 20, 2007, prior to the issuance of the Press Release, Miller, Cheng and their families owned 42,600 shares of Dynatec with a book value of approximately $162,000.

61. Following the Press Release, Miller, Cheng and their family members sold their Dynatec securities to realize a profit. In particular:

(a) Miller and his family purchased 20,000 Dynatec shares valued at approximately $76,200, and realized profit of approximately $22,000 (or 29%); and

(b) Cheng and his family purchased 22,600 Masonite shares valued at approximately $85,800, and realized profit of approximately $14,000 (or 16%).

Legacy Transaction

62. As of July 12, 2007, prior to the issuance of the Press Release, Miller owned 5,000 Legacy units with a book value of approximately $60,000. Following the Press Release, Miller sold the Legacy units and realized profit of approximately $2,000 (or 3.4%).

IPC Transaction

63. As of August 14, 2007, prior to the issuance of the Press Release, Miller owned 3,100 IPC unites with a book value of approximately $30,500. Following the Press Release, Miller sold the IPC units and realized a profit of approximately $1,100 (or 3.6%).

Flow of Information

64. Staff alleges that the flow of material, undisclosed information with respect to the Masonite Transaction is set out in **Schedule 1**, attached to the within Amended Amended Statement of Allegations.

65. Staff alleges that material, undisclosed information relating to other reporting issuers flowed in a similar pattern, namely, from Finkelstein to Azeff, from Azeff to Bobrow and to Client A, from Client A to Miller, and from Miller to Cheng.

V. CONDUCT CONTRARY TO ONTARIO SECURITIES LAW AND THE PUBLIC INTEREST

66. By trading securities of one or more reporting issuers with knowledge of the material facts obtained from persons who Azeff and Bobrow knew or ought to have known were in a special relationship with a reporting issuer, that had not generally been disclosed, Azeff and Bobrow engaged in illegal insider trading, contrary to subsection 76(1) of the Act, and engaged in conduct contrary to the public interest.

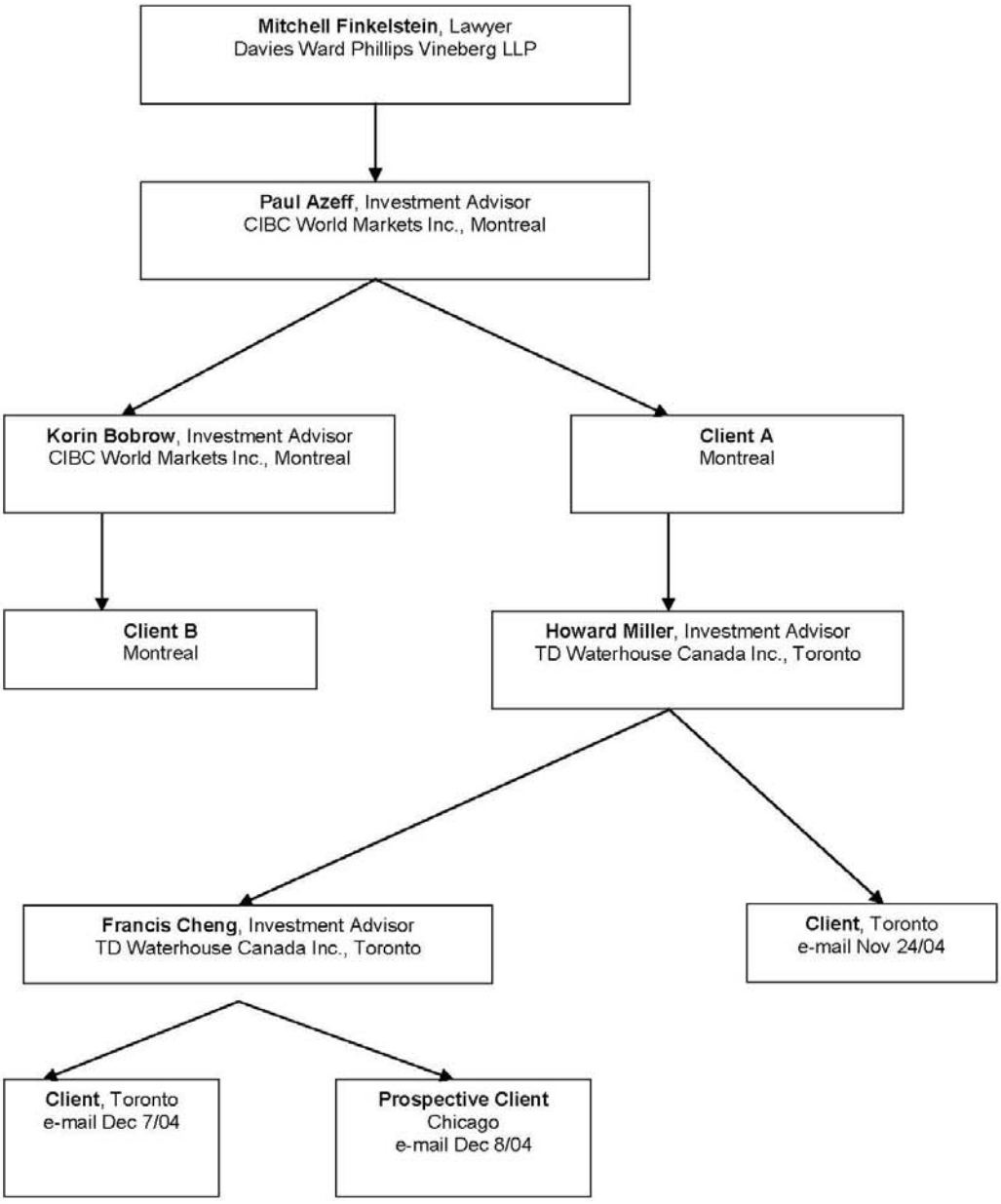
67. By informing other persons of materials facts with respect to one or more reporting issuers, prior to that information being generally disclosed, Finkelstein, Azeff and Bobrow engaged in tipping, contrary subsection 76(2) of the Act, and engaged in conduct contrary to the public interest.

68. By recommending the purchase of securities of one or more reporting issuers with knowledge of the material facts obtained from persons who Azeff and Bobrow knew or ought to have known were in a special relationship with one or more reporting issuers, that had not generally been disclosed, Azeff and Bobrow engaged in conduct contrary to the public interest.

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

Dated at Toronto this 18th day of April, 2011.

Schedule 1
Masonite Transaction



Chapter 2

Decisions, Orders and Rulings

2.1 Decisions

2.1.1 Estrella International Energy Services Ltd.

Headnote

NP 11-203 – Exemption from qualification requirements to permit applicant to file a prospectus in the form of a short form prospectus – Filer does not have a current AIF and therefore cannot comply with s. 2.2(d) of National Instrument 44-101 Short Form Prospectus Distributions – Filer is a "successor issuer" but cannot rely on exemption in s 2.7(2) because Filer did not have to prepare an information circular in connection with restructuring transaction – Filer has filed a listing application including the disclosure prescribed for a filing statement by TSXV Form 3B2 – Listing application in all material respects includes the disclosure in connection with the Filer and the RTO that would be included in an information circular prepared in accordance with Item 14.5 of Form 51-102F5 Information Circular.

Applicable Legislative Provisions

National Instrument 44-101 Short Form Prospectus Distributions, ss. 2.2, 2.7, 8.1.

April 14, 2011

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

AND

IN THE MATTER OF
ESTRELLA INTERNATIONAL ENERGY
SERVICES LTD.
(the "Filer")

DECISION

Background

The securities regulatory authority or regulator in the Jurisdiction has received an application (the "**Application**") from the Filer for a decision under the securities legislation of the Jurisdiction (the "**Legislation**") that the Filer be exempted from the qualification requirement in paragraph 2.2(d)(ii) of National Instrument 44-101 *Short Form Prospectus Distributions* ("**NI 44-101**") in respect of any prospectus filed by the Filer prior to April 29, 2011 (the "**Exemptive Relief Sought**").

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 incorporated under the *Business Corporations Act* (Alberta). Its head office is located in Buenos Aires, Argentina and its registered office is located in Calgary, Alberta.

2. The Filer's common shares are listed on the TSX Venture Exchange (the "**TSXV**") and the Filer is a reporting issuer in the Provinces of Alberta and British Columbia.

3. On July 24, 2010, the Filer completed a reverse takeover by way of three-cornered amalgamation (the "**RTO"**) pursuant to which it acquired all of the shares of Estrella Overseas Limited ("**EOL**"), a private company incorporated under the laws of the British Virgin Islands. The RTO was the Filer's Qualifying Transaction (within the meaning of TSXV policies)

4. Upon completion of the RTO the Filer changed its name from "Everest Ventures Inc." to "Estrella International Energy Services Ltd."

5. The financial year-end of the Filer is December 31. The Filer expects to file audited annual financial statements for the year ended December 31, 2010 on or prior to April 29, 2011.

6. In connection with the RTO and in compliance with TSXV Policy 2.4, the Filer filed a filing statement dated July 14, 2010 (the "**Filing Statement**") on SEDAR, which included the disclosure prescribed by TSXV Form 3B2 – *Information Required in an Information Circular for a Qualifying Transaction* ("**Form 3B2**").

7. In compliance with an order granted June 11, 2011 by the Alberta Securities Commission in *Everest Ventures Corp., Re*, 2010 ABASC 261, the Filing Statement contained the following financial disclosure concerning the Filer and EOL (the "**Alternative Financial Disclosure**").

   a. audited financial statements of the Filer for the years ended December 31, 2009, December 31, 2008, and for the period

from incorporation to December 31, 2007, prepared in accordance with Canadian Generally Accepted Accounting Principals ("**GAAP**");

b. interim financial statements of the Filer for the three month period ended March 31, 2010, prepared in accordance with Canadian GAAP;

c. audited financial statements of EOL for the years ended December 31, 2009 and December 31, 2008, prepared in accordance with International Financial Reporting Standards (**IFRS**);

d. audited financial statements of EOL for the years ended December 31, 2008 and December 31, 2007, prepared in accordance with U.S. GAAP;

e. interim financial statements of EOL for the three month period ended March 31, 2010, prepared in accordance with IFRS;

f. a pro forma balance sheet of the Resulting Issuer (as such term is defined in Form 3B2) as of March 31, 2010, prepared in accordance with IFRS; and

g. a pro forma income statement of the Resulting Issuer for the three months period ended March 31, 2010 and for the year ended December 31, 2009, prepared in accordance with IFRS.

8. Except for the Alternative Financial Disclosure, the Filing Statement was otherwise in compliance with the requirements of Form 3B2.

9. The Filer did not file information circular as prescribed by Form 3B1 – *Information Required in a Filing Statement for a Qualifying Transaction* (**Form 3B1**) because, pursuant to TSXV Policy 2.4, the consent of the Filer's shareholders was not required in order to complete the RTO.

10. The Filer is not in default of securities legislation in any jurisdiction.

11. The Filer is not in default of any of the rules, regulations or policies of the TSXV.

12. The Filer wishes to be qualified to file a short form prospectus pursuant to NI 44-101.

13. As a venture issuer under National Instrument 51-102 *Continuous Disclosure Obligations* (**NI 51-102**), the Filer is not required to file an annual information form ("**AIF**") and has never filed an AIF.

14. As a result of the RTO, the Filer is a "successor issuer" as that term is defined in and NI 44-101.

15. An exemption from paragraph 2.2(d) of NI 44-101 is provided under subsection 2.7(2) of NI 44-101 to permit a successor issuer that does not have a current AIF to qualify to file a prospectus in the form of a short form prospectus, subject to certain conditions; in particular, the condition in paragraph 2.7(2)(b) that an information circular relating to the restructuring transaction that resulted in the successor issuer was filed by the successor issuer or an issuer that was a party to the restructuring transaction, and such information circular (i) complied with applicable securities legislation, and (ii) included disclosure in accordance with Item 14.2 or 14.5 of Form 51-102F5 *Information Circular* for the successor issuer.

16. The Filer is unable to rely on the exemption in subsection 2.7(2) because the Filer did not prepare and file an information circular relating to the RTO, and therefore cannot satisfy the condition in paragraph 2.7(2)(b).

17. The Filer's Filing Statement in all material respects includes the disclosure in connection with the Filer and the RTO that would be included in an information circular prepared in accordance with Item 14.5 of Form 51-102F5.

18. But for the Filer not having prepared an information circular relating to the Filer and the RTO, the Filer would be able to rely on the exemption in subsection 2.7(2) of NI 44-101 to be qualified to file a prospectus in the form of a short form prospectus pursuant to the qualification criteria in section 2.2 of NI 44-101.

19. On February 23, 2011, the Filer filed on SEDAR a notice pursuant to section 2.8 of NI 44-101 declaring its intention to be qualified to file a short form prospectus.

Decision

The securities regulatory authority or regulator in the Jurisdiction is satisfied that the decision meets the test set out in the Legislation for the principal regulator in the Jurisdiction to make the decision.

The decision of the securities regulatory authority or regulator under the Legislation is that the Exemptive Relief Sought is granted provided that the Filer incorporates by reference the Filing Statement in any short form prospectus filed prior to April 29, 2011, pursuant to NI 44-101.

"Michael Brown"
Assistant Manager, Corporate Finance

2.1.2 NexGen Financial Limited Partnership et al.

Headnote

NP 11-203 Process for Exemptive Relief Applications in Multiple Jurisdictions – Approval of mutual fund mergers – approval required because mergers do not meet the criteria for pre-approval – The continuing fund does not have substantially similar fundamental investment objective as compared to that of the terminating funds – Terminating funds' unitholders provided with timely and adequate disclosure regarding the merger and prospectus-level disclosure regarding the continuing fund.

Applicable Legislative Provisions

National Instrument 81-102 Mutual Funds, ss. 5.5(1)(b), 5.6(1)(a).

April 14, 2011

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

AND

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

AND

IN THE MATTER OF
NEXGEN FINANCIAL LIMITED PARTNERSHIP
(the Filer)

AND

NEXGEN AMERICAN GROWTH REGISTERED FUND
NEXGEN NORTH AMERICAN VALUE REGISTERED FUND
NEXGEN GLOBAL DIVIDEND REGISTERED FUND
(collectively, the Terminating Funds)

DECISION

Background

The principal regulator in the Jurisdiction has received an application from the Filer on behalf of the Terminating Funds for a decision under the securities legislation of the Jurisdiction of the principal regulator (the **Legislation**) for approval of the merger (the **Merger**) of each Terminating Fund into NexGen Canadian Balanced Growth Registered Fund (the **Continuing Fund**) (together with the Terminating Funds, the **Funds**) under paragraph 5.5(1)(b) of National Instrument 81-102 *Mutual Funds* (**NI 81-102**) (the **Exemption Sought**).

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

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

(b) the Filer has provided notice that section 4.7(1) of Multilateral Instrument 11-102 *Passport System* (**MI 11-102**) is intended to be relied upon in British Columbia, Alberta, Quebec, Newfoundland and Labrador and Northwest Territories (including 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.

Representations

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

1. The Filer is a limited partnership established under the laws of the Province of Ontario and its head office is located in Toronto, Ontario.

2. The Filer is registered as a dealer in the category of mutual fund dealer, as an adviser in the category of portfolio manager and as an investment fund manager under the *Securities Act* (Ontario) and as an adviser in the category of commodity trading manager under the *Commodity Futures Act* (Ontario).

3. The Filer is the manager of each of the Funds and is not in default of securities legislation in any province or territory of Canada.

4. The Filer is the portfolio manager of each of the Funds.

5. The Funds are open-end mutual funds established under the laws of the Province of Ontario, and the Terminating Funds and the Continuing Fund form part of 18 registered funds, each established by a master declaration of trust.

6. Units of the Funds are currently offered for sale under a simplified prospectus and annual information form dated May 25, 2010 in the Jurisdictions. Each of the Funds follows the standard investment restrictions and practices established under the Legislation.

7. The Funds are reporting issuers under the applicable securities legislation of the Jurisdictions and are not in default of securities legislation in any province or territory of Canada.

8. The board of directors of NexGen Limited, the general partner of the Filer, approved the Merger on March 3, 2011 and a press release and material change report in respect of the Merger were filed on SEDAR on March 14, 2011.

9. As required by National Instrument 81-107 *Independent Review Committee for Investment Funds*, NexGen Limited presented the terms of the Merger to the Funds' Independent Review Committee (the **IRC**) for its review and recommendation. The IRC reviewed the potential conflict of interest matters related to the proposed Merger and, on February 14, 2011, the IRC determined that the proposed Merger, if implemented, would achieve a fair and reasonable result for each of the Funds.

10. Unitholders of the Terminating Funds will continue to have the right to redeem or transfer their units of a Terminating Fund at any time up to the close of business on the business day prior to the effective date of the Merger.

11. A meeting of the unitholders of each Terminating Fund was held on March 29, 2011 to approve the proposed Merger.

12. Subsection 5.6(1)(f) of NI 81-102 requires that certain materials be sent to the Terminating Funds' unitholders in connection with their approval of the Merger. The Manager has sent to unitholders of each Terminating Fund, a notice of the meeting of unitholders and a Management Information Circular (the **Information Circular**) dated February 17, 2011, the current simplified prospectus, and a related form of proxy. The Information Circular provides sufficient information to unitholders to permit them to make an informed decision about the Merger. The Information Circular sent to unitholders prominently discloses that they can obtain the most recent interim and annual financial statements of the Continuing Fund by accessing the SEDAR website at www.sedar.com or the Filer's website at www.nexgenfinancial.ca, by calling the Filer's toll free telephone number 1-866-378-7119, or by contacting their dealer.

13. It is proposed that the Merger take place on or about May 6, 2011.

14. The Manager will pay all costs and reasonable expenses relating to the solicitation of proxies, holding the unitholder meetings in connection with the Merger and the costs of implementing the Merger, including any brokerage fees.

15. Following the Merger, the Continuing Fund will continue as a publicly offered open-end mutual fund and the Terminating Funds will be wound up.

16. The Merger is conditional on the approval of (i) the unitholders of the Terminating Funds, (ii) the shareholders of certain NexGen tax managed funds (the counterpart funds to the Terminating Funds) and (iii) the Principal Regulator. The unitholders of the Terminating Funds as well as the shareholders of the NexGen tax managed funds referenced above have approved the Merger.

17. If the necessary approvals are obtained, the following steps will be carried out to effect the Merger:

    a. Applicable documentation of the Terminating Funds will be amended to facilitate the Merger. Among other changes, the investment objective of each of the Terminating Funds will be amended to facilitate the Merger.

    b. A Terminating Fund will transfer all of its assets which will consist of cash , less an amount required to satisfy the liabilities of the Terminating Fund, to the Continuing Fund in exchange for units of the Continuing Fund. The unit exchange will be effected on the basis of the relative net asset values of the applicable units at the close of business on the closing of the Merger (the "**Valuation Time**") in accordance with the formula set out below

    Fund Units

    $$\text{No. of Continuing Fund units to be received} = \frac{\text{Net Asset Value of Terminating Fund Units at the Valuation Time}}{\text{Net Asset Value of Continuing Fund Units at the Valuation Time}}$$

    c. Each Unitholder of a Fund will receive the corresponding units of the Continuing Fund.

    d. Each of the Terminating Funds will distribute to its unitholders sufficient net income and net realized capital gains so that it will not be subject to tax under the *Income Tax Act* (Canada) for its current taxation year.

    e. A Terminating Fund will distribute to its unitholders the units of the Continuing Fund received by it in exchange for all of the unitholders' existing units of the Terminating Fund on a series-by-series and dollar-for-dollar basis so that following the distribution the unitholders of the Terminating Fund will become direct unitholders of the Continuing Fund.

    f. Each of the Terminating Funds will then be wound up.

18. The Continuing Fund is, and is expected to continue to be at all material times, a mutual fund trust under the *Income Tax Act* (Canada) (the "**Tax Act**") and, accordingly, units of the Continuing Fund are "qualified investments" under the Tax Act for registered retirement savings plans, registered retirement income funds, deferred profit sharing plans, registered education savings plans, registered disability savings plans and tax free savings accounts.

19. Approval of the Merger is required because the Merger does not satisfy all of the criteria for pre-approved reorganizations and transfers set out in section 5.6 of NI 81-102 because, contrary to section 5.6(1)(a)(ii) of NI 81-102, a reasonable person may consider the fundamental investment objectives of the Continuing Fund not to be substantially similar to the fundamental investment objectives of each Terminating Fund.

20. In the opinion of the Filer, the Merger will be beneficial to securityholders of the Terminating Fund and those in the Continuing Fund for the following reasons:

    a. unitholders in the Continuing Fund are expected to enjoy improved economies of scale and potentially lower proportionate fund operating expenses (which are borne indirectly by unitholders) as part of a larger combined Continuing Fund;

    b. due to the smaller size and historic growth profile of the Terminating Funds, the administrative and regulatory costs of operating the Terminating Funds as stand-alone mutual funds would be higher per unitholder and could potentially increase if the Terminating Funds decrease further in asset size;

    c. the Merger transitions unitholders in the Terminating Funds to a growing and more viable Continuing Fund; and

    d. generally, the historical rate of return for the Continuing Fund has been higher and more consistent than the historical rate of return for the Terminating Funds with which it is proposed to be merged.

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.

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

2.1.3 Mackenzie Financial Corporation et al.

Headnote

NP 11-203 Process for Exemptive Relief Applications in Multiple Jurisdictions – Approval of mutual fund mergers – relief granted from multi-layering prohibition to facilitate the mergers – approval required because mergers do not meet the criteria for pre-approved reorganizations and transfers in NI 81-102 – terminating funds bifurcated and assets transferred to more than one mutual fund – certain mergers not a "qualifying exchange" or a tax-deferred transaction under the Income Tax Act – securityholders of terminating funds provided with timely and adequate disclosure regarding the mergers – temporary multi-layering of funds required to make transfers pursuant to the mergers.

Applicable Legislative Provisions

National Instrument 81-102 Mutual Funds, ss. 2.5(2)(b), 5.5(1)(b), 5.6.

April 14, 2011

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
MACKENZIE FINANCIAL CORPORATION
(the Filer)

AND

KEYSTONE CONSERVATIVE PORTFOLIO FUND
KEYSTONE BALANCED PORTFOLIO FUND
KEYSTONE BALANCED GROWTH PORTFOLIO FUND
KEYSTONE GROWTH PORTFOLIO FUND
(each a Terminating Fund and, collectively,
the Terminating Funds)

DECISION

Background

The principal regulator in the Jurisdiction has received an application from the Filer on behalf of the Terminating Funds for a decision under the securities legislation of the Jurisdiction of the principal regulator (the **Legislation**):

(a) approving the Bifurcations (defined below) of each Terminating Fund into its Continuing Funds (as defined below) pursuant to subsection 5.5(1)(b) of National Instrument 81-102 *Mutual Funds* (**NI 81-102**); and

(b) exempting the Filer from subsection 2.5(2)(b) of NI 81-102 so that the Terminating Funds may purchase and hold, on a transitional basis pending completion of the Bifurcations, securities of the Continuing Funds and certain other mutual funds which hold more than 10% of the market value of their net assets in securities of other mutual funds,

(together, the **Approval Sought**).

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

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

2. the Filer has provided notice that section 4.7(1) of Multilateral Instrument 11-102 *Passport System* (**MI 11-102**) is intended to be relied upon in British Columbia, Alberta, Saskatchewan, Manitoba, Québec, New Brunswick, Nova Scotia, Prince Edward Island, Newfoundland and Labrador, Yukon, Northwest Territories and Nunavut (the **Non-Principal 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.

Representations

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

1. The Filer is a corporation amalgamated under the laws of Ontario and the head office of the Filer is located in Ontario. The Filer is registered under the *Securities Act* (Ontario) as an adviser in the category of portfolio manager and as an exempt market dealer and has applied for registration in the category of investment fund manager.

2. The Filer is the manager and portfolio adviser of each Terminating Fund as well as:

    a. the Symmetry One Registered Conservative Portfolio Fund, Symmetry One Registered Balanced Portfolio Fund, Symmetry One Registered Moderate Growth Portfolio Fund and Symmetry One Registered Growth Portfolio Fund (collectively referred to as the **Symmetry One Registered Funds**); and

    b. Symmetry One Conservative Portfolio Class, Symmetry One Balanced Portfolio Class, Symmetry One Moderate Growth Portfolio Class and Symmetry One Growth Portfolio Class (collectively referred to as the **Symmetry One Classes** and, together with the Symmetry One Registered Funds, the **Symmetry One Funds** or the **Continuing Funds**).

3. Each Terminating Fund and each Continuing Fund (collectively referred to as the **Funds**) is a reporting issuer under the Legislation. Securities of the Terminating Funds are offered for continuous sale under a simplified prospectus and annual information dated June 29, 2010, as amended, and securities of the Continuing Funds are offered for continuous sale under a simplified prospectus and annual information form dated November 3, 2010, as amended, in each of the provinces and territories of Canada.

4. Neither the Filer nor any of the Terminating Funds or Continuing Funds are in default of securities legislation in the Jurisdiction or in any of the Non-Principal Jurisdictions. Each Terminating Fund and Continuing Fund is a mutual fund that is subject to the requirements of NI 81-102 and National Instrument 81-101 *Mutual Fund Prospectus Disclosure*.

5. The Symmetry One Registered Funds were created specifically for investors (**Registered Investors**) who hold their investments through a registered retirement savings plan (**RRSP**), registered retirement income fund (**RRIF)** or other registered savings plan (together with RRSPs and RRIFs, **Registered Plans**). The Symmetry One Classes were created to provide investors (**Non-Registered Investors**) who do not hold their investments through a Registered Plan with a tax-efficient alternative to the Symmetry One Registered Funds.

6. Mackenzie does not permit Non-Registered Investors to invest in the Symmetry One Registered Funds. Although Registered Investors are permitted to invest in the Symmetry One Classes, Mackenzie does not recommend this, because the incremental costs associated with the Symmetry One Classes do not afford Registered Investors the benefits of tax efficiency that are enjoyed by Non-Registered Investors.

7. By way of a series of portfolio holding changes, mandatory redemptions and mergers (for each such Terminating Fund a **Bifurcation** and collectively the **Bifurcations**), the Filer proposes to move:

    a. Registered Investors in each of the remaining Terminating Funds into the corresponding Symmetry One Registered Funds; and

    b. Non-Registered Investors in each of the remaining Terminating Funds into the corresponding Symmetry One Classes.

8. The result of the Bifurcations will be that investors in each Terminating Fund will cease to be securityholders in the Terminating Fund and will become securityholders in their appropriate Continuing Fund, as shown in the table below:

investors in	who are	will become investors in
Keystone Conservative Portfolio Fund	Registered Investors	Symmetry One Registered Conservative Portfolio Fund
	Non-Registered Investors	Symmetry One Conservative Portfolio Class
Keystone Balanced Portfolio Fund	Registered Investors	Symmetry One Registered Balanced Portfolio Fund
	Non-Registered Investors	Symmetry One Balanced Portfolio Class
Keystone Balanced Growth Portfolio Fund	Registered Investors	Symmetry One Registered Moderate Growth Portfolio Fund
	Non-Registered Investors	Symmetry One Moderate Growth Portfolio Class
Keystone Growth Portfolio Fund	Registered Investors	Symmetry One Registered Growth Portfolio Fund
	Non-Registered Investors	Symmetry One Growth Portfolio Class

9. The Filer believes that the Bifurcations will be beneficial to securityholders of each Fund for the following reasons:

   a. generally, since the launch of the Symmetry One Funds, their performance has been superior to the performance of the corresponding Terminating Funds;

   b. generally, the management fee for each series of the Continuing Funds is either the same as, or lower than, the management fee of the corresponding Terminating Funds

   c. for Non-Registered Investors, the Symmetry One Classes and Symmetry Equity Class offer greater tax efficiency than the Keystone Portfolio Funds

   d. Non-Registered Investors will become investors in a Continuing Fund which is a class of shares of Mackenzie Financial Capital Corporation, a mutual fund corporation which provides investors with the opportunity to change mutual fund investments while deferring the realization of any capital gains on their investments;

   e. following the Bifurcations, each Continuing Fund will have more assets, thereby allowing for increased portfolio diversification opportunities and a smaller proportion of assets set aside to fund redemptions; and

   f. each Continuing Fund will benefit from its larger profile in the marketplace.

10. As required by National Instrument 81-107 *Independent Review Committee for Investment Funds*, the Filer presented the Bifurcations to the independent review committee of the Funds (the **IRC**) for its review. The IRC determined that the decision of the Filer to proceed with the Bifurcations achieves a fair and reasonable result for the Funds.

11. The proposed Bifurcations were announced in:

   a. a press release dated March 3, 2011;

   b. a material change report dated March 3, 2011;

c. amendments dated March 11, 2011 to the current simplified prospectuses and annual information forms of the Terminating Funds,

each of which has been filed on SEDAR.

12. The Filer is convening a special meeting (each, a **Meeting** and, collectively, the **Meetings**) of the securityholders of each Terminating Fund in order to seek the approval of the securityholders of each Terminating Fund to complete its Bifurcation, as required by subsection 5.1(f) of NI 81-102. The Meetings will be held on April 20, 2011 (the **Meeting Date**). In connection with the Meetings, the Filer mailed to securityholders of each Terminating Fund a notice of meeting and management information circular (the **Circular**), a related form of proxy and a tailored simplified prospectus consisting of the current Part A and the Part B of the simplified prospectus of the corresponding Continuing Fund (each a **Tailored Prospectus**) and a statement explaining how investors may obtain a simplified prospectus, annual information form, fund facts document, financial statements and management reports of fund performance relating to the Continuing Funds (collectively, the **Meeting Materials**) on March 25, 2011 and filed these items on SEDAR on March 28, 2011.

13. If all required approvals for a Bifurcation are obtained, it is intended that the Bifurcations will occur after the close of business on or about May 27, 2011 (the **Effective Date**). Each Terminating Fund that completes its Bifurcation will be wound-up as soon as reasonably possible following the Effective Date.

14. All costs of implementing the Bifurcations (consisting primarily of proxy solicitation, printing, mailing, legal and regulatory fees) will be borne by the Filer.

15. Securityholders of each Terminating Fund will continue to have the right to redeem their securities of the Terminating Fund at any time up to the close of business on the Effective Date. Following each Bifucation, all optional plans (including pre-authorized purchase programs, automatic withdrawal plans, systematic switch programs and automatic rebalancing services) which were established with respect to the Terminating Fund will be re-established in comparable plans with respect to its Continuing Fund unless investors advise otherwise. The Circular discloses that securityholders who redeem units may be subject to redemption charges.

16. In the opinion of the Filer, each Bifurcation satisfies all of the criteria for pre-approved reorganizations and transfers set forth in section 5.6(1) of NI 81-102, except as follows:

a. since the Bifurcations involve the applicable Terminating Funds being reorganized with, or their assets being transferred to, more than one other mutual fund, the Birfurcations may not meet the criterion set out in paragraph 5.6(1)(a) of NI 81-102;

b. Non-Registered Investors will be able to elect to treat the portion of the Bifurcations that applies to them as a tax-deferred transaction under section 85(1) of the *Income Tax Act* (Canada) (the **Tax Act**), however the portion of the Bifurcations that applies to Registered Investors will not be implemented as either a "qualifying exchange" within the meaning of section 132.2 of or a tax-deferred transaction under section 85(1), 85.1(1), 86(1) or 87(1) of the Tax Act (a Prescribed Rollover), consequently, the Bifurcations may not meet the criteria for pre-approved reorganizations and transfers under subsection 5.6(1)(b) of NI 81-102; and

c. contrary to subsection 5.6(1)(f)(ii) of NI 81-102 (the **SP Delivery Requirement**), the Filer proposes sending to unitholders of the Terminating Funds a Tailored Prospectus in respect of the corresponding Continuing Funds.

17. In connection with the portion of the Bifurcations that applies to Registered Investors, the Circular explains that they will not be implemented as a Prescribed Rollover because the Filer anticipates that they will not give rise to any material adverse tax consequences for the Registered Investors or the Terminating Funds.

18. In connection with the portion of the Bifurcations that apply to Non-Registered Investors, investors who would otherwise realize a capital gain as a result of their Bifurcation will be provided the opportunity to make a joint election (a **Section 85 Election**) with the Corporation under subsection 85(1) of the Tax Act in order that such securityholders may dispose of their securities of their Terminating Fund on a tax-deferred basis. Details regarding completion and submission of the Section 85 Election will be contained in a tax information package that will be available to such taxable securityholders from their financial advisors and by contacting the Filer at a toll-free number, by e-mail to the Filer, or from the Filer's website.

19. In the opinion of the Filer, the investment objectives and fee structures of the Terminating Funds are substantially similar to those of the corresponding Continuing Funds. The fees and expenses for each Continuing Fund are generally equal or less than the fees and expenses of the Terminating Fund. Where that may not be the case, securityholders

who receive units of a series of a Continuing Fund that has higher fees than the Terminating Fund will receive ongoing fee rebates from the Filer so that their fees will not increase as a result of the Bifurcations.

20. Securityholders in the Terminating Funds were provided with income tax disclosure as it relates to the impact of the implementation of the Bifurcations as well as the differences between the Terminating Funds and Continuing Funds in the Circular.

21. The Symmetry One Registered Funds are structured as "funds-of-funds" which comply in all respects with subsection 2.5(2) of NI 81-102. The underlying funds of the Symmetry One Registered Funds are Symmetry Equity Class (**SEC**) and Symmetry Registered Fixed Income Fund (**SRFIF**).

22. The Symmetry One Classes are structured as a three-tiered funds which comply in all respects with subsection 2.5(2) of NI 81-102, except paragraph 2.5(2)(b). The Symmetry One Classes invest all of their assets in shares of Symmetry Equity Corporate Class (**SECC**) and Symmetry Fixed Income Corporate Class (**SFICC**), each of which is structured as a "fund-of-funds" which complies in all respects with subsection 2.5(2) of NI 81-102. The underlying fund of SECC is SEC and the underlying fund of SFICC is SRFIF. The Symmetry One Classes were granted exemptive relief (the **Existing Symmetry One Class Relief**) from paragraph 2.5(2)(b) of NI 81-102:

    a. on August 15, 2008, permitting them to invest greater than 10% of their assets in Symmetry Managed Return Class (now known as SFICC); and

    b. on November 11, 2008, permitting them to invest greater than 10% of their assets in Symmetry Equity Pool (now known as SECC).

23. If the Birfucations are approved at the Meetings, each applicable Terminating Fund will sell its existing investments and will purchase shares of SEC, SECC and SFICC and units of SRFIF (the **Underlying Funds**). The exact proportion of securities of the Underlying Funds that will be held by each Terminating Fund as at the Effective Date will be determined by reference to:

    a. the proportion of Registered and Non-Registered investors who hold units of the applicable Terminating Fund as at the Effective Date; and

    b. the proportion of securities of the Underlying Funds each Continuing Fund holds as at the Effective Date.

24. The effect of the actions described in paragraph 23 is that, as at the Effective Date, the composition of the portfolios of each Terminating Fund will be identical, on an aggregate basis, to the composition of the Continuing Funds into which that Terminating Fund's investors will become securityholders pursuant to the Bifurcation.

25. On the Effective Date, the Filer will effect the Bifurcations by causing the following actions to occur in the following order:

    a. each Terminating Fund will subscribe for units of the applicable Symmetry One Registered Fund in exchange for the shares it then holds of SEC and the units it then holds of SRFIF;

    b. the Filer will cause a mandatory redemption (as permitted by the Declaration of Trust for the each applicable Terminating Fund) of all units of each Terminating Fund then held by Registered Investors, with the proceeds of redemption being paid in units of the corresponding Symmetry One Registered Fund;

    c. each Symmetry One Class will purchase units of the corresponding Terminating Fund then held by Non-Registered Investors, the consideration for which will be shares of the applicable Symmetry One Class; and

    d. each Symmetry One Class, as the sole beneficiary of the corresponding Terminating Fund, will cause the corresponding Terminating Fund to be terminated and its remaining assets, consisting solely of shares of SECC and SFICC, will be distributed to the applicable Symmetry One Class.

26. No sales charges will be payable in connection with the above transactions.

27. Absent the Approval Sought, each of the actions described in paragraph 23 and subparagraph 25.a would result in each Terminating Fund not complying with paragraph 2.5(2)(b) of NI 81-102.

28. The Filer submits that it would not be prejudicial to the public interest to grant the requested relief from paragraph 2.5(2)(b) on the basis that:

a. non-compliance by the Terminating Funds with paragraph 2.5(2)(b) would be temporary and is a necessary step to effecting the Bifurcations;

b. the steps described in paragraph 23 and subparagraph 25.a will be described to investors in the Circular; and

c. the Terminating Funds cannot rely on the Existing Symmetry One Class Relief because:

i. in respect of the actions described in paragraph 23, the Terminating Funds are not "Symmetry Top Funds", as defined in the Existing Symmetry One Class Relief; and

ii. in respect of the actions described in subparagraph 25.a, the Terminating Funds are not "Symmetry Top Funds", and the Existing Symmetry One Class Relief only applies in respect of investments in SFICC and SECC, not in respect of investments in any of the Symmetry One Registered Funds.

29. Relief from the SP Delivery Requirement was granted to the Filer for all future pre-approved mergers of mutual funds managed by the Filer in a decision dated June 17, 2003. However, such relief cannot be relied upon for the Bifurcations as they are not pre-approved mergers pursuant to section 5.6 of NI 81-102, a condition of that relief.

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 Approval Sought is granted.

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

2.1.4 Sprott Asset Management L.P. and the Mutual Funds Listed in Schedule A

Headnote

National Policy 11-203 Process for Exemptive Relief Applications in Multiple Jurisdictions – Relief granted to allow mutual fund to short sell up to 20% of net assets, subject to certain conditions – National Instrument 81-102 Mutual Funds.

Applicable Legislative Provisions

National Instrument 81-102 Mutual Funds, ss. 2.6(a), 2.6(c), 6.1(1), 19.1(2).

April 15, 2011

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
SPROTT ASSET MANAGEMENT L.P.
(the Filer)

AND

THE MUTUAL FUNDS
LISTED IN SCHEDULE A HERETO
(the Existing Funds)

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 an exemption relieving the Existing Funds and any future mutual funds managed by the Filer or an affiliate of the Filer that are subject to National Instruments 81-101 *Mutual Fund Distributions* (**NI 81-101**) and 81-102 *Mutual Funds* (**NI 81-102**) (the **Future Funds**) (the **Existing Funds** and the **Future Funds**, respectively, together, the **Funds** and individually, a **Fund**) from the requirements in subsections 2.6(a), 2.6(c) and 6.1(1) of NI 81-102 in order to permit each of the Funds to (a) sell securities short; (b) provide a security interest over the Fund's assets in connection with the short sales; and (c) deposit assets of the Fund with a dealer as security in connection with the short sales (the **Exemption Sought**).

Under the Process for Exemptive Relief Applications in Multiple Jurisdictions:

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

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

Interpretation

Terms defined in MI 11-102, National Instrument 14-101 *Definitions* and NI 81-102 have the same meaning if used in this decision, unless otherwise defined.

Representations

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

The Filer and the Funds

1. The Filer is a limited partnership established under the laws of the Province of Ontario and is registered as an adviser in the category of portfolio manager in Ontario, British Columbia, Alberta, Saskatchewan, Manitoba, New Brunswick, Nova Scotia and Newfoundland and Labrador and as an exempt market dealer in Ontario. The Filer is not in default of securities legislation in any province or territory of Canada.

2. Each Fund is, or will be, an open-end mutual fund trust or a class of shares of a mutual fund corporation established under the laws of the Province of Ontario of which the Filer, or an affiliate of the Filer, is or will be the manager.

3. Each Fund is, or will be, a reporting issuer in all of the provinces and territories of Canada subject to NI 81-102 and distributes or will distribute securities under a simplified prospectus and annual information form prepared and filed in accordance with NI 81-101. Each of the Existing Funds is not in default of securities legislation in any province or territory of Canada.

4. In July 2010, the Filer qualified for sale, pursuant to a simplified prospectus, a fixed-income fund known as Sprott Diversified Yield Fund. The Filer may, in the future, create and manage other mutual funds the investment objectives of which will include investments in fixed-income securities.

5. The investment practices of each Fund will comply in all respects with the requirements of Part 2 of NI 81-102, except to the extent that the Fund has

received exemptive relief from the applicable securities regulatory authorities or regulators to deviate therefrom.

The Previous Short Selling Relief

6. In a decision document dated April 28, 2005, Sprott Growth Fund, Sprott Canadian Equity Fund, Sprott Gold and Precious Minerals Fund and Sprott Energy Fund were granted relief from the requirements in subsections 2.6(a), 2.6(c) and 6.1(1) of NI 81-102 allowing such Funds to sell securities short, provide a security interest over assets of such Funds in connection with the short sales and deposit assets of such Funds with dealers as security in connection with such transactions (the **2005 Short Selling Relief**).

7. In a decision document dated May 8, 2007, Sprott Global Equity Fund and each mutual fund thereafter created and managed by the Filer or any of the affiliates of the Filer were also granted relief from the requirements in subsection 2.6(a), 2.6(c) and 6.1(1) of NI 81-102 allowing such Funds to sell securities short, provide a security interest over the assets of such Funds in connection with the short sales and deposit assets of such Funds with dealers as security in connection with such transactions (the **2007 Short Selling Relief**) (collectively, the 2005 Short Selling Relief and the 2007 Short Selling Relief is the **Previous Short Selling Relief**).

8. The Filer is seeking the Exemption Sought in this new decision to vary the Previous Short Selling Relief by updating it. This decision updates the Previous Short Selling Relief by conforming the representations and conditions to that of a more recent decision which has granted exemptive relief similar to the Exemption Sought.

9. The representations of the Previous Short Selling Relief do not apply to the Funds and the Funds will not rely on the Previous Short Selling Relief, which as of the date of this decision will be considered succeeded by this decision.

Short Selling

10. The Filer proposes that each Fund be authorized to engage in a limited, prudent and disciplined amount of short selling. The Filer is of the view that the Funds could benefit from the implementation and execution of a controlled and limited short selling strategy. This strategy would complement the Funds' primary discipline of buying securities with the expectation that they will appreciate in market value.

11. Short sales will be made consistent with each Fund's investment objectives and strategies.

12. In order to effect a short sale, a Fund will borrow securities from either its custodian or a dealer (in either case, the **Borrowing Agent**), which Borrowing Agent may be acting either as principal for its own account or as agent for other lenders of securities.

13. The Fund will be required to deposit Fund assets with the Borrowing Agent as security in connection with the short sale transaction in accordance with usual industry practice.

14. All short sales will be effected through market facilities through which the securities sold short are normally bought and sold and will be sold short within normal trade settlement periods for the market in which the short sale is effected. Securities will be sold short for cash only with the Fund assuming the obligation to return to the Borrowing Agent the securities borrowed to effect the short sale transaction.

15. The securities sold short will not be "illiquid assets" as such term is defined in NI 81-102, and will be securities that are either:

    (a) listed and posted for trading on a stock exchange and

        (i) the issuer of the security has a market capitalization of not less than CDN $100 million, or the equivalent thereof, at the time the short sale is effected, or

        (ii) the Fund's portfolio advisor has pre-arranged to borrow the securities for the purpose of such sale; or

    (b) bonds, debentures or other evidences of indebtedness of, or guaranteed by, any issuer.

16. Each Fund will hold cash cover (as defined in NI 81-102) to cover its obligations in relation to the short sale.

17. The Fund will maintain appropriate internal controls regarding its short sales prior to conducting any short sales, including written policies and procedures and risk management controls; and

18. The Fund will keep proper books and records of all short sales and Fund assets deposited with Borrowing Agents as security.

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, in respect of each Fund:

1. any short sales made by the Fund will be subject to compliance with the investment objectives of the Fund;

2. any short sales will be effected through market facilities through which the securities sold short are normally bought and sold;

3. securities will be sold short for cash only;

4. no proceeds from short sales by the Fund will be used by the Fund to purchase long positions in securities other than cash cover;

5. the Exemption Sought will not apply to a Future Fund that is classified as a money market fund or a short-term income fund;

6. the aggregate market value of all securities sold short by the Fund will not exceed 20% of the total net assets of the Fund on a daily marked-to-market basis;

7. the aggregate market value of all securities of an issuer that are sold short by the Fund will not exceed 5% of the total net assets of the Fund on a daily marked-to-market basis;

8. the Fund will hold "cash cover" (as defined in NI 81-102) in an amount, including the Fund assets deposited with Borrowing Agents as security in connection with short sale transactions, that is at least 150% of the aggregate market value of all securities sold short by the Fund on a daily marked-to-market basis;

9. except where the Borrowing Agent is the Fund's custodian, when the Fund deposits Fund assets with a Borrowing Agent as security in connection with a short sale transaction, the amount of Fund assets deposited with the Borrowing Agent does not, when aggregated with the amount of Fund assets already held by the Borrowing Agent as security for outstanding short sale transactions of the Fund, exceed 10% of the total assets of the Fund, taken at market value as at the time of the deposit;

10. for short sale transactions in Canada, every dealer that holds Fund assets as security in connection with short sale transactions by the Fund shall be a registered dealer in Canada and a member of a self-regulatory organization that is a participating member of the Canadian Investor Protection Fund;

11. for short sale transactions outside of Canada, every dealer that holds Fund assets as security in connection with short sale transactions by the Fund shall:

    (a) be a member of a stock exchange and, as a result, be subject to a regulatory audit; and

    (b) have a net worth in excess of the equivalent of $50 million determined from its most recent audited financial statements that have been made public;

12. the security interest provided by the Fund over any of its assets that is required to enable the Fund to effect short sale transactions is made in accordance with industry practice for that type of transaction and relates only to obligations arising under such short sale transactions;

13. the Fund will maintain appropriate internal controls regarding its short sales including written policies and procedures, risk management controls and proper books and records;

14. prior to conducting any short sales, the Fund discloses in its simplified prospectus a description of: (i) short selling, (ii) how the Fund intends to engage in short selling, (iii) the risks associated with short selling, and (iv) in the Investment Strategy section of the simplified prospectus, the Fund's strategy and this exemptive relief;

15. prior to conducting any short sales, the Fund discloses in its annual information form the following information:

    (a) that there are written policies and procedures in place that set out the objectives and goals for short selling and the risk management procedures applicable to short selling;

    (b) who is responsible for setting and reviewing the policies and procedures referred to in the preceding paragraph, how often the policies and procedures are reviewed, and the extent and nature of the involvement of the board of directors of the manager in the risk management process;

    (c) the trading limits or other controls on short selling in place and who is responsible for authorizing the trading and placing limits or other controls on the trading;

    (d) whether there are individuals or groups that monitor the risks independent of those who trade; and

(e) whether risk measurement procedures or simulations are used to test the portfolio under stress conditions;

16. prior to conducting any short sales, the Fund has provided to its securityholders not less than 60 days' written notice that discloses the Fund's intent to begin short selling transactions and the disclosure required in the Fund's simplified prospectus and annual information form as outlined in paragraphs 14 and 15 above, or the Fund's initial simplified prospectus and annual information form and each renewal thereof has included such disclosure; and

17. the Exemption Sought shall terminate upon the coming into force of any legislation or rule of the Decision Makers dealing with matters referred to in subsections 2.6(a), 2.6(c) and 6.1(1) of NI 81-102.

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

SCHEDULE A

LIST OF EXISTING FUNDS

Sprott Canadian Equity Fund
Sprott Gold and Precious Minerals Fund
Sprott Energy Fund
Sprott Growth Fund
Sprott All Cap Fund
Sprott Small Cap Equity Fund
Sprott Tactical Balanced Fund
Sprott Gold Bullion Fund
Sprott Diversified Yield Fund

2.1.5 GDG Environment Group Ltd – 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).

Montréal, April 14, 2011

GDG Environment Group Ltd
430, Saint-Sauveur Street, 2nd floor
Trois-Rivières (Québec) G8T 6H3

Dear Sir/Mesdames:

Re: GDG Environment Group Ltd (the "Applicant") – Application for a decision under the securities legislation of Québec, 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's status as a reporting issuer is revoked.

"Josée Deslauriers"
Director, Investment Funds and Continuous Disclosure
Autorite des marches financiers

2.1.6 PineBridge Investments Canada Inc.

Headnote

National Policy 11-203 Process for Exemptive Relief Applications in Multiple Jurisdictions – Relief granted from sections 12.12(a) and 12.13(a) of National Instrument 31-103 Registration Requirements and Exemptions – Registrant exempted from delivering its annual financial statements to the regulator within 90 days following the end of its 2010 financial year. – Change in ownership, change in staff and change in accounting system caused a delay in filing. – Unique situation which is not likely to reoccur and infrastructure now in place for financial reporting obligations.

Applicable Legislative Provisions

Multilateral Instrument 11-102 Passport System, s. 4.7.
National Instrument 31-103 Registration Requirements and Exemptions, ss. 12.12(a), 12.13(a), 15.1.

April 15, 2011

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
PINEBRIDGE INVESTMENTS CANADA INC.
(the "Applicant")

DECISION

Background

The principal regulator in the Jurisdiction has received an application from the Applicant for a decision under section 15.1 of National Instrument 31-103 *Registration Requirements and Exemptions* ("NI 31-103") for relief from the requirements in sections 12.12(a) and 12.13(a) of NI 31-103 that the Applicant deliver its annual financial statements for the year ended December 31, 2010 (the "Financial Statements") no later than the 90th day after the end of its most recently completed financial year ("Exemption Sought") provided that the Applicant delivers its Financial Statements within 120 days after the end of its 2010 financial year.

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 Applicant has provided notice that section 4.7(1) of Multilateral Instrument 11-102 *Passport System* ("MI 11-102") is intended to be relied upon in the province of Alberta.

Interpretation

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

Representations

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

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

2. The Applicant is registered as a portfolio manager in Ontario and Alberta. The Applicant is also registered as an exempt market dealer in Ontario.

3. The financial year end of the Applicant is December 31st.

4. The Applicant is part of a group of companies operating as PineBridge Investments ("PineBridge") that was sold by American International Group, Inc. ("AIG") to a private investor on March 26, 2010.

5. As a result of the separation from AIG, the Applicant needed to create a new finance infrastructure, including a new general ledger system.

6. As a further result of the separation from AIG, the majority of the finance team stayed with AIG. After further turnover among the remaining staff, the current finance team, consisting of two persons, was hired in mid-February and early March, 2011.

7. The new finance team are new to the affairs of the Applicant and given their recent appointments they need additional time to familiarize themselves with the Applicant prior to finalizing, approving and filing the Financial Statements.

8. For the reasons referred to above, the Applicant believes that the granting of the relief requested herein would not be prejudicial to the public interest.

Decision

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

The decision of the principal regulator under the Legislation is that the Exemption Sought is granted provided that the Financial Statements of the Applicant are filed and delivered to the Ontario Securities Commission and Alberta Securities Commission within 120 days of the Applicant's financial year end.

"Erez Blumberger"
Deputy Director, Compliance and Registrant Regulation
Ontario Securities Commission

2.1.7 Pimco Canada Corp.

Headnote

National Policy 11-203 Process for Exemptive Relief Applications in Multiple Jurisdictions – Relief granted from sections 2.3(f), 2.3(h), 2.5(2)(a) and 2.5(2)(c) of National Instrument 81-102 – Mutual Funds to permit mutual fund to invest in silver and to invest up to 10% of net assets in leveraged ETFs, inverse ETFs, gold ETFs, silver ETFs, leveraged gold ETFs and leveraged silver ETFs traded on Canadian or US stock exchanges, subject to 10% exposure to gold and silver, and certain conditions.

Applicable Legislative Provisions

National Instrument 81-102 Mutual Funds, ss. 2.3(f), 2.3(h), 2.5(2)(a), 2.5(2)(c), 19.1.

April 15, 2011

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
PIMCO CANADA CORP.
(PIMCO CANADA) (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:

(a) an exemption (the **Silver Exemption**) relieving the existing and future mutual funds managed by the Filer that are subject to National Instrument 81-102 *Mutual Funds* (**NI 81-102**) other than money market funds as defined in NI 81-102 (the **Existing Funds** and the **Future Funds**, respectively, together, the **Funds** and individually, a **Fund**) from the prohibitions contained in paragraphs 2.3(f) and 2.3(h) of NI 81-102 to permit each Fund to

(A) purchase and hold silver,

(B) purchase and hold a certificate that represents silver that is:

(I) available for delivery in Canada, free of charge, to or to the order of the holder of the certificate;

(II) of a minimum fineness of 999 parts per 1,000;

(III) held in Canada;

(IV) in the form of either bars or wafers; and

(V) if not purchased from a bank listed in Schedule I, II or III of the *Bank Act* (Canada), fully insured against loss and bankruptcy by an insurance company licensed under the laws of Canada or a province or territory of Canada,

(**Permitted Silver Certificates**)

(C) purchase, sell or use a specified derivative, the underlying interest of which is silver or a specified derivative of which the underlying interest is silver on an unlevered basis

(**Silver Derivatives**, which together with silver and Permitted Silver Certificates are hereinafter referred to as **Silver**),

(b) an exemption (the **ETF Exemption**) relieving the Funds from the prohibitions contained in paragraphs 2.3(h), 2.5(2)(a) and 2.5(2)(c) of NI 81-102, to permit each Fund to purchase and hold securities of

(i) exchange-traded funds (**ETFs**) that seek to provide daily results that replicate the daily performance of a specified widely-quoted market index (the **ETF's Underlying Index**) by a multiple of 200% (**Leveraged Bull ETFs**) or an inverse multiple of 200% (**Leveraged Bear ETFs**, which together with Leveraged Bull ETFs are referred to collectively in this decision as **Leveraged ETFs**);

(ii) ETFs that seek to provide daily results that replicate the daily performance of their Underlying Index by an inverse multiple of 100% (**Inverse ETFs**);

(iii) ETFs that seek to replicate the performance of gold or silver, or the value of a specified derivative the underlying interest of which is gold or silver on an unlevered basis; and

(iv) ETFs that seek to provide daily results that replicate the daily performance of

gold or silver or the value of a specified derivative the underlying interest of which is gold or silver on an unlevered basis (the **ETF's Underlying Gold or Silver Interest**), by a multiple of 200% (**Leveraged Gold ETFs and Leveraged Silver ETFs**, respectively),

(the ETFs referred in paragraph (b)(iii) above, Leveraged Gold ETFs and Leveraged Silver ETFs are referred to collectively in this decision as the Gold and Silver ETFs, which together with Leveraged ETFs, and Inverse ETFs are referred to collectively in this decision as the **Underlying ETFs**).

The Silver Exemption and the ETF Exemption are collectively, the **Requested Relief**.

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

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

2. the Filer has provided notice that section 4.7(1) of Multilateral Instrument 11-102 *Passport System* (**MI 11-102**) is intended to be relied upon in British Columbia, Alberta, Saskatchewan, Manitoba, Quebec, New Brunswick, Nova Scotia, Prince Edward Island, Newfoundland and Labrador, Northwest Territories, Yukon Territories and Nunavut (collectively with the Jurisdiction, the Jurisdictions).

INTERPRETATION

Defined terms contained in National Instrument 14-101 *Definitions* and MI 11-102 have the same meaning in this decision unless otherwise defined.

REPRESENTATIONS

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

The Filer and the Funds

1. The Filer is registered in the Province of Ontario as an investment fund manager, adviser in the category of portfolio manager, a commodity manager and an exempt market dealer.

2. The head office of the Filer is located in Ontario.

3. The Filer is the manager of each of the Existing Funds, and will be the manager of each of the Future Funds. The Filer is the portfolio manager of each of the Existing Funds, and will be the portfolio manager of, or will appoint a portfolio manager for, each of the Future Funds.

4. Each Existing Fund is, and each Future Fund will be: (a) an open-ended mutual fund established under the laws of the province of Ontario, (b) a reporting issuer under the laws of some or all of the provinces and territories of Canada, and (c) governed by the provisions of NI 81-102.

5. Securities of each Existing Fund are, and securities of each Future Fund will be, qualified for distribution in some or all of the provinces and territories of Canada under a simplified prospectus and annual information form prepared in accordance with National Instrument 81-101 Mutual Fund Prospectus Disclosure (NI 81-101) and filed with and receipted by the securities regulators in the applicable jurisdiction(s).

6. Neither the Filer nor any of the Existing Funds is in default of securities legislation in the Jurisdictions.

Investments in Silver

7. In addition to investing in gold, the Funds propose to have the ability to invest in Silver.

8. To obtain exposure to gold or silver indirectly, the Filer intends to use specified derivatives the underlying interest of which is gold or silver and invest in Gold and Silver ETFs (which together with gold, silver, permitted gold certificates and Permitted Silver Certificates are referred to collectively in this decision as **Gold and Silver Products**).

9. The Filer considers silver, like gold, to be a viable alternative to holding cash and cash equivalents. Permitting a Fund to invest in Gold and Silver Products, will provide the portfolio manager additional flexibility to increase gains for the Fund in certain market conditions, which may have otherwise caused the Fund to have significant cash positions and therefore deter from its ability to achieve its investment objective.

10. The Filer believes that the markets in gold and silver are highly liquid, and there are no liquidity concerns with permitting a Fund to invest in Gold and Silver Products.

11. The Filer believes that the potential volatility or speculative nature of silver (or the equivalent in certificates or specified derivatives of which the underlying interest is silver) is no greater than that of gold, or of equity securities.

12. If the investment in Gold and Silver Products represents a material change for any Existing Fund, the Filer will comply with the material change reporting obligations for that Fund.

13. Any investment by a Fund in Silver will be made in compliance with the custodian requirements in Part 6 of NI 81-102.

The Underlying ETFs

14. In addition to investing in securities of ETFs that are "index participation units" as defined in NI 81-102 (**IPUs**), the Funds propose to have the ability to invest in the Underlying ETFs, whose securities are not IPUs.

15. The amount of the loss that can result from an investment by a Fund in an Underlying ETF will be limited to the amount invested by the Fund in securities of the Underlying ETF.

16. Each Leveraged ETF will be rebalanced daily to ensure that its performance and exposure to its Underlying Index will not exceed +/-200% of the corresponding daily performance of its Underlying Index.

17. Each Inverse ETF will be rebalanced daily to ensure that its performance and exposure to its Underlying Index will not exceed -100% of the corresponding daily performance of its Underlying Index.

18. Each Leveraged Gold ETF and Leveraged Silver ETF will be rebalanced daily to ensure that its performance and exposure to its Underlying Gold or Silver Interest will not exceed +200% of the corresponding daily performance of its Underlying Gold or Silver Interest.

Investment in the Underlying ETFs and Silver

19. Each Existing Fund is, and each Future Fund will be, permitted, in accordance with its investment objectives and investment strategies, to invest in Underlying ETFs and Silver.

20. The Underlying ETFs and Silver are attractive investments for the Funds as they provide an efficient and cost effective means of achieving diversification in addition to any investment in gold.

21. But for the Silver Exemption, paragraph 2.3(f) of NI 81-102 would prohibit a Fund from purchasing Silver.

22. But for the Silver Exemption, paragraph 2.3(h) of NI 81-102 would prohibit a Fund from entering into Silver Derivatives.

23. But for the ETF Exemption, paragraph 2.3(h) of NI 81-102 would prohibit a Fund from purchasing a Silver ETF or a Leveraged Silver ETF.

24. But for the ETF Exemption, paragraph 2.5(2)(a) of NI 81-102 would prohibit a Fund from purchasing or holding a security of an Underlying ETF, because the Underlying ETFs are not subject to both NI 81-102 and NI 81-101.

25. But for the ETF Exemption, paragraph 2.5(2)(c) of NI 81-102 would prohibit a Fund from purchasing or holding securities of some Underlying ETFs, because some Underlying ETFs will not be qualified for distribution in the local jurisdiction.

26. An investment by a Fund in securities of an Underlying ETF and/or Silver will represent the business judgment of responsible persons uninfluenced by considerations other than the best interests of the Fund.

27. The simplified prospectus of each Fund discloses, or will disclose the next time it is renewed after the date hereof, (i) in the Investment Strategy section of the prospectus, the fact that the Fund has obtained relief to invest in the Underlying ETFs and Silver, together with an explanation of what each Underlying ETF is, and (ii) the risks associated with investments in the Underlying ETFs and Silver.

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 Requested Relief is granted provided that:

(a) the investment by a Fund in securities of an Underlying ETF and/or Silver is in accordance with the fundamental investment objectives of the Fund;

(b) a Fund does not short sell securities of an Underlying ETF;

(c) the securities of the Underlying ETFs are traded on a stock exchange in Canada or the United States;

(d) the securities of the Underlying ETFs are treated as specified derivatives for the purposes of Part 2 of NI 81-102;

(e) a Fund does not purchase securities of an Underlying ETF if, immediately after the purchase, more than 10% of the net assets of the Fund in aggregate, taken at market value at the time of the purchase, would consist of securities of the Underlying ETFs;

(f) a Fund does not enter into any transaction if, immediately after the transaction, more than 20% of the net assets of the Fund, taken at market value at the time of the transaction, would consist of, in aggregate, securities of Underlying ETFs and all securities sold short by the Fund;

(g) a Fund does not purchase Gold and Silver Products if, immediately after the transaction, more than 10% of the net assets of the Fund, taken at market value at the time of the transaction, would consist of Gold and Silver Products; and

(h) a Fund does not purchase Gold and Silver Products if, immediately after the transaction, the market value exposure to gold or silver through the Gold and Silver Products is more than 10% of the net assets of the Fund, taken at market value at the time of the transaction.

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

2.1.8 I.G. Investment Management, Ltd.

Headnote

National Policy 11-203 Process for Exemptive Relief Applications in Multiple Jurisdictions – Relief granted from sections 2.3(f) and (h), 2.5(2)(a), (b) and (c) of National Instrument 81-102 Mutual Funds to permit mutual funds to invest in gold ETFs, silver ETFs, gold/silver ETFs and silver, the Filer does not invest in leveraged ETFs and inverse ETFs, subject to a limit of 10% exposure in gold and silver, and certain conditions.

Applicable Legislative Provisions

National Instrument 81-102 Mutual Funds, ss. 2.3(f) and (h), 2.5(2)(a), (b) and (c), 19.1.

March 21, 2011

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

AND

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

AND

IN THE MATTER OF
I.G. INVESTMENT MANAGEMENT, LTD.
(the "Filer")

DECISION

Background

The securities regulatory authority or regulator in each of the Jurisdictions (the "**Decision Maker**") has received an application from the Filer on behalf of the existing and future mutual funds managed by the Filer that are subject to National Instrument 81-102 – *Mutual Funds* ("**NI 81-102**") other than money market funds as defined in NI 81-102 (the "**Existing Funds**" and the "**Future Funds**", respectively, together, the "**Funds**" and individually a "**Fund"**) for a decision under the securities legislation (the "**Legislation**") of the Jurisdictions exempting the Funds from the restrictions contained in sections 2.3(f), 2.3(h), 2.5(2)(a), 2.5(2)(b) and 2.5(2)(c) of NI 81-102 (the "**Exemption Sought**") to permit each Fund to purchase and hold or enter into:

(a) securities of exchange-traded funds ("**ETFs**") that seek to replicate (i) the performance of gold on an unlevered basis; or (ii) the value of a specified derivative the underlying interest of which is gold on an unlevered basis ("**Gold ETFs**");

(b) securities of ETFs that seek to replicate (i) the performance of silver on an unlevered basis; or (ii) the value of a specified derivative the underlying interest of which is silver on an unlevered basis ("**Silver ETFs**");

(c) securities of ETFs that seek to replicate (i) the performance of gold and silver on an unlevered basis; or (ii) the value of specified derivatives the underlying interests of which are gold and silver on an unlevered basis ("**Gold/Silver ETFs**"); and

(d) silver, Permitted Silver Certificates (as defined below) and specified derivatives the underlying interest of which is silver on an unlevered basis (collectively, "**Silver**")

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

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

(b) the Filer has provided notice that subsection 4.7(1) of Multilateral Instrument 11-102 *Passport System* ("**MI 11-102**") is intended to be relied upon in British Columbia, Alberta, Saskatchewan, Quebec, New Brunswick, Nova Scotia, Prince Edward Island, Newfoundland and Labrador, the Northwest Territories, Nunavut and Yukon (the "**Other Jurisdictions**"), and

(c) the decision is the decision of the principal regulator and evidences the decision of the securities regulatory authority or regulator in Ontario (the "**OSC**").

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

1. The Filer is a corporation continued under the laws of Ontario, having its head office in Winnipeg, Manitoba.

2. The Filer is the manager of the Existing Funds and will be the manager of the Future Funds.

3. The Filer or its affiliate or other unrelated entities of the Filer is the portfolio advisor to each of the Existing Funds and will be the portfolio advisor of each of the Future Funds.

4. Each Existing Fund is, and each Future Fund will be:

   (a) an open-end mutual fund established under the laws of Manitoba or a class of shares of a corporation incorporated under the laws of the Province of Canada;

   (b) a reporting issuer under the securities laws of some or all of the provinces and territories of Canada;

   (c) governed by the provisions of NI 81-102; and

   (d) qualified for distribution in some or all provinces and territories of Canada under a simplified prospectus and annual information form prepared in accordance with National Instrument 81-101 – *Mutual Fund Prospectus Disclosure* ("**NI 81-101**") and filed with and receipted by the securities regulators in the applicable jurisdictions.

5. Neither the Filer nor any of the Existing Funds is in default of securities legislation in any province or territory of Canada, other than IG FI Canadian Allocation Fund as set out in paragraph 6 below.

6. IG FI Canadian Allocation Fund inadvertently acquired securities of SPDR Gold Trust, an exchange traded fund that seeks to replicate the performance of gold on an unlevered basis. These securities were acquired by the sub-advisor of the fund in the mistaken belief that they qualified as "index participation units" under NI 81-102 and therefore as acceptable investments for the fund. Upon establishing the error an application was launched for the relief provided in this decision. This investment represents an immaterial portion of the assets of the fund; at no time did it constitute more than 0.855% of the assets of the fund. IGIM is satisfied that it has adequate compliance procedures in place to ensure that the securities that the Funds invest in are permissible investments under securities legislation.

7. Each Fund that relies on the Exemption Sought will be permitted in accordance with its investment objectives and investment strategies to invest in Gold ETFs, Silver ETFs and Gold/Silver ETFs (collectively, "**Underlying ETFs**") and Silver.

8. The Funds do not invest in leveraged ETFs or inverse ETFs.

9. In the absence of the Exemption Sought, an investment by the Funds in securities of the Underlying ETFs would be contrary to section 2.5(2)(a) of NI 81-102 as the securities of the Underlying ETFs will not be subject to NI 81-102 and NI 81-101.

10. In the absence of the Exemption Sought, an investment by the Funds in securities of some Underlying ETFs would be contrary to section

2.5(2)(b) of NI 81-102 as some Underlying ETFs invest in a fund which does not comply with the requirements of section 2.5 of NI 81-102. This fund in turn invests in gold, silver or derivatives the underlying interest of which is gold, silver or a combination thereof.

11. In the absence of the Exemption Sought, an investment by the Funds in securities of some Underlying ETFs would be contrary to section 2.5(2)(c) of NI 81-102 as the securities of some Underlying ETFs are not qualified for distribution in Canada.

12. To obtain exposure to gold or silver indirectly, the Filer may use specified derivatives the underlying interest of which is gold or silver and invest in the Underlying ETFs.

13. The markets for gold/silver are highly liquid, and there are no liquidity concerns that should lead to a conclusion that investments in gold/silver need to be prohibited.

14. The Funds may invest in Silver from time to time when the Filer determines that it is desirable to do so following a valuation of assets, a determination of the effect of monetary policy and economic environment on asset prices, and assessing historic price movements on likely future returns.

15. In this decision, silver certificates ("**Permitted Silver Certificates**") that the Funds invest in will be certificates that represent silver that is:

    (i) available for delivery in Canada, free of charge, to or to the order of the holder of the certificate;

    (ii) of a minimum fineness of 999 parts per 1,000;

    (iii) held in Canada;

    (iv) in the form of either bars or wafers; and

    (v) if not purchased from a bank listed in Schedule I, II or III of the *Bank Act* (Canada), fully insured against loss and bankruptcy by an insurance company licensed under the laws of Canada or a province or territory of Canada.

16. In the absence of the Exemption Sought, an investment by the Funds in Silver would be contrary to sections 2.3(f) and 2.3(h) of NI 81-102 as those sections only stipulate gold as a permissible commodity to be held directly or as an underlying interest of a specified derivative.

17. The Underlying ETFs and Silver are attractive investments for the Funds as they provide an efficient and cost effective means of achieving diversification in addition to any investment in gold.

18. An investment by a Fund in the securities of the Underlying ETFs and/or Silver represent the business judgment of responsible persons uninfluenced by considerations other than the best interests of the Fund.

19. Any investment by a Fund in Silver will be made in compliance with the custodian requirements in Part 6 of NI 81-102.

20. If the investment in gold and/or silver (including gold, permitted gold certificates, silver, Permitted Silver Certificates, Underlying ETFs and specified derivatives the underlying interest of which is gold or silver) represents a material change for any Existing Fund, the Filer will comply with the material change reporting obligations for that Fund.

21. The simplified prospectus for each Fund that invests or intends to invest in Underlying ETFs and Silver will disclose:

    (a) in the investment strategy section of the Fund the fact that the Fund has obtained relief to invest in securities of Underlying ETFs and Silver together with an explanation of what each Underlying ETF is, and

    (b) the risk associated with the Fund's investment in securities of the Underlying ETFs and/or Silver.

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 a decision.

The decision of the Decision Maker under the Legislation is that the Exemption Sought is granted provided that:

(a) the investment by a Fund in securities of an Underlying ETF and/or Silver is in accordance with the fundamental investment objectives of the Fund;

(b) a Fund does not short sell securities of an Underlying ETF;

(c) the securities of the Underlying ETFs are traded on a stock exchange in Canada or the United States;

(d) the securities of the Underlying ETFs are treated as specified derivatives for purposes of Part 2 of NI 81-102; and

(e) a Fund does not purchase gold, permitted gold certificates, silver, Permitted Silver Certificates, Underlying ETFs or enter into specified derivatives the underlying interest of which is gold or silver if, immediately after the transaction, more than 10% of the net assets of the Fund, taken at market value at the time of the transaction, would in aggregate consist of gold, permitted gold certificates, silver, Permitted Silver Certificates, Underlying ETFs and underlying market exposure of specified derivatives linked to gold or silver

"Bob Bouchard"
Director Corporate Finance
The Manitoba Securities Commission

2.1.9 Farallon Mining Ltd. – s. 1(10)

Headnote

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

Applicable Legislative Provisions

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

April 18, 2011

Farallon Mining Ltd.
20th Floor, 250 Howe Street
Vancouver, BC, Canada V6C 3R8

Dear Sirs/Mesdames,

Re: Farallon Mining Ltd. (the Applicant) – application for a decision under the securities legislation of Alberta, Saskatchewan, Manitoba, Ontario, New Brunswick, Nova Scotia, Prince Edward Island and Newfoundland (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.

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

2.1.10 Lone Pine Resources Inc.

Headnote

National Policy 11-203 Process For Exemptive Relief Applications in Multiple Jurisdictions – Relief from prospectus requirement in connection with the use of electronic roadshow materials – cross-border offering of securities – Compliance with US offering rules leads to non-compliance with Canadian regime – Relief required as use of electronic roadshow materials constitutes a distribution requiring compliance with prospectus requirement – Relief subject to conditions.

Applicable Legislative Provisions

Securities Act, R.S.O. 1990, c. S.5, as am., ss. 53, 74.

Citation: Lone Pine Resources Inc., Re, 2011 ABASC 233

April 15, 2011

IN THE MATTER OF
THE SECURITIES LEGISLATION OF
ALBERTA AND ONTARIO
(THE JURISDICTIONS)

AND

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

AND

IN THE MATTER OF
LONE PINE RESOURCES 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**) exempting from the prospectus requirement the unrestricted posting of "electronic roadshow" materials on the internet websites of one or more commercial services, such as www.retailroadshow.com or www.netroadshow.com, during the period (the **Waiting Period**) between the issuance of a receipt for a preliminary prospectus and the issuance of a receipt for a (final) prospectus (the **Exemption Sought**).

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

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

(b) the 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, Saskatchewan, Manitoba, New Brunswick, Nova Scotia, Prince Edward Island and Newfoundland and Labrador (the **Passport Jurisdictions**); and

(c) this decision is the decision of the principal regulator and evidences the decision of the securities regulatory authority or regulator in Ontario.

Interpretation

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

Representations

This decision is based on the following facts and representations made by the Filer:

1. The Filer was incorporated under the laws of the state of Delaware on September 30, 2010.

2. The Filer's principal office is located in Calgary, Alberta.

3. The Filer intends to conduct an initial public offering (the **IPO**) of shares of its common stock (**Common Stock**) on a "cross-border" basis both in Canada and in the United States.

4. The Filer has to date filed, in respect of the IPO, in order to:

   (a) register the Common Stock under the United States *Securities Act of 1933*, as amended, a registration statement with the United States Securities and Exchange Commission (the **SEC)** on December 13, 2010, and amendments thereto on each of January 31, 2011, March 8, 2011 and April 8, 2011; and

   (b) qualify the distribution of the shares of Common Stock offered in the IPO (the **Offered Shares**) under:

      (i) the Legislation, a preliminary base PREP prospectus dated February 22, 2011, an amended and restated preliminary base PREP prospectus dated March 14, 2011 and a further amended and restated preliminary base PREP prospectus dated April 14, 2011; and

      (ii) the securities legislation of the Passport Jurisdictions, a preliminary base PREP prospectus dated April 14, 2011.

5. The Filer and the underwriters of the IPO wish to use electronic roadshow materials (**Website Materials**) in the marketing of the IPO in Canada, as has become typical for initial public offerings in the United States.

6. Compliance with U.S. federal securities law respecting initial public offerings requires that the Filer either make any such materials used in connection with the IPO in the United States available without restriction, or file them with the SEC on its Electronic Data Gathering, Analysis and Retrieval System (**EDGAR**), which has the same effect of affording unrestricted access.

7. The Filer understands that the SEC is of the view that making documents "available without restriction" means that no restrictions on access or viewing, such as password requirements, may be imposed, including with respect to persons outside the United States.

8. Affording unrestricted access to Website Materials during the Waiting Period is, however, contrary to the prospectus requirement and the restrictions on permissible marketing activities during the Waiting Period, such that the Legislation would require that access to Website Materials be controlled by the Filer or the underwriters by such means as password protection and other measures, as suggested by National Policy 47-201 *Trading Securities Using the Internet and Other Electronic Means*.

9. The Filer and the underwriters of the IPO wish to carry out the IPO in a manner that is typical for initial public offerings in the United States (and consistent with U.S. federal securities law) by posting Website Materials on the internet websites of one or more commercial services, such as www.retailroadshow.com or www.netroadshow.com, without password or other access restrictions.

10. As the Legislation does not permit Website Materials to be made generally available to prospective purchasers in Canada without restriction during the Waiting Period, the Filer and the underwriters of the IPO cannot carry out the IPO in Canada in a manner that is typical for initial public offerings in the United States unless the Exemption Sought is granted.

11. Website Materials will contain a statement that they do not contain all of the information in the preliminary prospectus for the IPO, including any amendments, or the final prospectus for the IPO, as supplemented and including any amendments (the **Final Prospectus**), and that prospective purchasers of Offered Shares should review all such documents, in addition to Website Materials, for complete information regarding the Offered Shares.

12. Website Materials will be fair and balanced.

13. Website Materials will contain a hyperlink to the documents referred to in paragraph 11 when such documents are filed.

14. Any amendment to the preliminary prospectus for the IPO that is filed after the date of the decision granting the Exemption Sought, and the Final Prospectus, will state that purchasers of Offered Shares in each Canadian jurisdiction in which the Final Prospectus is filed and a receipt therefor is issued (or is deemed to have been issued) will have a contractual right of action for any misrepresentation in Website Materials against the Filer and the Canadian underwriters who sign the Final Prospectus.

15. At least one underwriter that signs any further amendment to the preliminary prospectus for the IPO and the Final Prospectus will be registered in each Canadian jurisdiction in which such document is filed.

16. A Canadian purchaser of Offered Shares will only be able to purchase Offered Shares through an underwriter that is registered in the purchaser's Canadian jurisdiction of residence, unless an exemption from the dealer registration requirement is available.

17. The Filer acknowledges that the Exemption Sought relates only to the unrestricted posting of Website Materials on the internet websites of one or more commercial services such as www.retailroadshow.com or www.netroadshow.com, and not in respect of the preliminary base PREP prospectus for the IPO, including any amendments, or the Final Prospectus.

18. The Filer is not in default of the Legislation or the securities legislation of any of the Passport Jurisdictions.

Decision

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

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

(a) any amendment to the preliminary prospectus for the IPO that is filed after the date of this decision, and the Final Prospectus, will state that purchasers of Offered Shares in each Canadian jurisdiction in which the Final Prospectus is filed and a receipt therefor is issued (or is deemed to have been issued) will have a contractual right of action for any misrepresentation in Website Materials against the Filer and the Canadian underwriters who sign the Final Prospectus, in substantially the following form:

> We may make available certain materials describing the offering (**Website Materials**) on the websites of one or more commercial services, such as www.retailroadshow.com or www.netroadshow.com under the heading "Lone Pine Resources Inc.", during the period prior to obtaining a receipt for the final base PREP prospectus relating to this offering (the **Final Prospectus**) from the securities regulatory authorities in the Canadian offering jurisdictions. In order to give purchasers in the Canadian offering jurisdictions the same unrestricted access to Website Materials as is provided to United States purchasers in respect of "electronic roadshow" materials used in the marketing of the offering in the United States, we have applied for and obtained, in a decision dated April ●, 2011, exemptive relief from or on behalf the securities regulatory authorities in each of the Canadian offering jurisdictions. Pursuant to the terms of that exemptive relief, we and each of the Canadian underwriters signing the certificate contained in the Final Prospectus have agreed that, in the event that Website Materials contained any untrue statement of a material fact or omitted to state a material fact required to be stated or necessary to make any statement therein not misleading in the light of the circumstances in which it was made (a **misrepresentation**), a purchaser resident in a Canadian offering jurisdiction who purchases our common stock under the Final Prospectus during the period of distribution shall have, without regard to whether the purchaser relied on the misrepresentation, rights against us and each Canadian underwriter with respect to such misrepresentation equivalent to the rights under section 203 of the *Securities Act* (Alberta) or the comparable provision of the securities legislation of the Canadian offering jurisdiction where the purchaser is resident, as the case may be, as if the misrepresentation were contained in the Final Prospectus.

(b) Website Materials will not include information that compares the Filer to one or more other issuers (**Comparables**) unless the Comparables are also included in the preliminary prospectus for the IPO, including any amendments, and the Final Prospectus.

For the Commission:

“Glenda Campbell, QC”
Vice-Chair
Alberta Securities Commission

“Stephen Murison”
Vice-Chair
Alberta Securities Commission

2.1.11 Canadian Apartment Properties Real Estate Investment Trust

Headnote

National Policy 11-203 Process For Exemptive Relief Applications in Multiple Jurisdictions – Relief granted to a real estate investment trust (REIT) from the requirement to file a business acquisition report under Part 8 of National Instrument 51-102 Continuous Disclosure Obligations (NI 51-102) in respect of the acquisition of a townhome complex – Acquisition is not significant under the asset and investment test in Part 8 of NI 51-102, but is significant under the income test – Using income from the continuing operations of the REIT to determine the significance of certain acquisitions leads to anomalous results – The acquisition would not be significant under the income test when depreciation of income producing properties is excluded from the application of test – REIT provided the principal regulator with additional measures which further demonstrate the insignificance of the acquisition to the REIT – Relief granted based on REIT's representations that, as a business and commercial matter, the acquisition should not be considered as a significant acquisition for the REIT.

Applicable Legislative Provisions

National Instrument 51-102 Continuous Disclosure Obligations, ss. 8.3, 13.1

April 18, 2011

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
CANADIAN APARTMENT PROPERTIES
REAL ESTATE INVESTMENT TRUST
(THE FILER OR THE REIT)

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 Part 8 of National Instrument 51-102 *Continuous Disclosure Obligations* (**NI 51-102**) to a file a business acquisition report in respect of the January 31, 2011 acquisition of an 83 suite townhome complex in Burlington, Ontario referred to as Glenwood (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 7.4 (1) of Multilateral Instrument 11-102 *Passport System* (**MI 11-102**) is intended to be relied upon in British Columbia, Alberta, Saskatchewan, Manitoba, Québec, New Brunswick, Nova Scotia, Newfoundland and Labrador, Prince Edward Island, Northwest Territories, Nunavut and Yukon.

Interpretation

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

Representations

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

1. The REIT is an internally managed unincorporated open-ended real estate investment trust owning interests in multi-unit residential properties including apartment buildings and townhouses located in major urban centres across Canada and two manufactured home communities.

2. The REIT was established under the laws of the Province of Ontario by a declaration of trust and its head office is located in Toronto, Ontario.

3. The REIT is a reporting issuer under the securities legislation of each of the provinces and territories of Canada and is not in default of securities legislation in any jurisdiction.

4. The units of the REIT are listed and posted for trading on the Toronto Stock Exchange under the trading symbol CAR.UN.

5. The REIT completed its initial public offering on May 21, 1997 pursuant to its final long form prospectus dated May 12, 1997.

6. As at January 31, 2011, the REIT had ownership interests in 27,255 residential suites well diversified by geographic location and asset class and two manufactured home communities comprising 1,325 land lease sites.

7. As at and for the year ended December 31, 2010 the REIT had assets in excess of $2.3 billion, loss from continuing operations of approximately $57,000 and depreciation of income producing properties of $82.8 million.

8. As at and for the year ended December 31, 2009 the REIT had assets of approximately $2.2 billion, income from continuing operations of approximately $6.2 million and depreciation of income producing properties of $78.6 million.

9. Under Part 8 of NI 51-102, the REIT is required to file a business acquisition report (**BAR**) for any completed acquisition that is determined to be significant based on the acquisition satisfying any of the three significance tests set out in subsection 8.3 (2) of NI 51-102. The BAR is required to be filed within 75 days after the date of the acquisition. The tests are referred to as the asset test, the investment test and the income test.

10. The Glenwood acquisition is not a significant acquisition under the asset test as the value of Glenwood represented only approximately 0.39% of the consolidated assets of the REIT as of December 31, 2010.

11. The Glenwood acquisition is not a significant acquisition under the investment test as the REIT's acquisition costs represented only approximately 0.39% of the consolidated assets of the REIT as of December 31, 2010.

12. The Glenwood acquisition would be a significant acquisition under the income test (the **Income Test**) prescribed under section 8.3 of NI 51-102. For the purposes of completing its quantitative analysis of the Income Test, the REIT is required to compare its income from continuing operations against the proportionate share of income from continuing operations of Glenwood. The application of the Income Test produces an anomalous result for the REIT in comparison to the results of the asset test and the investment test.

13. Excluding depreciation of income producing properties when applying the Income Test would not result in the Glenwood acquisition being considered significant, more accurately reflects the significance of the Glenwood acquisition from a business and commercial perspective, and its results are generally consistent with the results of the asset test and the investment test. The application of the Income Test with depreciation of income producing properties excluded results in Glenwood representing only approximately 0.57% of the REIT's income from continuing operations for the fiscal year ended December 31, 2010.

14. The Filer is of the view that the Glenwood acquisition is not a significant transaction to it from a business and commercial perspective.

15. The Filer has provided the principal regulator with additional measures which further demonstrate the insignificance of the Glenwood acquisition to the Filer. These additional measures include measures based on the total number of suites in the Greenwood townhome complex when compared to the total number of residential suites in which the REIT has ownership interests. These measures are generally consistent with the results of the asset test and investment test.

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.

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

2.1.12 Fiera Sceptre Inc.

Headnote

Policy Statement 11-203 Process for Exemptive Relief Applications in Multiple Jurisdictions – relief granted from the self-dealing provisions in section 4.2 of Regulation 81-102 Mutual Funds to permit inter-fund trades in debt securities between mutual funds, closed-end funds and pooled funds managed by the same manager or an affiliate of the same manager – inter-fund trades will comply with conditions in subsection 6.1(2) of Regulation 81-107 Independent Review Committee for Investment Funds, including the requirement of independent review committee approval.

Applicable Legislative Provisions

Regulation 81-102 Mutual Funds, ss. 4.2(1), 4.3, 19.1.
Regulation 81-107 Independent Review Committee for Investment Funds, s. 6.1(2).

[Translation]

April 14, 2011

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

AND

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

AND

IN THE MATTER OF
THE MUTUAL FUNDS
(as defined below)

AND

IN THE MATTER OF
FIERA SCEPTRE INC.
(the Filer)

DECISION

Background

The securities regulatory authority or regulator in each of the Jurisdictions (Decision Maker) has received an application from the Filer for a decision under the securities legislation of the Jurisdictions (the Legislation) granting existing or future mutual funds to which the Regulation 81-102 *respecting Mutual Funds* (Regulation 81-102) applies, for which the Filer or an affiliate of the same group is the investment fund manager (collectively, the Mutual Funds), an exemption from the prohibition contained in section 4.2(1) of Regulation 81-102 to permit the Mutual Funds to purchase, or sell, debt securities from or to :

1. an existing or future Mutual Fund, for which the Filer or an affiliate of the same group is the investment fund manager, and to which Regulation 81-102 and Regulation 81-107 *respecting Independent Review Committee for Investment Funds* (Regulation 81-107) do not apply (collectively, the Pooled Funds); or

2. an existing or future investment fund, for which the Filer or an affiliate of the same group is the investment fund manager, and to which Regulation 81-107 applies, and Regulation 81-102 does not apply (collectively, the Closed-End Funds),

(collectively, the Requested Relief),

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

(a) the *Autorité des marchés financiers* is the principal regulator for the application herein;

(b) the Filer has provided notice that section 4.7(1) of Regulation 11-102 *Passport System* (Regulation 11-102) is intended to be relied upon in British Columbia, Alberta, Saskatchewan, Manitoba, New Brunswick, Nova Scotia, Prince Edward Island, Newfoundland and Labrador, Yukon, Northwest Territories and Nunavut; and

(c) the decision is the decision of the principal regulator and evidences the decision of the securities regulatory authority or regulator in Ontario.

Interpretation

Terms defined in Regulation 11-102, Regulation 14-101 *respecting Definitions*, Regulation 81-102 or Regulation 81-107 have the same respective meanings if used in this decision, unless otherwise defined herein.

The Mutual Funds, the Pooled Funds and the Closed-End Funds are collectively hereinafter referred to as the Funds.

Representations

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

1. The Filer is a corporation incorporated under the *Business Corporations Act* (Ontario). Although the registered office of the Filer is located in Toronto, Ontario, its head office is located in Montreal, Québec.

2. The Filer is registered in:

(a) Québec as an investment fund manager, an exempt market dealer, a portfolio manager and a derivatives portfolio manager;

(b) Ontario as an investment fund manager, an exempt market dealer, a portfolio manager and a commodity trading manager; and

(c) each of the other provinces and territories of Canada as an exempt market dealer and a portfolio manager.

3. The Filer or an affiliate of the same group can act as a portfolio manager to the Funds.

4. Each Fund may be an associate of a responsible person of the Filer or affiliate of the investment fund manager, the portfolio manager or the Trustee of a Mutual Fund.

5. Each Fund is or will be an investment fund created through a trust or corporation governed by the laws of Canada or of a province or territory of Canada.

6. The purpose of the Requested Relief is to enable the Mutual Funds to purchase or sale debt securities (the Inter-Fund Trades) with Pooled Funds and Closed-End Funds.

7. Each Mutual Fund and Closed-End Fund is, or will be, a reporting issuer under the securities legislation of one or more Jurisdictions.

8. Each Pooled Fund is not, and will not be, a reporting issuer under the securities legislation of any Jurisdiction.

9. Securities of the Pooled Funds are, or will be, distributed to investors in one or more of the Jurisdictions pursuant to exemptions from the prospectus requirements in accordance with Regulation 45-106 *respecting Prospectus and Registration Exemptions*.

10. Neither the Filer, nor the existing Funds are in default of securities legislation in any of the Jurisdictions.

11. Since the Pooled Funds are not subject to Regulation 81-107 and the Closed-End Funds are not subject to Regulation 81-102, the Filer cannot benefit from the statutory exemption provided in section 4.3(2) of Regulation 81-102.

12. At the time of each Inter-Fund Trade, the Filer will have in place policies and procedures to enable the Mutual Funds to engage in Inter-Fund Trades with the Pooled Funds or the Closed-End Funds.

13. Each Inter-Fund Trade to which a Mutual Fund or a Closed-End Fund is a party will be referred to the independent review committee (the IRC) of such Fund in accordance with section 5.2(1) of Regulation 81-107 and the investment fund manager of such Fund will comply with section 5.4 of Regulation 81-107 in respect of any standing instructions the IRC provides in connection with the Inter-Fund Trade.

14. Though the Pooled Funds are not subject to the requirements of Regulation 81-107, each Pooled Fund will have an IRC at the time of each Inter-Fund Trade to which the Pooled Fund is a party. The IRC of the Pooled Fund will be comprised in accordance with section 3.7 of Regulation 81-107 and will be expected to comply with the standard of care set out in section 3.9 of Regulation 81-107. The mandate of the IRC of a Pooled Fund will include approving Inter-Fund Trades to which the Pooled Fund is a party. The IRC of a Pooled Fund will not approve an Inter-Fund Trade to which the Pooled Fund is a party unless the IRC of the Pooled Fund has made the determination in the same manner as set out in section 5.2(2) of Regulation 81-107.

15. Each Inter-Fund Trade will be consistent with the investment objective of the Mutual Fund.

16. An Inter-Fund Trade will be implemented by the Filer, or an affiliate of the same group, on behalf of the applicable Mutual Fund as follows:

(a) the Filer, or an affiliate of the same group, as portfolio manager, will deliver the trade instructions in respect of a purchase or sale of a debt security by the applicable Mutual Fund to a trader on a trading desk with a registered dealer;

(b) the Filer, or an affiliate of the same group, as portfolio manager, will deliver the trade instructions in respect of a sale or purchase of a debt security by another Fund to a trader on a trading desk with a registered dealer;

(c) the trader will be required to execute the trade on a timely basis as an Inter-Fund Trade between the applicable Funds in accordance with the requirements of paragraphs (c) to (g) of subsection 6.1(2) of Regulation 81-107; and

(d) the trader will inform the Filer, or an affiliate of the same group, of the price at which the Inter-Fund Trade occurred.

Decision

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

The decision of the Decision Maker under the Legislation is that the Requested Relief is granted provided that:

(a) the Inter-Fund Trade is consistent with the investment objective of all the Funds involved in the trade;

(b) the IRC of each Fund that is a party to an Inter-Fund Trade has approved the Inter-Fund Trade in accordance with the terms of section 5.2(2) of Regulation 81-107; and

(c) the Inter-Fund Trade will comply with paragraphs (c) to (g) of subsection 6.1(2) of Regulation 81-107.

"Josée Deslauriers"
Director, Investment Funds and Continuous Disclosure
Autorité des marchés financiers

2.2 Orders

2.2.1 Credit Suisse Asset Management, LLC – s. 80 of the CFA

Headnote

Section 80 of the Commodity Futures Act (Ontario) – International adviser exempted from the adviser registration requirement in section 22(1)(b) of the CFA where such adviser acts as an adviser in respect of commodity futures contracts or commodity futures options (commodities) for certain institutional investors in Ontario – Commodities are primarily traded on commodity futures exchanges outside of Canada and primarily cleared outside of Canada.

Terms and conditions on exemption ruling correspond to the relevant terms and conditions on the comparable exemption from the adviser registration requirement available to international advisers in respect of securities set out in section 8.26 of NI 31-103 Registration Requirements and Exemptions – Exemption also subject to a "sunset clause" condition.

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

AND

IN THE MATTER OF
CREDIT SUISSE ASSET MANAGEMENT, LLC

ORDER
(Section 80 of the CFA)

UPON the application (the "**Application**") of Credit Suisse Asset Management, LLC (the "**Applicant**") to the Ontario Securities Commission (the "**Commission**") pursuant to Section 80 of the CFA that the Applicant and its representatives, directors, officers, members and employees acting as on its behalf (collectively, the "**Representatives**"), be exempt from the registration requirement under paragraph 22(1)(b) of the CFA in respect of engaging in the business of advising "Permitted Clients" as to trading in commodity futures contracts and/or commodity futures options traded on non-Canadian exchanges, subject to certain terms and conditions.

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

AND UPON the Applicant having represented to the Commission that:

1. The Applicant is a limited liability company organized under the laws of the State of Delaware, United States of America. Its head office is located at Eleven Madison Avenue, New York, NY, 10010.

2. The Applicant is not registered in any capacity under the CFA or the *Securities Act* (Ontario) (the "**OSA**").

3. The Applicant relies on the "international adviser" exemption (the "**International Adviser Exemption**") under Section 8.26 of National Instrument 31-103 *Registration Requirements and Exemptions* ("**NI 31-103"**) in the provinces of Alberta, British Columbia, Manitoba, New Brunswick, Newfoundland and Labrador, Nova Scotia, Ontario, Prince Edward Island, Quebec and Saskatchewan.

4. The Applicant is a specialized portfolio manager that manages investments for institutional investors across multiple strategies and financial instruments. The Applicant is part of the Credit Suisse group of companies, a global institutional securities and investment banking group. As at November 30, 2010, the Applicant and its affiliates had over US$433 billion in assets under management.

5. From time to time, Ontario-resident investors that are "permitted clients" (as defined in Section 1.1 of NI 31-103) ("**Permitted Clients**") have indicated an interest in engaging the Applicant as a discretionary investment manager for purposes of implementing certain specialized investment strategies.

6. The Applicant seeks to act as a discretionary investment manager on behalf of prospective Ontario-resident clients that are Permitted Clients (the "**Permitted Clients**"). The proposed advisory services would include the use of specialized investment strategies employing commodity futures contracts and/or commodity futures options traded on non-Canadian exchanges, and the Applicant would not advise in Canada on commodity futures contracts and/or commodity futures options traded on Canadian exchanges unless providing such advice is incidental to its providing advice on commodity futures contracts and/or commodity futures options traded on non-Canadian exchanges (the "**Foreign Commodities -Related Advice**").

7. The Applicant would be subject to the adviser registration requirement under the CFA in connection with the provision of Foreign Commodities-Related Advice.

8. If the proposed advisory services were strictly limited to securities, the Applicant could rely on the International Adviser Exemption under NI 31-103 and carry out such activities on behalf of Permitted Clients on a basis that would be exempt from the adviser registration requirement under the OSA.

9. The Applicant filed a completed Form 31-103F2 *Submission to Jurisdiction and Appointment of Agent for Service* with the OSC on April 1, 2010, and relies on the International Adviser Exemption to advise Permitted Clients in Ontario with respect to foreign securities. The Applicant satisfies the prescribed conditions for reliance on the International Adviser Exemption, namely:

   (a) the Applicant limits its advisory activities to Permitted Clients and does not advise in Canada on securities of Canadian issuers unless providing such advice is incidental to its providing advice on a foreign security;

   (b) the Applicant's head office or principal place of business is in a foreign jurisdiction (the United States);

   (c) the Applicant is registered in the United States with the SEC as an investment adviser under the U.S. Advisers Act in a category of registration that permits it to carry on the activities in the United States that registration as an adviser would permit it to carry on in Ontario;

   (d) the Applicant engages in the business of an adviser in the United States;

   (e) during its most recently completed financial year, not more than 10% of the aggregate consolidated gross revenue of the Applicant, its affiliates and its affiliated partnerships was derived from the portfolio management activities of the Applicant, its affiliates and its affiliated partnerships in Canada; and

   (f) before engaging in advisory activities with a Permitted Client, the Applicant notifies the Permitted Client: (i) that the Applicant is not registered in Canada, (ii) that the jurisdiction of residence of the Applicant is located in a foreign jurisdiction, (iii) of the name and address of the Applicant's agent for service of process in Ontario, and (iv) that there may be difficulty enforcing legal rights against the Applicant because it is resident outside Canada and all or substantially all of its assets may be situated outside of Canada.

10. There is currently no exemption from the adviser registration requirement under the CFA that is equivalent to the International Adviser Exemption under NI 31-103. Consequently, in order to provide Foreign Commodities-Related Advice to Permitted Clients, the Applicant would be required to apply for registration as a commodity trading manager in Ontario.

11. The Applicant has submitted, in particular, that it would not be prejudicial to the public interest for the Commission to grant the requested relief as:

    (a) the Applicant would only provide Foreign Commodities-Related Advice to Permitted Clients;

    (b) Permitted Clients seek to access certain specialized portfolio management services provided by the Applicant, including Foreign Commodities-Related Advice;

    (c) the Applicant meets the prescribed conditions to rely on the International Adviser Exemption in connection with the provision of advice to Permitted Clients with respect to non-Canadian securities;

    (d) the Applicant seeks the requested Order in order to provide Foreign Commodities-Related Advice to Permitted Clients on terms and conditions that are analogous to the terms and conditions of the International Adviser Exemption; and

    (e) the Applicant would meet all of the prescribed conditions of the International Adviser Exemption were such terms and conditions prescribed with respect to the provision of Foreign Commodities-Related Advice.

12. In particular, the Applicant is currently (i) registered with the SEC as an investment adviser under the U.S. Advisers Act, (ii) registered with the CFTC as a commodity trading advisor, and (iii) an approved member of the NFA, and carries on such activities as a business in its home jurisdiction; and the Applicant would provide advice to Permitted Clients on commodity futures contracts and/or commodity futures options traded on non-Canadian exchanges and would not advise in Canada on commodity futures contracts and/or commodity futures options traded on Canadian exchanges unless providing such advice is incidental to its providing advice on commodity futures contracts and/or commodity futures options traded on non-Canadian exchanges;

AND UPON being satisfied that it would not be prejudicial to the public interest for the Commission to grant the exemption requested on the basis of the terms and conditions proposed,

IT IS ORDERED pursuant to Section 80 of the CFA that the Applicant and its Representatives are not subject to the requirements of paragraph 22(1)(b) of the CFA in respect of the provision of Foreign Commodities-Related Advice to Permitted Clients for a period of five years, provided that:

(a) the Applicant will only provide advice to Permitted Clients with respect to commodity futures contracts and/or commodity futures options traded on non-Canadian exchanges, and will not advise in Canada on commodity futures contracts and/or commodity futures options traded on Canadian exchanges unless providing such advice is incidental to its providing advice on commodity futures contracts and/or commodity futures options traded on non-Canadian exchanges;

(b) the Applicant's head office or principal place of business remains in the United States;

(c) the Applicant remains: (i) registered with the SEC as an investment adviser under the U.S. Advisers Act, (ii) registered with the CFTC as a commodity trading advisor, and (iii) an approved member of the NFA;

(d) the Applicant continues to engage in the business of an investment adviser and a commodity trading adviser in the United States;

(e) during any completed financial year, not more than 10% of the aggregate consolidated gross revenue of the Applicant, its affiliates and its affiliated partnerships is derived from the portfolio management activities of the Applicant, its affiliates and its affiliated partnerships in Canada; and

(f) before providing the Foreign Commodities-Related Advice to an Permitted Client, the Applicant notifies the client: (i) that the Applicant is not registered in Canada, (ii) that the jurisdiction of residence of the Applicant is located in a foreign jurisdiction, (iii) of the name and address of the Applicant's agent for service of process in Ontario, and (iv) that there may be difficulty enforcing legal rights against the Applicant because it is resident outside Canada and all or substantially all of its assets may be situated outside of Canada.

Dated this 8th of April, 2011

"Margot C. Howard"
Commissioner
Ontario Securities Commission

"Christopher Portner"
Commissioner
Ontario Securities Commission

2.2.2 American Heritage Stock Transfer Inc. et al. – s. 127(7)

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

AND

IN THE MATTER OF
AMERICAN HERITAGE STOCK TRANSFER INC.,
AMERICAN HERITAGE STOCK TRANSFER, INC.,
BFM INDUSTRIES INC., DENVER GARDNER INC.,
SANDY WINICK, ANDREA LEE MCCARTHY,
KOLT CURRY AND LAURA MATEYAK

TEMPORARY ORDER
Section 127(7)

WHEREAS on April 1, 2011, the Ontario Securities Commission (the "Commission") issued an order pursuant to sections 127(1) and 127(5) of the *Securities Act*, R.S.O. 1990, c. S.5, as amended (the "Act") (the "Temporary Order") that immediately and for a period of 15 days from the date thereof:

(a) trading in the securities of BFM Industries Inc. ("BFM") shall cease;

(b) all trading by and in the securities of American Heritage Stock Transfer, Inc. ("AHST Nevada") shall cease;

(c) all trading by and in the securities of American Heritage Stock Transfer Inc. ("AHST Ontario") shall cease;

(d) all trading by and in the securities of Denver Gardner Inc. ("Denver Gardner") shall cease;

(e) all trading by Sandy Winick ("Winick") shall cease;

(f) all trading by Andrea Lee McCarthy ("McCarthy") shall cease;

(g) all trading by Kolt Curry ("Curry") shall cease; and

(h) all trading by Laura Mateyak ("Mateyak") shall cease;

AND WHEREAS the Temporary Order also provided that any exemptions contained in Ontario securities law do not apply to any of the respondents;

AND WHEREAS on April 4, 2011, the Commission issued a Notice of Hearing (the "Notice of Hearing") to consider the extension of the Temporary Order, to be held on April 14, 2011 at 10:00 a.m.;

AND WHEREAS on April 14, 2011, a hearing was held before the Commission and Staff of the Commission ("Staff") and counsel for the respondents McCarthy, Curry, Mateyak, AHST Nevada and AHST Ontario ("Counsel for the Respondents") appeared before the Commission and made submissions;

AND WHEREAS Denver Gardner did not appear and the Commission was satisfied that reasonable efforts were made by Staff to serve Denver Gardner with notice of the hearing and that Staff would continue those efforts to serve Denver Gardner in future should Staff acquire any additional contact information for Denver Gardner;

AND WHEREAS BFM and Winick did not appear, although properly served with the Notice of Hearing;

AND WHEREAS Staff advised the Commission that Counsel for the Respondents consented on behalf of its clients to the continuation of the Temporary Order until April 28, 2011;

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

IT IS HEREBY ORDERED that:

(1) The Temporary Order is extended until April 28, 2011, or until further order of the Commission; and

(2) This matter shall return before the Commission on April 27, 2011 at 2:00 p.m. or on such other date or time as provided by the Secretary's Office and agreed to by the parties.

DATED at Toronto this 14th day of April, 2011.
"James E.A. Turner"

2.2.3 Energy Syndications Inc. et al. – ss. 127(1), 127(8)

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

AND

IN THE MATTER OF
ENERGY SYNDICATIONS INC.,
GREEN SYNDICATIONS INC.,
SYNDICATIONS CANADA INC.,
LAND SYNDICATIONS INC. AND
DOUGLAS CHADDOCK

TEMPORARY ORDER
Sections 127(1) and 127(8)

WHEREAS on April 1, 2011, the Ontario Securities Commission (the "Commission") issued a temporary cease trade order (the "Temporary Order") pursuant to subsections 127(1) and 127(5) of the *Securities Act*, R.S.O. 1990, c. S.5, as amended (the "Act") ordering the following:

1. pursuant to clause 2 of subsection 127(1) and subsection 127(5) of the Act that all trading in any securities of Energy Syndications Inc. ("Energy"), Syndications Canada Inc. ("Syndications"), Green Syndications Inc. ("Green") and Land Syndications Inc. ("Land") shall cease;

2. pursuant to clause 2 of subsection 127(1) and subsection 127(5) of the Act that all trading in any securities by Energy, Syndications, Green and Land or their agents or employees shall cease;

3. pursuant to clause 2 of subsection 127(1) and subsection 127(5) of the Act that all trading in any securities by Douglas Chaddock ("Chaddock") shall cease;

4. pursuant to clause 3 of subsection 127(1) and subsection 127(5) of the Act that the exemptions contained in Ontario securities law do not apply to Energy, Syndications, Green and Land or their agents or employees; and

5. pursuant to clause 3 of subsection 127(1) and subsection 127(5) of the Act that the exemptions contained in Ontario securities law do not apply to Chaddock;

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

AND WHEREAS on April 7, 2011, the Commission issued a Notice of Hearing (the "Notice of Hearing") to consider the extension of the Temporary Order, to be held on April 14, 2011 at 11:00 a.m.;

AND WHEREAS Staff of the Commission ("Staff") served the respondents with copies of the Temporary Order, the Notice of Hearing and Staff's supporting materials as evidenced by Affidavits of Service filed with the Commission;

AND WHEREAS the Commission held a hearing on April 14, 2011 and counsel for Energy, Green, Syndications and Chaddock attended the hearing;

AND WHEREAS Staff advised the Panel that it was not seeking to continue the Temporary Order as against Land;

AND WHEREAS counsel for Energy, Green, Syndications and Chaddock advised the Panel that they did not oppose the extension of the Temporary Order;

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

IT IS HEREBY ORDERED that:

1. The Temporary Order is extended until June 24, 2011, or until further order of the Commission;

2. The Temporary Order is not extended against Land; and

3. The extension of the Temporary Order shall not affect the right of any respondent to apply to the Commission under section 144 of the Act to revoke or vary this order upon five days written notice to Staff of the Commission;

IT IS FURTHER ORDERED that the hearing is adjourned to June 22, 2011 at 10:00 a.m. or on such other date or time as provided by the Secretary's Office and agreed to by the parties.

DATED at Toronto this 14th day of April, 2011.

"James E. A. Turner"

2.2.4 Nelson Financial Group Ltd. et al.

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

AND

IN THE MATTER OF
NELSON FINANCIAL GROUP LTD.,
NELSON INVESTMENT GROUP LTD.,
MARC D. BOUTET, STEPHANIE LOCKMAN SOBOL,
PAUL MANUEL TORRES, H. W. PETER KNOLL

ORDER

WHEREAS on May 12, 2010, the Ontario Securities Commission (the "Commission") issued a Notice of Hearing and a Statement of Allegations in this matter pursuant to section 127 and 127.1 of the *Securities Act*, R.S.O. 1990, c. S.5, as amended (the "Act");

AND WHEREAS on November 10, 2010, the Staff of the Commission amended the Statement of Allegations;

AND WHEREAS Nelson Financial Group Ltd. ("Nelson Financial") is the subject of restructuring proceedings under the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended (the "*CCAA*");

AND WHEREAS Nelson Financial entered into a settlement agreement with Staff of the Commission ("Staff") dated April 13, 2011 (the "Settlement Agreement"), a copy of which is attached as Schedule "A" to this Order, subject to the approval of the Commission;

AND UPON reviewing the Settlement Agreement, and upon hearing submissions from counsel for Staff and Nelson Financial;

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

IT IS ORDERED THAT

1. The Settlement Agreement is approved;

2. Trading in any securities of or by Nelson Financial shall cease throughout the period of restructuring under the *CCAA*, pursuant to s. 127(1)2 of the Act;

3. Any exemptions contained in Ontario securities law shall not apply to Nelson Financial throughout the period of restructuring under the *CCAA*, pursuant to s. 127(1)3 of the Act;

4. The trading restrictions and removal of exemptions set out in paragraphs 2 and 3 above shall expire upon the completion of the *CCAA* proceeding;

5. Paragraphs 2 and 3 shall not apply to any securities to be issued, exchanged, redeemed or otherwise dealt with:

   (a) pursuant to any order of the Court; or

   (b) in the course of transaction implementing any plan of compromise or arrangement of Nelson Financial pursuant to the *CCAA*, or Articles of Reorganization of Nelson Financial pursuant to section 186 of the Ontario *Business Corporations Act* that shall have been approved and sanctioned by the Court in the *CCAA* proceeding on notice to the Staff.

DATED at Toronto this 15th day of April, 2011.

"Edward P. Kerwin"

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

AND

IN THE MATTER OF
NELSON FINANCIAL GROUP LTD.,
NELSON INVESTMENT GROUP LTD.,
MARC D. BOUTET, STEPHANIE LOCKMAN SOBOL,
PAUL MANUEL TORRES, H. W. PETER KNOLL

SETTLEMENT AGREEMENT

PART I – INTRODUCTION

1. The Ontario Securities Commission (the "Commission") will issue a Notice of Hearing to announce that it will hold a hearing to consider whether, pursuant to section 127 of the *Securities Act*, R.S.O. 1990, c. S-5, as amended (the "Act"), it is in the public interest for the Commission to make certain orders in respect of Nelson Financial Group Ltd. [the "Respondent"].

PART II – JOINT SETTLEMENT RECOMMENDATION

2. Staff of the Commission ("Staff") agree to recommend settlement of the proceeding commenced by Notice of Hearing dated May 12, 2010 (the "Proceeding") against the Respondent according to the terms and conditions set out in Part V of this Settlement Agreement. The Respondent agrees to the making of an order in the form attached as Schedule "A", based on the facts set out below.

PART III – AGREED FACTS

3. For this proceeding, and any other regulatory proceeding commenced by a securities regulatory authority, the Respondent agrees with the facts as set out in Part III of this Settlement Agreement.

OVERVIEW

4. In this Proceeding, Staff allege an illegal distribution of securities in breach of the Securities Act, R.S.O. 1990, c.S.5, as amended (the "Act"), by the respondent issuer Nelson Financial Group Ltd. ("Nelson Financial"), its related investment company Nelson Investment Group Ltd. ("Nelson Investment"), the directing mind of these entities Marc D. Boutet ("Boutet"), and by the other individually named respondents, H. W. Peter Knoll ("Knoll"), Paul Manuel Torres ("Torres") and Stephanie Lockman Sobol ("Sobol"), who were employees and/or agents of Nelson Financial and/or Nelson Investment (collectively, the "Respondents").

5. Between December 19, 2006 and January 31, 2010 (the "Material Time"), Nelson Financial, through Nelson Investment and/or its employees and agents, including the individual Respondents, raised investor funds of over $50 million (net of redemptions) from approximately 500 Ontario investors by issuing non-prospectus qualified securities. Although Nelson Financial purported to rely upon the Accredited Investor Exemption (defined below) in selling securities of Nelson Financial, a significant percentage of investors were not accredited.

6. Throughout the Material Time, Nelson Financial operated at an increasing accumulated deficit and was unable to meet its obligations to investors without the receipt of new investor capital. In addition to its ongoing working capital requirements and contrary to express representations to investors about the use of their capital, Nelson Financial used investor funds that it had obtained in breach of the Act to pay other investors the returns on their investment and continued to accept additional investor funds in order to do so when Nelson Financial was insolvent. As a means of inducing investors to remain invested in Nelson Financial and to make further investment in Nelson Financial through the purchase of additional securities, Nelson Financial, at the direction of Boutet, represented to investors that Nelson Financial was experiencing unprecedented financial success.

THE RESPONDENTS

7. Nelson Financial was incorporated in Ontario on September 14, 1990. Nelson Financial is not a reporting issuer and is not registered under the Act. Nelson Financial provides vendor assisted financing for the purchase of home consumable products, either through a vendor (or an aggregator of vendors), or directly to the consumer (the "Consumer Loans").

8. Nelson Investment was incorporated in Ontario on September 14, 2006 for the sole purpose of selling securities of Nelson Financial. On December 19, 2006, Nelson Investment obtained registration under the Act as a dealer in the category of limited market dealer ("LMD"), now exempt market dealer ("EMD").

9. Boutet is a resident of Ontario and was at all material times listed as the sole officer and director of Nelson Financial and Nelson Investment. Boutet was the directing mind of Nelson Financial and throughout the Material Time, acted as a salesperson at Nelson Investment and dealt with a select group of investors.

10. Throughout the Material Time, Boutet was registered with the Commission: first as a trading officer under the category of LMD with Nelson Investment and then subsequently as the ultimate designated person and chief compliance officer under the firm registration category of EMD.

11. Knoll was initially employed by Nelson Financial in the Fall of 2005 and was then later employed by Nelson Investment as a salesperson and its compliance officer from at least December 19, 2006 until September 15, 2009. In that period, Knoll was registered with the Commission as a trading officer and the designated compliance officer of Nelson Investment. Upon Knoll's departure from Nelson Investment, Boutet took over as the compliance officer of Nelson Investment.

12. Torres was employed by and acted as a salesperson for Nelson Financial securities through Nelson Investment beginning in or around August 2008. Torres has been registered under the Act as a salesperson (now dealing representative) with Nelson Investment since November 13, 2008.

13. Sobol is employed by and was the de facto chief financial officer ("CFO") and de facto chief operating officer ("COO") of Nelson Financial and has been so employed since May 2008. Sobol was a key member of the management team of Nelson Financial. Sobol is not and has never been registered with the Commission.

BACKGROUND AND PARTICULARS

A. Illegal Distribution – Sections 25 and 53 of the Act

14. During the Material Time and through Nelson Investment, Nelson Financial raised approximately $82 million through the sale and distribution of securities of Nelson Financial to (almost exclusively) Ontario investors. As of February 28, 2010, there were approximately 500 Nelson Financial investors with a total investment amount outstanding of approximately $51.2 million, net of redemptions.

15. The securities sold and distributed by Nelson Financial were in the form of fixed term promissory notes and preferred shares and were offered by Nelson Financial at fixed/guaranteed annual rates of return of 12% and 10%, respectively, typically paid to investors on a monthly basis.

16. Nelson Investment, Boutet, Knoll and Torres each received commissions on the funds raised by the sale of Nelson Financial securities, including on amounts "rolled over" by investors upon maturity of the promissory notes, i.e. where an investor opted to remain invested with Nelson Financial instead of redeeming their investment.

17. Throughout the Material Time, the scope of registration for Nelson Financial's agent Nelson Investment and its sales staff, was limited to the sale of securities for which a prescribed exemption was properly available.

18. In distributing its securities, Nelson Financial purported to rely upon the accredited investor exemption as set out in section 2.3 of National Instrument 45-106 (the "AI Exemption").

19. A significant percentage of the investors to whom securities were issued by Nelson Financial either did not meet the requirements necessary to qualify as accredited investors or there was insufficient information for Nelson Financial and its employees and/or agents to make that determination.

20. In many instances, Nelson Financial knew or ought to have known that the investors were not accredited and failed to make further inquiries to determine whether investors were, in fact, accredited.

21. For each investment up to October 2009, Boutet signed the respective offering and issuance documents in his capacity as President of Nelson Financial, including the term sheet for each promissory note/preferred share, and each promissory note issued by Nelson Financial. After that time and upon Boutet's replacement of Knoll as the compliance officer of Nelson Investment, Sobol signed the issuance documents on behalf of Nelson Financial in lieu of Boutet. As of October 2009, Sobol was aware of significant compliance issues and/or deficiencies at Nelson Investment. In many instances, Boutet and Sobol knew or ought to have known that the investors were not accredited and failed to make further inquiries to determine whether investors were, in fact, accredited.

22. The trades in the securities of Nelson Financial were trades in securities not previously issued and were therefore distributions. No preliminary prospectus or prospectus was filed and no receipts were issued for them by the Director to qualify the trading of the securities.

23. Nelson Financial failed to ensure that the requirements of the AI Exemption were met and, therefore cannot rely on the AI Exemption in respect of many of the trades of Nelson Financial securities. Nelson Financial breached section 53 of the Act by distributing securities of Nelson Financial without a prospectus in circumstances where no exemption was properly available.

24. Further, as no exemption was properly available, the trades in the securities of Nelson Financial were beyond the registerable activity permitted by the category of registration under the Act and thus in breach of section 25 of the Act.

B. Conduct Contrary to the Public Interest

25. Nelson Financial relied on investors' funds for liquidity throughout the relevant period and raised new investor funds in a manner that was misleading to investors and abusive to the capital markets.

26. In soliciting investors, Nelson Financial expressly and implicitly represented to investors that Nelson Financial's business model, and consequently the success of the Nelson Financial investments, was premised upon applying investor capital to fund the Consumer Loans so that Nelson Financial would generate a higher return on the Consumer Loans than the returns promised to investors, as follows: a) investors' funds are used directly to fund the Consumer Loans; b) the Consumer Loans are extended at interest rates ranging from 29.9%; c) the fixed rates of return of 10-12% on the securities are paid to investors from the high interest rates earned on the Consumer Loans; and d) the "remaining spread" is used by Nelson Financial for "portfolio management, administration, underwriting and profit".

27. Throughout the Material Time, Nelson Financial made all of its monthly interest and "dividend" payments to investors and, for those who elected to redeem their investments upon maturity or otherwise, Nelson Financial repaid investors their full principal.

28. Throughout the Material Time, however, Nelson Financial's operations did not generate sufficient revenue for it to cover its operating expenses or its interest, "dividend", and principal repayment obligations to investors. During the Material Time, Nelson Financial had no other source of financing available to it and was solely dependant on the receipt of new investor capital.

29. In addition to its ongoing working capital requirements and contrary to express representations to investors about the use of their capital, Nelson Financial used at least part of the new investor funds that it obtained in breach of ss. 25 and 53 of the Act to offset its growing accumulated deficit, to pay other investors their monthly returns and to repay investors their principal upon redemption. Nelson Financial's continued acceptance of new investor funds in order to do meet its obligations to investors was abusive to investors in the circumstances.

30. At no time did Nelson Financial advise investors that it was insolvent or that their funds would be used either in whole or in part to pay or repay other investors. To the contrary, Nelson Investment and Nelson Financial, throughout the Material Time and at the direction of Boutet, made misrepresentations to investors that Nelson Financial was achieving record financial success as a means of inducing investors to remain invested in Nelson Financial and to make further investments in the securities of Nelson Financial.

31. On or about January 31, 2010, due to regulatory concerns raised by Staff following its on-site compliance review, Nelson Financial temporarily suspended the distribution of any of its securities.

32. On March 23, 2010, less than two months after suspending its capital raising activities, Nelson Financial sought and obtained an order of the Ontario Superior Court of Justice for creditor protection and restructuring under the *Companies' Creditors Arrangement Act* ("*CCAA*") on the basis that it was insolvent.

***CCAA* PROCEEDINGS AND REMOVAL OF BOUTET**

33. By a further order of the Court dated June 15, 2010, representative counsel ("Representative Counsel") was appointed to represent and advise all persons holding promissory notes issued by Nelson Financial (the "Noteholders").

34. In or around July 19, 2010, Representative Counsel selected an advisory committee comprised of certain of the Noteholders for the purpose of advising and assisting Representative Counsel in the restructuring process under the *CCAA*.

35. Following its appointment, Representative Counsel, with the assistance of the Noteholders' Committee, took a number of steps to protect the Noteholders' interests, including seeking an order removing Boutet from the management of Nelson Financial on the basis, generally, that his continued involvement in managing Nelson Financial was detrimental to the Noteholders' interests in the restructuring process and going forward.

36. On November 22, 2010, the Court made an order approving certain heads of agreement (the "Heads of Agreement") between Boutet, A. John Page & Associates Inc. (as Monitor in the *CCAA* proceeding) and Representative Counsel which provided for the resignation of Boutet as a director, officer and employee of Nelson Financial and the appointment of Sherry Townsend, a member of the Noteholders' Committee, as the Interim Operating Officer of Nelson Financial to direct and manage the business operations of the company and to manage its efforts to develop a restructuring plan under the *CCAA*. Amongst other things and in addition to the above, the Heads of Agreement required Boutet to surrender his ownership interest in Nelson Financial and to surrender and release any and all claims Boutet might otherwise have against Nelson Financial under the *CCAA*.

37. By Order entered March 4, 2011, the Ontario Superior Court ordered that the claims of Nelson Financial's creditors were to be paid in full before any claim by Nelson Financial's preferred shareholders are paid.

38. Pursuant to an Order dated March 4, 2011, the Ontario Superior Court accepted for filing a Plan of Compromise and Arrangement in respect of Nelson Financial. According to the Plan of Compromise and Arrangement "The effect of the Plan is that each Creditor holding a Proven Claim will receive a Capital Recovery Debenture in the principal amount of $25.00, New Special Share with a stated capital and redemption value of $25.00 and one Common Share with a stated capital of $1.00 in full satisfaction of each $100.00 of such Proven Claim." The purpose of the Plan of Compromise and Arrangement its to "enable the business …to continue as a going concern" in its reorganized form. Pursuant to the Order, Nelson Financial sent to all Noteholders an Information Circular concerning these securities.

39. Pursuant to the Order of March 4 2011 of the Ontario Superior Court, Nelson Financial called a meeting of Noteholders (and other eligible creditors) for a meeting on April 16, 2011 to approve and sanction the Plan of Compromise and Arrangement that is Schedule A to the Order, and has obtained a Court date of April 20, 2011 for the Superior Court to review and sanction if approved the Plan of Compromise and Arrangement. The outcome of the vote of creditors is not currently known.

PART IV – CONDUCT CONTRARY TO ONTARIO SECURITIES LAW AND THE PUBLIC INTEREST

40. By engaging in the conduct described above, Nelson Financial has breached Ontario securities law by contravening sections 25 and 53 of the Act and has acted contrary to the public interest.

PART V – TERMS OF SETTLEMENT

41. Nelson Financial agrees to the terms of settlement listed below.

42. The Commission will make an order pursuant to section 127(1) and section 127.1 of the Act that:

    (a) The settlement agreement is approved;

    (b) Trading in any securities of or by Nelson Financial shall cease throughout the period of restructuring under the *CCAA*;

    (c) Any exemptions contained in Ontario securities law shall not apply to Nelson Financial throughout the period of restructuring under the *CCAA*;

    (d) The trading restrictions and removal of exemptions set out in (b) and (c) above shall expire upon the completion of the *CCAA* proceeding;

    (e) Subsections (b) and (c) shall not apply to any securities to be issued, exchanged, redeemed or otherwise dealt with:

        (i) pursuant to any order of the Court; or

        (ii) in the course of transaction implementing any plan of compromise or arrangement of Nelson Financial pursuant to the *CCAA*, or Articles of Reorganization of Nelson Financial pursuant to section 186 of the Ontario Business Corporations Act that shall have been approved and sanctioned by the Court in the *CCAA* proceeding on notice to the Staff; and

(f) Nelson Financial will cooperate fully in providing any documents or information required by the Commission in its proceedings involving any former officers, shareholders, or directors of Nelson Financial and without the requirement of any formal summons otherwise required under the *Securities Act*.

PART VI – STAFF COMMITMENT

43. If the Commission approves this Settlement Agreement, Staff will not commence any proceeding against the Respondent under Ontario securities law in relation to the facts set out in Part III of this Settlement Agreement, subject to the provisions of paragraph 44 below.

44. If the Commission approves this Settlement Agreement and the Respondent fails to comply with any of the terms of the Settlement Agreement, Staff may bring proceedings under Ontario securities law against the Respondent. These proceedings may be based on, but are not limited to, the facts set out in Part III of this Settlement Agreement as well as the breach of the Settlement Agreement.

PART VII – PROCEDURE FOR APPROVAL OF SETTLEMENT

45. The parties will seek approval of this Settlement Agreement at a public hearing before the Commission scheduled for April 15, 2011, or on another date agreed to by Staff and the Respondent, according to the procedures set out in this Settlement Agreement and the Commission's Rules of Practice.

46. Staff and the Respondent agree that this Settlement Agreement will form all of the agreed facts that will be submitted at the settlement hearing on the Respondent's conduct, unless the parties agree that additional facts should be submitted at the settlement hearing.

47. If the Commission approves this Settlement Agreement, the Respondent agrees to waive all rights to a full hearing, judicial review or appeal of this matter under the Act.

48. If the Commission approves this Settlement Agreement, neither party will make any public statement that is inconsistent with this Settlement Agreement or with any additional agreed facts submitted at the settlement hearing.

49. Whether or not the Commission approves this Settlement Agreement, the Respondent will not use, in any proceeding, this Settlement Agreement or the negotiation or process of approval of this agreement as the basis for any attack on the Commission's jurisdiction, alleged bias, alleged unfairness, or any other remedies or challenges that may otherwise be available.

PART X – DISCLOSURE OF SETTLEMENT AGREEMENT

50. If the Commission does not approve this Settlement Agreement or does not make the order attached as Schedule "A" to this Settlement Agreement:

i. this Settlement Agreement and all discussions and negotiations between Staff and the Respondent before the settlement hearing takes place will be without prejudice to Staff and the Respondent; and

ii. Staff and the Respondent will each be entitled to all available proceedings, remedies and challenges, including proceeding to a hearing of the allegations contained in the Statement of Allegations. Any proceedings, remedies and challenges will not be affected by this Settlement Agreement, or by any discussions or negotiations relating to this agreement.

51. Both parties will keep the terms of the Settlement Agreement confidential until the Commission approves the Settlement Agreement. At that time, the parties will no longer have to maintain confidentiality. If the Commission does not approve the Settlement Agreement, both parties must continue to keep the terms of the Settlement Agreement confidential, unless they agree in writing not to do so or if required by law.

PART X – EXECUTION OF SETTLEMENT AGREEMENT

52. The parties may sign separate copies of this agreement. Together, these signed copies will form a binding agreement.

53. A fax copy of any signature will be treated as an original signature.

Dated this 13th day of April, 2011.

"Sherry Townsend"
Respondent, by its court appointed
Interim Operating Officer

"Doug Turner"
Witness

"Tom Atkinson"
Director, Enforcement Branch

SCHEDULE "A"

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

AND

IN THE MATTER OF
NELSON FINANCIAL GROUP LTD.,
NELSON INVESTMENT GROUP LTD.,
MARC D. BOUTET, STEPHANIE LOCKMAN SOBOL,
PAUL MANUEL TORRES, H. W. PETER KNOLL

ORDER

WHEREAS on May 12, 2010, the Ontario Securities Commission (the "Commission") issued a Notice of Hearing and a Statement of Allegations in this matter pursuant to section 127 and 127.1 of the *Securities Act*, R.S.O. 1990, c. S.5, as amended (the "Act");

AND WHEREAS on November 10, 2010, the Staff of the Commission amended the Statement of Allegations;

AND WHEREAS Nelson Financial Group Ltd. ("Nelson Financial") is the subject of restructuring proceedings under the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended (the "*CCAA*");

AND WHEREAS Nelson Financial entered into a settlement agreement with Staff of the Commission ("Staff") dated April 13, 2011 (the "Settlement Agreement"), a copy of which is attached as Schedule "A" to this Order, subject to the approval of the Commission;

AND UPON reviewing the Settlement Agreement, and upon hearing submissions from counsel for Staff and Nelson Financial.

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

IT IS ORDERED THAT

1. The Settlement Agreement is approved;

2. Trading in any securities of or by Nelson Financial shall cease throughout the period of restructuring under the *CCAA*, pursuant to s. 127(1)2 of the Act;

3. Any exemptions contained in Ontario securities law shall not apply to Nelson Financial throughout the period of restructuring under the *CCAA*, pursuant to s. 127(1)3 of the Act;

4. The trading restrictions and removal of exemptions set out in (b) and (c) above shall expire upon the completion of the *CCAA* proceeding;

5. Paragraph 2 and 3 shall not apply to any securities to be issued, exchanged, redeemed or otherwise dealt with:

   (a) pursuant to any order of the Court; or

   (b) in the course of transaction implementing any plan of compromise or arrangement of Nelson Financial pursuant to the *CCAA*, or Articles of Reorganization of Nelson Financial pursuant to section 186 of the Ontario *Business Corporations Act* that shall have been approved and sanctioned by the Court in the *CCAA* proceeding on notice to the Staff.

DATED at Toronto this 13th day of April, 2011.

_____

2.2.5 iShares S&P/TSX Equity Income Index Fund et al. – s. 1.1

Headnote

Certain mutual funds designated as exchange-traded funds for the purposes of OSC Rule 48-501.

Rules Cited

Ontario Securities Commission Rule 48-501 Trading During Distributions, Formal Bids and Share Exchange Transactions, s. 1.1.

IN THE MATTER OF
ONTARIO SECURITIES COMMISSION RULE 48-501 – TRADING DURING DISTRIBUTIONS, FORMAL BIDS AND SHARE EXCHANGE TRANSACTIONS (Rule)

AND

IN THE MATTER OF
iSHARES S&P/TSX EQUITY INCOME INDEX FUND
iSHARES S&P/TSX CAPPED CONSUMER STAPLES INDEX FUND
iSHARES S&P/TSX CAPPED UTILITIES INDEX FUND
iSHARES S&P/TSX VENTURE INDEX FUND
iSHARES S&P/TSX GLOBAL BASE METALS INDEX FUND
iSHARES S&P GLOBAL HEALTHCARE INDEX FUND (CAD-HEDGED)
iSHARES NASDAQ 100 INDEX FUND (CAD-HEDGED)
iSHARES J.P. MORGAN USD EMERGING MARKETS BOND INDEX FUND (CAD-HEDGED)
(collectively, the Funds)

DESIGNATION ORDER
Section 1.1

WHEREAS the Funds are or will be listed on the Toronto Stock Exchange;

AND WHEREAS under the Universal Market Integrity Rules (UMIR), the Funds are considered Exempt Exchange-traded Funds that are not subject to prohibitions related to trading during certain securities transactions;

AND WHEREAS the definition of "exchange-traded fund" in the Rule is substantially similar to the definition of Exempt Exchange-traded Fund in UMIR, and the purpose of the Rule and UMIR are substantially similar;

THE DIRECTOR HEREBY DESIGNATES the Funds as exchange-traded funds for the purposes of the Rule.

Dated April 15, 2011

"Susan Greenglass"
Director, Market Regulation

2.2.6 Rogers Communications Inc. – s. 104(2)(c)

Headnote

Clause 104(2)(c) – Issuer bid – relief from issuer bid requirements in sections 94 to 94.8 and 97 to 98.7 of the Act – Issuer proposes to purchase, at a discounted purchase price, up to 3,000,000 of its Class B Non-Voting shares from one of its shareholders and/or such shareholder's affiliates – due to discounted purchase price, proposed purchases cannot be made through TSX trading system – but for the fact that the proposed purchases cannot be made through the TSX trading system, the Issuer could otherwise acquire the subject shares in reliance upon the issuer bid exemption available under section 101.2 of the Securities Act and in accordance with the TSX rules governing normal course issuer bid purchases – no adverse economic impact on or prejudice to issuer or public shareholders – proposed purchases exempt from issuer bid requirements in sections 94 to 94.8 and 97 to 98.7 of the Act, subject to conditions, including that the issuer not purchase more than one-third of the maximum number of shares to be purchased under its normal course issuer bid by way of off-exchange block purchases.

Statutes Cited

Securities Act, R.S.O. 1990, c. S.5, as am., ss. 94 to 94.8, 97 to 98.7, 104(2)(c).

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

AND

IN THE MATTER OF
ROGERS COMMUNICATIONS INC.

ORDER
(Clause 104(2)(c))

UPON the application (the "**Application**") of Rogers Communications Inc. (the "**Issuer**") to the Ontario Securities Commission (the "**Commission**") for an order pursuant to clause 104(2)(c) of the Act exempting the Issuer from sections 94 to 94.8 and 97 to 98.7 of the Act (the "**Issuer Bid Requirements**") in connection with the proposed purchases ("**Proposed Purchases**") by the Issuer of up to 3,000,000 (the "**Subject Shares**") of the Issuer's Class B Non-Voting shares (the "**Shares**") from Royal Bank of Canada and/or its affiliates (the "**Selling Shareholder**");

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

AND UPON the Issuer (and the Selling Shareholder in respect of paragraphs 5, 6, 7, 10, 14 and 21 as they relate to the Selling Shareholder) having represented to the Commission that:

1. The Issuer is a corporation governed by the *Business Corporations Act* (British Columbia).

2. The corporate headquarters of the Issuer is located at 333 Bloor Street East, 10th Floor, Toronto, Ontario, M4W 1G9.

3. The Issuer is a reporting issuer in each of the provinces of Canada and the Shares are listed for trading on the Toronto Stock Exchange (the "**TSX**") and the New York Stock Exchange. The Issuer is not in default of any requirement of the securities legislation in the jurisdictions in which it is a reporting issuer.

4. As at January 31, 2011, the authorized common share capital of the Issuer consists of 112,462,014 Class A Voting shares and 1,400,000,000 Shares, of which 443,072,044 Shares were issued and outstanding as at that date.

5. The corporate headquarters of the Selling Shareholder is located in Toronto, Ontario.

6. The Selling Shareholder has advised the Issuer that it does not directly or indirectly own more than 5% of the issued and outstanding Shares.

7. The Selling Shareholder owns the Subject Shares and the Subject Shares were not acquired in anticipation of resale pursuant to private agreements under an issuer bid exemption order issued by a securities regulatory authority ("**Off-Exchange Block Purchases**").

8. Pursuant to a "Notice of Intention to Make a Normal Course Issuer Bid" filed with the TSX, dated February 16, 2011 (the "**Notice**"), during the period from February 22, 2011 to February 21, 2012, the Issuer is permitted to make normal course issuer bid (the "**Bid**") purchases (each a "**Bid Purchase**") to a maximum of the lesser of 39,800,000 Shares and that number of Shares that can be purchased under the Bid for an aggregate purchase price of C$1,500,000,000 in accordance with sections 628 to 629.3 of Part VI of the TSX Company Manual (the "**TSX Rules**").

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

10. The Issuer and the Selling Shareholder intend to enter into one or more agreements of purchase and sale (each, an "**Agreement**") pursuant to which the Issuer will agree to acquire, by trades occurring during the period beginning on or after February 22, 2011 and ending on or prior to March 31, 2011, the Subject Shares from the Selling Shareholder for purchase prices (each, a "**Purchase Price**") that will be negotiated at arm's length between the Issuer and the Selling

Shareholder. The Purchase Price will be at a discount to the prevailing market price and below the prevailing bid-ask price for the Shares.

11. The purchase of the Subject Shares by the Issuer pursuant to the Agreement will constitute an "issuer bid" for purposes of the Act to which the Issuer Bid Requirements would apply.

12. Because the Purchase Price will be at a discount to the prevailing market price and below the bid-ask price for the Shares at the time of each trade, the Proposed Purchases cannot be made through the TSX trading system and, therefore, will not occur "through the facilities" of the TSX. As a result, the Issuer will be unable to acquire the Subject Shares from the Selling Shareholder in reliance upon the exemption from the Issuer Bid Requirements that is available pursuant to Section 101.2(1) of the Act.

13. But for the fact that the Purchase Price will be at a discount to the prevailing market price and below the bid-ask price for the Shares at the time of the trade, the Issuer could otherwise acquire the Subject Shares as a "block purchase" (a "**Block Purchase**") in accordance with Section 629(l)7 of the TSX Rules and the exemption from the Issuer Bid Requirements that is available pursuant to Section 101.2(1) of the Act.

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

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

16. Management is of the view that the Issuer will be able to purchase the Subject Shares at a lower price than the price at which the Issuer will be able to purchase the Shares under the Bid and management is of the view that this is an appropriate use of the Issuer's funds.

17. The purchase of Subject Shares will not adversely affect the Issuer or the rights of any of the Issuer's securityholders. As the Subject Shares are non-voting shares, the Proposed Purchases will not affect control of the Issuer. The Proposed Purchases will be carried out with a minimum of cost to the Issuer.

18. To the best of the Issuer's knowledge, as of January 31, 2011 the public float for the Shares consisted of approximately 90.04% of the Shares for purposes of the TSX Rules.

19. The market for the Shares is a "liquid market" within the meaning of Section 1.2 of Multilateral Instrument 61-101 *Protection of Minority Security Holders in Special Transactions*.

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

21. At the time that an Agreement is entered into by the Issuer and the Selling Shareholder and at the time of each Proposed Purchase, neither the Issuer nor the Selling Shareholder will be aware of any "material change" or "material fact" (each as defined in the Act) in respect of the Issuer that has not been generally disclosed.

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

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

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

(b) the Issuer will refrain from conducting a Block Purchase in accordance with the TSX Rules during the calendar week it completes each Proposed Purchase and may not make any further Bid Purchases for the remainder of that calendar day;

(c) the Purchase Price is not higher than the last "independent trade" (as that term is used in paragraph 629(l)1 of the TSX Rules) of a board lot of Shares immediately prior to the execution of each Proposed Purchase;

(d) the Issuer will otherwise acquire any additional Shares pursuant to the Bid and in accordance with the TSX Rules;

(e) immediately following its purchase of the Subject Shares from the Selling Shareholder, the Issuer will report the purchase of the Subject Shares to the TSX;

(f) at the time that the Agreement is entered into by the Issuer and the Selling Shareholder and at the time of each Proposed Purchase, neither the Issuer nor the Selling Shareholder will be aware of any "material change" or "material fact" (each as defined in the Act) in respect of the Issuer that has not been generally disclosed;

(g) the Issuer will issue a press release in connection with the Proposed Purchases; and

(h) the Issuer does not purchase, pursuant to Off-Exchange Block Purchases, more than one-third of the maximum number of Shares the Issuer can purchase under the Bid.

Dated at Toronto this 18th day of February, 2011

"Edward P. Kerwin"
Commissioner
Ontario Securities Commission

"Vern Krishna"
Commissioner
Ontario Securities Commission

2.2.7 Rogers Communications Inc. – s. 104(2)(c)

Headnote

Clause 104(2)(c) – Issuer bid – relief from issuer bid requirements in sections 94 to 94.8 and 97 to 98.7 of the Act – Issuer proposes to purchase, at a discounted purchase price, up to 9,500,000 of its Class B Non-Voting shares from one of its shareholders and/or such shareholder's affiliates – due to discounted purchase price, proposed purchases cannot be made through TSX trading system – but for the fact that the proposed purchases cannot be made through the TSX trading system, the Issuer could otherwise acquire the subject shares in reliance upon the issuer bid exemption available under section 101.2 of the Securities Act and in accordance with the TSX rules governing normal course issuer bid purchases – no adverse economic impact on or prejudice to issuer or public shareholders – proposed purchases exempt from issuer bid requirements in sections 94 to 94.8 and 97 to 98.7 of the Act, subject to conditions, including that the issuer not purchase more than one-third of the maximum number of shares to be purchased under its normal course issuer bid by way of off-exchange block purchases.

Statutes Cited

Securities Act, R.S.O. 1990, c. S.5, as am., ss. 94 to 94.8, 97 to 98.7, 104(2)(c).

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

AND

IN THE MATTER OF
ROGERS COMMUNICATIONS INC.

ORDER
(Clause 104(2)(c))

UPON the application (the "**Application**") of Rogers Communications Inc. (the "**Issuer**") to the Ontario Securities Commission (the "**Commission**") for an order pursuant to clause 104(2)(c) of the Act exempting the Issuer from sections 94 to 94.8 and 97 to 98.7 of the Act (the "**Issuer Bid Requirements**") in connection with the proposed purchases ("**Proposed Purchases**") by the Issuer of up to 9,500,000 (the "**Subject Shares**") of the Issuer's Class B Non-Voting shares (the "**Shares**") from The Bank of Nova Scotia and/or its affiliates (the "**Selling Shareholder**");

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

AND UPON the Issuer (and the Selling Shareholder in respect of paragraphs 5, 6, 7, 10, 14 and 21 as they relate to the Selling Shareholder) having represented to the Commission that:

1. The Issuer is a corporation governed by the *Business Corporations Act* (British Columbia).

2. The corporate headquarters of the Issuer is located at 333 Bloor Street East, 10th Floor, Toronto, Ontario, M4W 1G9.

3. The Issuer is a reporting issuer in each of the provinces of Canada and the Shares are listed for trading on the Toronto Stock Exchange (the "**TSX**") and the New York Stock Exchange. The Issuer is not in default of any requirement of the securities legislation in the jurisdictions in which it is a reporting issuer.

4. As at February 28, 2011, the authorized common share capital of the Issuer consists of 112,462,014 Class A Voting shares and 1,400,000,000 Shares, of which 440,486,594 Shares were issued and outstanding as at that date.

5. The corporate headquarters of the Selling Shareholder is located in Toronto, Ontario.

6. The Selling Shareholder does not directly or indirectly own more than 5% of the issued and outstanding Shares.

7. The Selling Shareholder owns the Subject Shares and the Subject Shares were not acquired in anticipation of resale pursuant to private agreements under an issuer bid exemption order issued by a securities regulatory authority ("**Off-Exchange Block Purchases**").

8. Pursuant to a "Notice of Intention to Make a Normal Course Issuer Bid" filed with the TSX, dated February 15, 2011 (the "**Notice**"), the Issuer is permitted to make normal course issuer bid (the "**Bid**") purchases (each a "**Bid Purchase**") to a maximum of the lesser of 39,800,000 Shares and that number of Shares that can be purchased under the Bid for an aggregate purchase price of C$1,500,000,000 in accordance with sections 628 to 629.3 of Part VI of the TSX Company Manual (the "**TSX Rules**"). As of February 28, 2011, 2,600,000 Shares have been purchased under the Bid, including 2,600,000 Shares which were purchased pursuant to Off-Exchange Block Purchases. Assuming completion of the purchase of the Subject Shares, the Issuer will have purchased under the Bid an aggregate of 12,100,000 Shares pursuant to Off-Exchange Block Purchases, representing approximately 30% of the 39,800,000 Shares authorized to be purchased under the Bid.

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

10. The Issuer and the Selling Shareholder intend to enter into one or more agreements of purchase and sale (each, an "**Agreement**") pursuant to which the Issuer will agree to acquire, by trades occurring prior to May 31, 2011, the Subject Shares from the Selling Shareholder for purchase prices (each, a "**Purchase Price**") that will be negotiated at arm's length between the Issuer and the Selling Shareholder. The Purchase Price will be at a discount to the prevailing market price and below the prevailing bid-ask price for the Shares.

11. The purchase of the Subject Shares by the Issuer pursuant to the Agreement will constitute an "issuer bid" for purposes of the Act to which the Issuer Bid Requirements would apply.

12. Because the Purchase Price will be at a discount to the prevailing market price and below the bid-ask price for the Shares at the time of each trade, the Proposed Purchases cannot be made through the TSX trading system and, therefore, will not occur "through the facilities" of the TSX. As a result, the Issuer will be unable to acquire the Subject Shares from the Selling Shareholder in reliance upon the exemption from the Issuer Bid Requirements that is available pursuant to Section 101.2(1) of the Act.

13. But for the fact that the Purchase Price will be at a discount to the prevailing market price and below the bid-ask price for the Shares at the time of the trade, the Issuer could otherwise acquire the Subject Shares as a "block purchase" (a "**Block Purchase**") in accordance with Section 629(l)7 of the TSX Rules and the exemption from the Issuer Bid Requirements that is available pursuant to Section 101.2(1) of the Act.

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

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

16. Management is of the view that the Issuer will be able to purchase the Subject Shares at a lower price than the price at which the Issuer will be able to purchase the Shares under the Bid and

management is of the view that this is an appropriate use of the Issuer's funds.

17. The purchase of Subject Shares will not adversely affect the Issuer or the rights of any of the Issuer's securityholders. As the Subject Shares are non-voting shares, the Proposed Purchases will not affect control of the Issuer. The Proposed Purchases will be carried out with a minimum of cost to the Issuer.

18. To the best of the Issuer's knowledge, as of February 28, 2011 the public float for the Shares consisted of approximately 89.98% of the Shares for purposes of the TSX Rules.

19. The market for the Shares is a "liquid market" within the meaning of Section 1.2 of Multilateral Instrument 61-101 *Protection of Minority Security Holders in Special Transactions*.

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

21. At the time that an Agreement is entered into by the Issuer and the Selling Shareholder and at the time of each Proposed Purchase, neither the Issuer nor the Selling Shareholder will be aware of any "material change" or "material fact" (each as defined in the Act) in respect of the Issuer that has not been generally disclosed.

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

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

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

(b) the Issuer will refrain from conducting a Block Purchase in accordance with the TSX Rules during the calendar week it completes each Proposed Purchase and may not make any further Bid Purchases for the remainder of that calendar day;

(c) the Purchase Price is not higher than the last "independent trade" (as that term is used in paragraph 629(l)1 of the TSX Rules) of a board lot of Shares immediately prior to the execution of each Proposed Purchase;

(d) the Issuer will otherwise acquire any additional Shares pursuant to the Bid and in accordance with the TSX Rules;

(e) immediately following its purchase of the Subject Shares from the Selling Shareholder, the Issuer will report the purchase of the Subject Shares to the TSX;

(f) at the time that the Agreement is entered into by the Issuer and the Selling Shareholder and at the time of each Proposed Purchase, neither the Issuer nor the Selling Shareholder will be aware of any "material change" or "material fact" (each as defined in the Act) in respect of the Issuer that has not been generally disclosed;

(g) the Issuer will issue a press release in connection with each of the Proposed Purchases; and

(h) the Issuer does not purchase, pursuant to Off-Exchange Block Purchases, more than one-third of the maximum number of Shares the Issuer can purchase under the Bid.

Dated at Toronto this 11th day of March, 2011

"Margot C. Howard"
Commissioner
Ontario Securities Commission

"James Turner"
Vice-Chair
Ontario Securities Commission

2.2.8 Rogers Communications Inc. – s. 104(2)(c)

Headnote

Clause 104(2)(c) – Issuer bid – relief from issuer bid requirements in sections 94 to 94.8 and 97 to 98.7 of the Act – Issuer proposes to purchase, at a discounted purchase price, up to 4,500,000 of its class B shares from one of its shareholders and/or such shareholder's affiliates – due to discounted purchase price, proposed purchases cannot be made through TSX trading system – but for the fact that the proposed purchases cannot be made through the TSX trading system, the Issuer could otherwise acquire the subject shares in reliance upon the issuer bid exemption available under section 101.2 of the Securities Act and in accordance with the TSX rules governing normal course issuer bid purchases – no adverse economic impact on or prejudice to issuer or public shareholders – proposed purchases exempt from issuer bid requirements in sections 94 to 94.8 and 97 to 98.7 of the Act, subject to conditions, including that the issuer not purchase more than one-third of the maximum number of shares to be purchased under its normal course issuer bid by way of off-exchange block purchases.

Applicable Legislative Provisions

Securities Act, R.S.O. 1990, c. S.5, as am., ss. 94 to 94.8, 97 to 98.7, 104(2)(c).

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

AND

IN THE MATTER OF
ROGERS COMMUNICATIONS INC.

ORDER
(Clause 104(2)(c))

UPON the application (the "**Application**") of Rogers Communications Inc. (the "**Issuer**") to the Ontario Securities Commission (the "**Commission**") for an order pursuant to clause 104(2)(c) of the Act exempting the Issuer from sections 94 to 94.8 and 97 to 98.7 of the Act (the "**Issuer Bid Requirements**") in connection with the proposed purchases ("**Proposed Purchases**") by the Issuer of up to 4,500,000 (the "**Subject Shares**") of the Issuer's Class B Non-Voting shares (the "**Shares**") from The Royal Bank of Canada and/or its affiliates (the "**Selling Shareholder**");

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

AND UPON the Issuer (and the Selling Shareholder in respect of paragraphs 5, 6, 7, 10, 14 and 21 as they relate to the Selling Shareholder) having represented to the Commission that:

1. The Issuer is a corporation governed by the *Business Corporations Act* (British Columbia).

2. The corporate headquarters of the Issuer is located at 333 Bloor Street East, 10th Floor, Toronto, Ontario, M4W 1G9.

3. The Issuer is a reporting issuer in each of the provinces of Canada and the Shares are listed for trading on the Toronto Stock Exchange (the "**TSX**") and the New York Stock Exchange. The Issuer is not in default of any requirement of the securities legislation in the jurisdictions in which it is a reporting issuer.

4. As of October 31, 2010, the authorized common share capital of the Issuer consists of 112,462,014 Class A Voting shares and 1,400,000,000 Shares. There are 452,171,199 Shares issued and outstanding as of that date.

5. The corporate headquarters of the Selling Shareholder is located in Toronto, Ontario.

6. The Selling Shareholder does not directly or indirectly own more than 5% of the issued and outstanding Shares.

7. The Selling Shareholder owns the Subject Shares and the Subject Shares were not acquired in anticipation of resale pursuant to private agreements under an issuer bid exemption order issued by a securities regulatory authority ("**Off-Exchange Block Purchases**").

8. Pursuant to a "Notice of Intention to Make a Normal Course Issuer Bid" filed with the TSX, as of February 15, 2010 (the "**Notice**"), the Issuer is permitted to make normal course issuer bid (the "**Bid**") purchases (each, a "**Bid Purchase**") to a maximum of the lesser of 43,600,000 Shares and that number of Shares that can be purchased under the Bid for an aggregate purchase price of C$1,500,000,000 in accordance with sections 628 to 629.3 of Part VI of the TSX Company Manual (the "**TSX Rules**"). As of October 31, 2010, 27,962,006 Shares have been purchased under the Bid, including 6,880,000 Shares which were purchased pursuant to Off-Exchange Block Purchases. Assuming completion of the purchase of the Subject Shares, the Issuer will have purchased under the Bid an aggregate of 11,380,000 Shares pursuant to Off-Exchange Block Purchases, representing approximately 26% of the 43,600,000 Shares authorized to be purchased under the Bid.

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

10. The Issuer and the Selling Shareholder intend to enter into agreements of purchase and sale (each, an "**Agreement**") pursuant to which the Issuer will agree to acquire, by trades occurring prior to January 1, 2011, the Subject Shares from the Selling Shareholders for purchase prices (each, a "**Purchase Price**") that will be negotiated at arm's length between the Issuer and the Selling Shareholders. The Purchase Price will be at a discount to the prevailing market price and below the prevailing bid-ask price for the Shares.

11. The purchase of the Subject Shares by the Issuer pursuant to the Agreement will constitute an "issuer bid" for purposes of the Act to which the Issuer Bid Requirements would apply.

12. Because the Purchase Price will be at a discount to the prevailing market price and below the bid-ask price for the Shares at the time of each trade, the Proposed Purchases cannot be made through the TSX trading system and, therefore, will not occur "through the facilities" of the TSX. As a result, the Issuer will be unable to acquire the Subject Shares from the Selling Shareholder in reliance upon the exemption from the Issuer Bid Requirements that is available pursuant to Section 101.2(1) of the Act.

13. But for the fact that the Purchase Price will be at a discount to the prevailing market price and below the bid-ask price for the Shares at the time of the trade, the Issuer could otherwise acquire the Subject Shares as a "block purchase" (a "**Block Purchase**") in accordance with Section 629(1)7 of the TSX Rules and the exemption from the Issuer Bid Requirements in Section 101.2(1) of the Act.

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

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

16. Management is of the view that the Issuer will be able to purchase the Subject Shares at a lower price than the price at which the Issuer will be able to purchase the Shares under the Bid and management is of the view that this is an appropriate use of the Issuer's funds.

17. The purchase of Subject Shares will not adversely affect the Issuer or the rights of any of the Issuer's securityholders. As the Subject Shares are non-voting shares, the Proposed Purchases will not affect control of the Issuer. The Proposed Purchases will be carried out with a minimum of cost to the Issuer.

18. To the best of the Issuer's knowledge, as of October 31, 2010 the public float for the Shares consisted of approximately 90.26% of the Shares for purposes of the TSX Rules.

19. The market for the Shares is a "liquid market" within the meaning of Section 1.2 of Multilateral Instrument 61-101 *Protection of Minority Security Holders in Special Transactions*.

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

21. At the time that an Agreement is entered into by the Issuer and the Selling Shareholder and at the time of each Proposed Purchase, neither the Issuer nor the Selling Shareholder will be aware of any "material change" or "material fact" (each as defined in the Act) in respect of the Issuer that has not been generally disclosed.

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

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

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

(b) the Issuer will refrain from conducting a Block Purchase in accordance with the TSX Rules during the calendar week it completes each Proposed Purchase and may not make any further Bid Purchases for the remainder of that calendar day;

(c) the Purchase Price is not higher than the last "independent trade" (as that term is used in paragraph 629(1)1 of the TSX Rules) of a board lot of Shares immediately prior to the execution of each Proposed Purchase;

(d) the Issuer will otherwise acquire any additional Shares pursuant to the Bid and in accordance with the TSX Rules;

(e) immediately following its purchase of the Subject Shares from the Selling Shareholder, the Issuer will report the purchase of the Subject Shares to the TSX;

(f) at the time that the Agreement is entered into by the Issuer and the Selling Shareholder and at the time of each Proposed Purchase, neither the Issuer nor the Selling Shareholder will be aware of any "material change" or "material fact" (each as defined in the Act) in respect of the Issuer that has not been generally disclosed;

(g) the Issuer will issue a press release in connection with the Proposed Purchases; and

(h) the Issuer does not purchase, pursuant to Off-Exchange Block Purchases, more than one-third of the maximum number of Shares the Issuer can purchase under the Bid.

Dated at Toronto this 9th day of November, 2010.

"Wesley Scott"
Commissioner
Ontario Securities Commission

"James Carnwath"
Commissioner
Ontario Securities Commission

2.2.9 Metro inc. – s. 104(2)(c)

Headnote

Clause 104(2)(c) – Issuer bid – relief from issuer bid requirements in sections 94 to 94.8 and 97 to 98.7 of the Act – Issuer proposes to purchase, at a discounted purchase price, up to 190,000 of its Class A shares from one of its shareholders and/or such shareholder's affiliates – due to discounted purchase price, proposed purchases cannot be made through TSX trading system – but for the fact that the proposed purchases cannot be made through the TSX trading system, the Issuer could otherwise acquire the subject shares in reliance upon the issuer bid exemption available under section 101.2 of the Securities Act and in accordance with the TSX rules governing normal course issuer bid purchases – no adverse economic impact on or prejudice to issuer or public shareholders – proposed purchases exempt from issuer bid requirements in sections 94 to 94.8 and 97 to 98.7 of the Act, subject to conditions, including that the issuer not purchase more than one-third of the maximum number of shares to be purchased under its normal course issuer bid by way of off-exchange block purchases.

Applicable Legislative Provisions

Securities Act, R.S.O. 1990, c. S.5, as am., ss. 94 to 94.8, 97 to 98.7, 104(2)(c).

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

AND

IN THE MATTER OF
METRO INC.

ORDER
(clause 104(2)(c))

UPON the application (the "**Application**") of Metro inc. (the "**Issuer**") to the Ontario Securities Commission (the "**Commission**") for an order pursuant to clause 104(2)(c) of the Act exempting the Issuer from the requirements of sections 94 to 94.8 and 97 to 98.7 of the Act (the "**Issuer Bid Requirements**") in respect of the proposed purchases by the Issuer of up to 190,000 (collectively, the "**Subject Shares**") of its Class A Subordinate Shares (the "**Class A Shares**") in one or more trades from The Bank of Nova Scotia or one of its affiliates (the "**Selling Shareholder**");

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

AND UPON the Issuer (and the Selling Shareholder in respect of paragraphs 5, 6 , 7, 10, 15 and 22 as they relate to the Selling Shareholder) having represented to the Commission that:

1. The Issuer is a corporation governed by Part IA of the *Companies Act* (Québec).

2. The head office and registered office of the Issuer are at 11011 Maurice-Duplessis Boulevard, Montréal, Quebec, H1C 1V6.

3. The Issuer is a reporting issuer in each of the provinces of Canada and the Class A Shares of the Issuer are listed for trading on the TSX under the symbol "MRU.A". The Issuer is not in default of any requirement of the securities legislation in the jurisdictions in which it is a reporting issuer.

4. The authorized share capital of the Issuer consists of an unlimited number of Class A Shares, Class B Shares and First Preferred Shares, of which approximately 102,816,451 Class A Shares and 631,440 Class B Shares were issued and outstanding as of February 4, 2011.

5. The corporate headquarters of the Selling Shareholder are located in the Province of Ontario.

6. The Selling Shareholder does not directly or indirectly own more than 5% of the issued and outstanding Class A Shares.

7. The Selling Shareholder owns the Subject Shares and the Subject Shares were not acquired in anticipation of resale to the Issuer pursuant to private agreements under an issuer bid exemption order issued by a securities regulatory authority ("**Off-Exchange Block Purchases**").

8. Pursuant to a "Notice of Intention to Make a Normal Course Issuer Bid" filed with the TSX as of September 8, 2010 and amended as of November 12, 2010 (the "**Notice**"), the Issuer is permitted to make normal course issuer bid (the "**Normal Course Issuer Bid**") purchases (each, a "**Bid Purchase**") to a maximum of 6,000,000 of its Class A Shares in accordance with sections 628 to 629.3 of Part VI of the TSX Company Manual (the "**TSX NCIB Rules**"). As of February 4, 2011, 1,910,800 Class A Shares have been purchased under the Normal Course Issuer Bid, 780,000 of which were purchased pursuant to Off-Exchange Block Purchases. The Subject Shares represent approximately 3.2% of the 6,000,000 Class A Shares authorized to be purchased under the Normal Course Issuer Bid. Assuming all Subject Shares were purchased, the aggregate number of Class A Shares purchased pursuant to Off-Exchange Block Purchases during the Normal Course Issuer Bid would be 970,000, representing approximately 16.2% of the 6,000,000 Class A Shares authorized to be purchased under the Normal Course Issuer Bid.

9. In addition to making Bid Purchases by means of open market transactions, the Notice contemplates that the Issuer may purchase Class A Shares by such other means as may be permitted by the TSX, including by private agreements pursuant to an issuer bid exemption order issued by a securities regulatory authority.

10. The Issuer and the Selling Shareholder intend to enter into one or more agreements of purchase and sale (each, an "**Agreement**") pursuant to which the Issuer will agree to acquire the Subject Shares from the Selling Shareholder by one or more purchases each occurring on or before March 31, 2011 (each such purchase, a "**Proposed Purchase**") for a purchase price (the "**Purchase Price**") that will be negotiated at arm's length between the Issuer and the Selling Shareholder. The Purchase Price will be at a discount to the prevailing market price and below the bid-ask price for the Issuer's Class A Shares at the time of each Proposed Purchase.

11. The purchase of the Subject Shares by the Issuer pursuant to each Agreement will constitute an "issuer bid" for purposes of the Act to which the Issuer Bid Requirements would apply.

12. Because the Purchase Price will be at a discount to the prevailing market price and below the bid-ask price for the Issuer's Class A Shares at the time of each Proposed Purchase, each Proposed Purchase cannot be made through the TSX trading system and, therefore, will not occur "through the facilities" of the TSX. As a result, the Issuer will be unable to acquire the Subject Shares from the Selling Shareholder in reliance upon the exemption from the Issuer Bid Requirements that is available pursuant to section 101.2(1) of the Act.

13. The Subject Shares acquired under each Proposed Purchase will constitute a "block" as that term is defined in section 628 of the TSX NCIB Rules. But for the fact that the Purchase Price will be at a discount to the prevailing market price and below the bid-ask price for the Issuer's Class A Shares at the time of each Proposed Purchase, the Issuer could otherwise acquire the Subject Shares as a "block purchase" (a "**Block Purchase**") in accordance with section 629(l)7 of the TSX NCIB Rules and the exemption from the Issuer Bid Requirements in section 101.2(1) of the Act.

14. The Issuer will be able to acquire the Subject Shares from the Selling Shareholder in reliance upon the exemption from the dealer registration requirements of the Act that is available as a result of the combined effect of section 2.16 of National Instrument 45-106 *Prospectus and Registration Exemptions* ("**NI 45-106**") and section 4.1(a) of Commission Rule 45-501 *Ontario Prospectus and Registration Exemptions*.

15. The Selling Shareholder is at arm's length to the Issuer and is not an "insider" of the Issuer or "associate" of an "insider" of the Issuer, or an "associate" or "affiliate" of the Issuer, as such

terms are defined in the Act. In addition, the Selling Shareholder is an "accredited investor" within the meaning of NI 45-106.

16. Management is of the view that the Issuer will be able to purchase the Subject Shares at a lower price than the price at which the Issuer would be able to purchase the Class A Shares under the Normal Course Issuer Bid through the facilities of the TSX and management is of the view that this is an appropriate use of the Issuer's funds.

17. The purchase of the Subject Shares will not adversely affect the Issuer or the rights of any of the Issuer's securityholders and it will not materially affect the control of the Issuer. The Proposed Purchases will be carried out with a minimum of cost to the Issuer.

18. To the best of the Issuer's knowledge, as of February 4, 2011, the public float for the Class A Shares represented more than 65% of all issued and outstanding Class A Shares for purposes of the TSX NCIB Rules.

19. The market for the Class A Shares is a "liquid market" within the meaning of section 1.2 of Multilateral Instrument 61-101 *Protection of Minority Security Holders in Special Transactions*.

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

21. At the time that each Agreement is entered into by the Issuer and the Selling Shareholder and at the time of each Proposed Purchase, the Issuer will not be aware of any "material change" or "material fact" (each as defined in the Act) in respect of the Issuer that has not been generally disclosed.

22. At the time that each Agreement is entered into by the Issuer and the Selling Shareholder and at the time of each Proposed Purchase, neither the Selling Shareholder, nor personnel of the Selling Shareholder that have negotiated such Agreement or have made or participated in the making of or provided advice in connection with the decision to enter into such Agreement and sell the Subject Shares will be aware of any "material change" or "material fact" (each as defined in the Act) in respect of the Issuer that has not been generally disclosed.

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

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

(a) the Proposed Purchases will be taken into account by the Issuer when calculating the maximum annual aggregate limit that is imposed upon the Issuer's Normal Course Issuer Bid in accordance with the TSX NCIB Rules;

(b) the Issuer will refrain from conducting a Block Purchase in accordance with the TSX NCIB Rules during the calendar week that it completes each Proposed Purchase and may not make any further Bid Purchases for the remainder of that calendar day;

(c) the Purchase Price is not higher than the last "independent trade" (as that term is used in paragraph 629(l)1 of the TSX NCIB Rules) of a board lot of Class A Shares immediately prior to the execution of each Proposed Purchase;

(d) the Issuer will otherwise acquire any additional Class A Shares pursuant to its Normal Course Issuer Bid and in accordance with the TSX NCIB Rules;

(e) immediately following each Proposed Purchase of the Subject Shares from the Selling Shareholder, the Issuer will report the purchase of the Subject Shares to the TSX;

(f) at the time that each Agreement is entered into by the Issuer and the Selling Shareholder and at the time of each Proposed Purchase, neither the Issuer, nor the Selling Shareholder, nor personnel of the Selling Shareholder that have negotiated such Agreement or have made or participated in the making of or provided advice in connection with the decision to enter into such Agreement and sell the Subject Shares will be aware of any "material change" or "material fact" (each as defined in the Act) in respect of the Issuer that has not been generally disclosed;

(g) the Issuer will issue a press release in connection with the Proposed Purchases in advance of the first of such Proposed Purchases; and

(h) the Issuer does not purchase, pursuant to Off-Exchange Block Purchases, more than one-third of the maximum number of Class A Shares the Issuer can purchase under the Normal Course Issuer Bid.

DATED at Toronto this 11th day of February, 2011.

"Carol S. Perry"
Commissioner
Ontario Securities Commission

"Christopher Portner"
Commissioner
Ontario Securities Commission

Chapter 3

Reasons: Decisions, Orders and Rulings

3.1 OSC Decisions, Orders and Rulings

3.1.1 Jitendra Dalpat Mistry

IN THE MATTER OF
STAFF'S RECOMMENDATION FOR THE SUSPENSION OF REGISTRATION OF
JITENDRA DALPAT MISTRY

OPPORTUNITY TO BE HEARD BY THE DIRECTOR
Section 31 of the Securities Act

DECISION

1. For the reasons outlined below, my decision is to suspend the registration of Jitendra Dalpat Mistry (Mistry).

OVERVIEW

2. On February 4, 2011, Staff recommended that Mistry's registration as a dealing representative in the category of exempt market dealer with "GCap" (GCap) be suspended. Pursuant to section 31 of the *Securities Act* (Ontario) (Act), Mistry is entitled to an opportunity to be heard before a decision is made by me, as Director. My decision is based on the written submissions of Mark Skuce, Legal Counsel, Compliance and Registrant Regulation Branch for Staff, and Mistry (on his own behalf).

THE LAW

3. In the recent case of *Re Ittihad Securities Inc.* (2010) 33 O.S.C.B. 10458, I, as Director, stated that:

> "Section 28 of the Act provides that the Director may suspend the registration of a company at any time during the period of its registration if it appears to the Director that (i) the company is not suitable for registration or has failed to comply with Ontario securities law, or (ii) the registration is otherwise objectionable.
>
> A registrant is in a position to provide valuable services to the public. A registrant also has a corresponding capacity to do material harm to investors and to the public at large. Determining whether an applicant should be registered is thus an important component of the OSC's public interest mandate. As well, as noted in numerous prior decisions, registration is a privilege, not a right.
>
> The OSC has, over time, articulated three fundamental criteria for determining suitability for registration – integrity (which includes honesty and good faith, particularly in dealings with clients, and compliance with Ontario securities law), proficiency, and solvency. These three fundamental criteria have been codified in subsection 27(2) of the Act, which provides that in determining whether a person is suitable for registration, the Director shall consider whether the person has satisfied the requirements prescribed in the regulations relating to proficiency, solvency and integrity, and such other factors as the Director considers relevant.
>
> The determination of whether an applicant's registration may be otherwise objectionable goes beyond the three suitability criteria above. Prior OSC decisions have held that registration is "otherwise objectionable" if it is determined, with reference to the purposes of the Act, that it is not in the public interest for the person or company to be registered. For example, see *Mithras Management Ltd., Re* (1990), 13 O.S.C.B. 1600."

ARGUMENTS RELATING TO STAFF'S RECOMMENDATION OF SUSPENSION OF MISTRY'S REGISTRATION

Summary of Staff's arguments

4. Staff argues that Mistry's registration should be suspended because he is not suitable for registration, he failed to comply with Ontario securities law, and his continued registration would be objectionable. In particular, Mistry:

   a. Did not use capital raised by the Alterra Preferred Equity Real Estate Limited Partnership (APERE LP) and the Alterra Preferred Equity Fund Real Estate Limited Partnership (APEFRE LP) (Alterra Funds), two issuers of which he was a principal, in a manner that was consistent with their offering memoranda, or he knew or ought to have known that his business partner and the other principal of the Alterra Funds, Sandeep Vohora (Vohora), was making improper use of investor proceeds,

   b. Failed to act fairly, honestly, and in good faith with an investor in the APERE LP, in his capacity as principal of that issuer, and

   c. Made false statements to Staff relating to his knowledge of the financial and operational problems at the Alterra Funds.

5. Staff also argues that Mistry has demonstrated more than a *capacity* to do material harm, he has in fact *caused* material harm to investors in the Alterra Funds [emphasis added by Staff]. As a result, Staff recommends that the registration of Mistry as a dealing representative in the category of exempt market dealer be suspended.

Mistry's registrations

6. From November 2005 to January 15, 2010, Mistry was registered as a Designated Compliance Officer, Officer, Director, and shareholder with Alterra Capital Inc., a limited market dealer. From November 2006 to January 18, 2010, Mistry was also registered as an Officer, Director, and shareholder with another limited market dealer, which is also an investment counsel and portfolio manager. Since March 8, 2010, Mistry has been registered as a dealing representative in the category of exempt market dealer with GCap.

Alterra Funds

7. APERE LP was established in November 2005. The general partner was Alterra Preferred Equity Real Estate 2005 Inc. Mistry and Vohora were the sole officers and directors of the general partner, with Mistry as President and CEO and Vohora as Secretary and Director. The offering memorandum for APERE LP advertised a 10 to 14% return with a 24 to 36 month commitment.

8. APEFRE LP was established in August 2006. The general partner was Alterra Preferred Equity Real Estate Inc. Mistry and Vohora were the sole officers and directors of the general partner, with Mistry as President and CEO and Vohora as Secretary and Director. The offering memorandum for the APEFRE LP advertised a 14% rate of return.

9. Each of the Alterra Funds was to invest in an underlying fund – Tidewater Partners Fund, LP (Tidewater), a Florida-based limited partnership.

10. Between 2005 and 2006, the Alterra Funds raised approximately $1.7 million from Ontario investors to invest in Tidewater which would invest in real estate development projects in Florida and Arizona. However, only $250,000 of these funds were invested in Tidewater. The remainder of the investor proceeds are unaccounted for. The Alterra Funds collapsed and most investors lost all of their investments.

11. The majority of the units of the Alterra Funds were distributed by The Investment House of Canada (IHOC), a mutual fund dealer whose membership in the Mutual Fund Dealers Association was terminated in April 2010. As well, in a decision dated January 25, 2011, as Director, I held that the principals of IHOC, Messrs. Sanjiv Sawh and Vlad Trkulja, were each unsuitable for registration and denied their application to be registered as dealing representatives in the category of mutual fund dealer.

Staff interview of Mistry

12. On November 18, 2010, Staff interviewed Mistry. Mistry generally disclaimed any in depth knowledge of the affairs of the Alterra Funds, despite being President and CEO of the general partners of the funds. Mistry represented to Staff that he had been unaware that the Alterra Funds had experienced any operational problems or any problems redeeming investor units in the partnerships. However, Staff subsequently obtained evidence that Mistry:

a. knew or ought to have known that only $250,000 of the $1.7 million raised by the Alterra Funds was actually invested,

b. received correspondence from and met with at least one investor in APERE LP, HK, in regards to his complaint that he had not received an interest payment or a return of his principal following the maturity of his investment,

c. failed to deliver documentation related to the status of APERE LP despite repeated requests from HK, and

d. attempted to sell other prospectus-exempt products to HK during a time when HK was seeking information concerning his investment in APERE LP and when Mistry knew, or ought to have known, that HK's investment was gone.

Inappropriate use of investors' proceeds

13. There is no direct evidence that Mistry knew that capital raised by the Alterra Funds was not being invested in Tidewater. However, Staff alleges that Mistry, as President and CEO for the general partners of both of the Alterra Funds, had a duty to ensure that the capital raised by the funds was invested according to their offering memoranda – i.e. invested in Tidewater. As well, Staff alleges that there is strong circumstantial evidence that Mistry must have been aware that investor proceeds were being misused. Mistry and Vohora were the only two officers and directors of the general partners of the Alterra Funds. In Staff's interview of Mistry, he gave evidence that the Alterra operation was made up of only himself and Vohora and that the two men spoke "fairly regularly" while the Alterra operation was a going concern.

14. I agree with Staff's assertions that Mistry's failure to ensure that the investor proceeds in the Alterra Funds were invested according to their offering memoranda constitutes a complete dereliction of his duties as President and CEO of the general partners. Even if, as Staff argues, he was unaware that the funds were misused by Vohora, then Mistry was at best negligent in failing to discharge his corporate duties. As a result, I concur with Staff's conclusion that the misuse of investor funds demonstrates that Mistry lacks the integrity required for registration under the Act.

Failure to deal with investors fairly, honestly, and in good faith

15. Subsection 2.1(2) of OSC Rule 31-505 *Conditions of Registration* states that a registered representative of a registered dealer shall deal fairly, honestly and in good faith with his or her clients. Staff argues that while Mistry dealt with investors in the Alterra Funds not as a registrant but as a principal of those two issuers, his conduct in this regard is still relevant.

16. Staff also argues that previous Directors' decisions have held that the Director must, of necessity, look to past conduct as a guide to what a person's future conduct might reasonably be expected to be.

17. Staff provided examples to support their argument that Mistry failed to act fairly, honestly, and in good faith with investors and that as a result he lacks the integrity required of a registrant. In one example, Mistry, as President and CEO of the general partner of APERE LP, allowed the "Alterra Investor Update" to be issued to investors in the summer of 2006 which announced that, "Alterra is pleased to report that Series J [of the APERE LP] is on schedule. Several milestones have been reached in the past 6 months". Staff argues that this document was released at a time when Mistry knew, or ought to have known, that the document was false, since the capital that had been raised by the Alterra Funds had not generally been invested in Tidewater. I agree. Given Mistry's role with the general partner of APERE LP, it is reasonable to expect that he knew what was going on at the partnership at the time and that he released the Alterra Investor Update knowing that it was false.

False or misleading statements to Staff

18. Mistry left the Alterra operation (other than the Alterra limited market dealer) in late summer of 2008. During his November 2010 interview with Staff, Mistry represented that at the time of his departure he was not aware of any problems with redemptions in APERE LP, nor was he aware of any operational problems at APERE LP. He also represented that he was not aware there was anything amiss with the Alterra operation, nor was aware of any issues with redemptions.

19. Staff argues that these representations are patently untrue. Mistry personally met with HK in May 2008 and September 2008 and at these meetings HK told him that he had not yet been repaid the capital that he had invested in APERE LP. Thus, at a minimum, Staff argues that Mistry had to have known that there were issues with redemptions in 2008. Staff also argues that since Mistry knew or ought to have known that the vast majority of the investor funds were not

invested in Tidewater, it follows that Mistry must also have been aware that the Alterra funds were in distress, that they were experiencing operational problems, and that there was something amiss with the Alterra operation.

20. Staff argues that the statements made by Mistry to Staff can therefore be considered as Mistry providing false or misleading statements to Staff, a violation of section 122(1) of the Act. Staff also argues that making misrepresentations to Staff demonstrates a lack of integrity. I agree. Providing false or misleading statements to Staff is a serious matter and I believe that Mistry knew or ought to have known that he was providing false or misleading statements to Staff.

Registration is objectionable

21. The Director may suspend a registration if continued registration would be objectionable. An individual's registration is objectionable if it would be contrary to the public interest to permit the individual to remain as a registrant. One of the purposes of the Act (as set out in section 1.1) is to prevent unfair, improper or fraudulent practices in the capital markets. The consideration of whether registration would be objectionable is thus focused on broad public interest grounds, with the result that a registration may be objectionable regardless of the determination as to suitability.

22. Staff submits that all of Mistry's conduct was clearly improper and unfair to investors in the Alterra Funds and that the sum total of his conduct leads to the inescapable conclusion that his continued registration would be objectionable. I concur.

MISTRY'S ARGUMENTS

23. Mistry argued that he understood and respected the requirement to implement a strong compliance and governance structure for Alterra. However, his focus during his time at Alterra was on building Alterra's business which resulted "in poor oversight on my part as the chief compliance officer. I have been in the investments (sic) industry for more than 20 years with a clear record working with major firms."

24. He also acknowledged that he personally had conversations with HK and met with HK and Vohora on a few occasions and that HK "had requested information regarding the status of the LP." He blames Vohora for not responding to HK's requests for information. He also states that "I am somewhat aware of the investor update" but that "I do not recall or have specifics with respects (sic) to how and who issued the update in 2006." He also states that:

> "[my] responses during the [November 18] interview were less than stellar. To put it plainly, Alterra consisted primarily of two individuals, Sandeep Vohora and myself. Through we were in the same premises, we were divergent in our focus and activities with myself being focused on the areas discussed [earlier in his letter] … I accept mistakes were made with respect to my role in providing adequate oversight largely driven by my focus on other business related activities with Alterra. However, I, in no way, feel that I deserve a forced suspension".

25. Mistry also states that since he has no intention of using his registration with GCap, that he would be willing to voluntarily withdraw his registration or to voluntarily cancel his registration and that he would like to enter into a settlement with Staff on that basis. Staff's response to Mistry's proposal is that, due to Mistry's egregious misconduct, it will not entertain any offers to settle this matter.

REASONS

26. For the reasons set out herein, my decision is to suspend the registration of Mistry. In my view, it is not credible that Mistry did not know what was going on at the Alterra Funds. Mistry was the President and Chief Executive Officer of the general partners of the Alterra Funds and thus had a duty to the Alterra Funds. In not carrying out those duties in any sort of reasonable manner, I find that he displayed a lack of integrity that can not be tolerated by registrants and thus he is not suitable for registration and his ongoing registration is objectionable.

"Marrianne Bridge", FCA
Deputy Director, Compliance
Ontario Securities Commission

April 14, 2011

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
Sitebrand Inc.	04 Apr 11	15 Apr 11	15 Apr 11	
Outlook Resources Inc.	04 Apr 11	15 Apr 11	15 Apr 11	
World Outfitters Corporation Safari Nordik	05 Apr 11	18 Apr 11	18 Apr 11	
Arehada Mining Limited	06 Apr 11	18 Apr 11	18 Apr 11	
LAB Research Inc.	08 Apr 11	20 Apr 11	20 Apr 11	
BW Park Place Limited Partnership	18 Apr 11	29 Apr 11		

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
Genesis Worldwide Inc.	04 Apr 11	15 Apr 11	15 Apr 11		

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
Genesis Worldwide Inc.	04 Apr 11	15 Apr 11	15 Apr 11		

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Chapter 7

Insider Reporting

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

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

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

Chapter 8

Notice of Exempt Financings

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

Transaction Date	No. of Purchasers	Issuer/Security	Total Purchase Price ($)	No. of Securities Distributed
01/31/2011	42	1263343 Alberta Inc. o/a Enerjet - Common Shares	981,101.00	N/A
01/26/2011	43	2267582 Ontario Inc. - Receipts	14,800,000.00	29,600,000.00
03/31/2011	3	ABRY Advanced Securities II, L.P. - Limited Partnership Interest	8,260,300.00	3.00
08/12/2010 to 01/31/2011	94	Alpaca Resources Inc. - Units	3,502,795.00	35,027,951.00
03/18/2011	13	API Technologies Corp. - Flow-Through Shares	6,165,018.00	1,027,503.00
01/19/2011	27	Berkwood Resources Ltd. - Units	650,000.00	5,000,000.00
01/12/2011	29	Blind Creek Resources Ltd. - Special Warrants	1,009,000.00	2,018,000.00
01/24/2011	101	Cadillac Fairview Finance Trust - Debentures	1,999,757,500.00	N/A
01/31/2011	45	Centurion Apartment Real Estate Investment Trust - Units	2,012,790.00	201,279.00
01/28/2011	80	Crazy Horse Resources Inc - Common Shares	10,000,000.00	8,000,000.00
04/05/2011	1	Diversified Convertibles Fund - Trust Units	4,971,750.00	497,078.07
02/04/2011	124	Eaglecrest Explorations Ltd. - Units	2,989,300.80	N/A
01/10/2011 to 01/14/2011	28	Greenlight Resources Ltd. - Units	435,600.00	242,000.00
03/28/2011	4	Helix BioPharma Corp. - Units	3,949,998.41	1,652,719.00
03/30/2011	7	Helix BioPharma Corp. - Units	2,194,892.35	918,365.00
02/16/2011	24	IOU Financial Inc. - Units	1,454,153.00	14,541,530.00
12/20/2010	33	Key Gold Holdings Inc. - Common Shares	472,500.00	3,780,000.00
02/16/2011	62	Marksmen Energy Inc. - Units	1,045,149.00	3,483,830.00
03/04/2011	18	Maya Gold & Silver Inc. - Units	1,244,000.00	N/A
02/02/2011	112	Mongolia Growth Group Ltd. - Common Shares	4,761,489.00	12,842,550.00
02/24/2011 to 03/05/2011	26	Newport Balanced Fund - Trust Units	776,672.44	7,442.00
02/24/2011 to 03/05/2011	49	Newport Canadian Equity Fund - Trust Units	1,984,505.73	14,099.00
02/24/2011 to 03/05/2011	6	Newport Fixed Income Fund - Trust Units	1,816,300.00	17,169.00

Transaction Date	No. of Purchasers	Issuer/Security	Total Purchase Price ($)	No. of Securities Distributed
02/24/2011 to 03/05/2011	25	Newport Global Equity Fund - Trust Units	482,000.58	7,549.00
02/24/2011 to 03/05/2011	17	Newport Strategic Yield LP - Trust Units	1,161,489.10	103,063.00
02/24/2011 to 03/05/2011	25	Newport Yield Fund - Trust Units	2,521,006.54	21,228.00
03/30/2011	65	Petrocapita Income Trust - Units	684,615.00	684,615.00
03/31/2011	60	Rogers Oil & Gas Inc. - Debentures	961,835.00	961,835.00
03/31/2010	280	Rogers Oil & Gas Inc. - Flow-Through Shares	3,259,670.00	N/A
04/14/2011	6	Royal Bank of Canada - Notes	338,765.00	350.00
01/01/2010 to 12/01/2010	14	Silvercreek Capital Limited Partnership - Limited Partnership Units	7,288,000.00	1,755.00
01/01/2010 to 12/31/2010	33	Silvercreek Convertible LP - Limited Partnership Units	6,187,258.61	2,730.21
01/20/2011	57	Simba Energy Inc. - Common Share Purchase Warrant	3,288,800.00	42,322,500.00
01/24/2011	32	Soho Resources Corp. - Units	2,582,000.00	25,820,000.00
04/01/2011	1	Stacey Muirhead Limited Partnership - Limited Partnership Units	2,000.00	53.35
04/01/2011	1	Stacey Muirhead RSP Fund - Trust Units	500.00	50.53
01/07/2011	192	TORC Oil & Gas Ltd. - Common Shares	7,127,840.00	5,127,840.00
12/07/2010	203	Trelawney Mining and Exploration Inc. - Common Shares	57,134,400.00	25,809,000.00
02/16/2011	51	Waymar Resources Ltd. - Units	12,650,000.00	11,500,000.00

Chapter 11

IPOs, New Issues and Secondary Financings

Issuer Name:
Aeroquest International Limited
Principal Regulator - Ontario
Type and Date:
Preliminary Short Form Prospectus dated April 15, 2011
NP 11-202 Receipt dated April 15, 2011
Offering Price and Description:
Minimum Offering: $4,000,000.00 (4,000,000 Units); Maximum Offering: $6,000,000.00 (6,000,000 Units) Price: $1.00 per Unit
Underwriter(s) or Distributor(s):
Fraser Mackenzie Limited
Jennings Capital Inc.
Mackie Research Capital Corporation
Promoter(s):
-
Project #1729882

Issuer Name:
Allbanc Split Corp. II
Principal Regulator - Ontario
Type and Date:
Preliminary Short Form Prospectus dated April 13, 2011
NP 11-202 Receipt dated April 14, 2011
Offering Price and Description:
Warrants to Subscribe for up to * Capital Shares and * Series 1 Preferred Shares at a Subscription Price of $*
Underwriter(s) or Distributor(s):
Scotia Capital Inc.
Promoter(s):
Scotia Managed Companies Administration Inc.
Project #1728957

Issuer Name:
Blind Creek Resources Ltd.
Principal Regulator - British Columbia
Type and Date:
Second Amended and Restated Preliminary Long Form Prospectus dated April 12, 2011
NP 11-202 Receipt dated April 14, 2011
Offering Price and Description:
$7,012,000.00 -14,024,000 COMMON SHARES AND 7,012,000 SHARE PURCHASE WARRANTS ISSUABLE UPON THE EXERCISE OR DEEMED EXERCISE OF 14,024,000 PREVIOUSLY ISSUED SPECIAL WARRANTS Price: $0.50 per Special Warrant
Underwriter(s) or Distributor(s):
D & D Securities Company
Promoter(s):
J. Frank Callaghan
Project #1651637

Issuer Name:
Bullion Monarch Mining, Inc.
Principal Regulator - Ontario
Type and Date:
Preliminary Long Form Prospectus dated April 12, 2011
NP 11-202 Receipt dated April 13, 2011
Offering Price and Description:
Minimum Offering: * Common Shares for $ * - Maximum Offering: * Common Shares for $ * Price: $* per Common Share
Underwriter(s) or Distributor(s):
Haywood Securities Inc.
Promoter(s):
R. Don Morris
Project #1728567

Issuer Name:
Coalspur Mines Limited
Principal Regulator - Ontario
Type and Date:
Preliminary Short Form Prospectus dated April 13, 2011
NP 11-202 Receipt dated April 13, 2011
Offering Price and Description:
$44,400,000.00 - 24,000,000 Ordinary Shares Price: $1.85 per Ordinary Share
Underwriter(s) or Distributor(s):
Haywood Securities Inc.
BMO Nesbitt Burns Inc.
RBC Dominion Securities Inc.
Promoter(s):
-
Project #1728724

Issuer Name:
Colt Resources Inc.
Principal Regulator - Quebec
Type and Date:
Preliminary Short Form Prospectus dated April 13, 2011
NP 11-202 Receipt dated April 13, 2011
Offering Price and Description:
$15,120,000.00 - 21,000,000 Common Shares Price: $0.72 per Common Share
Underwriter(s) or Distributor(s):
CANACCORD GENUITY CORP.
DESJARDINS SECURITIES INC.
LAURENTIAN BANK SECURITIES INC.
D&D SECURITIES INC.
Promoter(s):
-
Project #1728827

Issuer Name:
Estrella International Energy Services Ltd.
Principal Regulator - Alberta
Type and Date:
Preliminary Short Form Prospectus dated April 14, 2011
NP 11-202 Receipt dated April 14, 2011
Offering Price and Description:
$20,020,000.00 - 28,600,000 Common Shares Price: $0.70 per Common Share
Underwriter(s) or Distributor(s):
CANACCORD GENUITY CORP.
MACQUARIE CAPITAL MARKETS CANADA LTD.
Promoter(s):
-
Project #1729466

Issuer Name:
J5 Acquisition Corp.
Type and Date:
Preliminary Long Form Non-Offering Prospectus dated April 15, 2011
Receipted on April 18, 2011
Offering Price and Description:
-
Underwriter(s) or Distributor(s):
-
Promoter(s):
-
Project #1730289

Issuer Name:
LEVON RESOURCES LTD.
Principal Regulator - British Columbia
Type and Date:
Preliminary Short Form Prospectus dated April 15, 2011
NP 11-202 Receipt dated April 15, 2011
Offering Price and Description:
$40,170,000.00 - 20,600,000 Common Shares Price: $1.95 per Offered Share
Underwriter(s) or Distributor(s):
Canaccord Genuity Corp.
Jennings Capital Inc.
Macquarie Capital Markets Canada Ltd.
Promoter(s):
-
Project #1730041

Issuer Name:
Lone Pine Resources Inc.
Principal Regulator - Alberta
Type and Date:
Amended and Restated Preliminary Long Form PREP Prospectus dated April 14, 2011
NP 11-202 Receipt dated April 18, 2011
Offering Price and Description:
US $ * -* Shares of Common Stock Price: US$ * per Share of Common Stock
Underwriter(s) or Distributor(s):
J. P. Morgan Securities Canada Inc.
TD Securities Inc.
BMO Nesbitt Burns Inc.
Scotia Capital Inc.
CIBC World Markets Inc.
RBC Dominion Securities Inc.
FirstEnergy Capital Corp.
Peters & Co. Limited
Raymond James Ltd.
Promoter(s):
Forest Oil Corporation
Project #1700328

Issuer Name:
Lupaka Gold Corp.
Principal Regulator - British Columbia
Type and Date:
Preliminary Long Form Prospectus dated April 15, 2011
NP 11-202 Receipt dated April 15, 2011
Offering Price and Description:
$ * - * Common Shares Price: $ * per Common Share
Underwriter(s) or Distributor(s):
National Bank Financial Inc.
Haywood Securities Inc.
Macquarie Capital Markets Canada Ltd.
Promoter(s):
Gordon Ellis
Geoff Courtnall
Project #1729928

Issuer Name:
Monster Mining Corp.
Principal Regulator - British Columbia
Type and Date:
Amended and Restated Preliminary Long Form dated April 12, 2011
NP 11-202 Receipt dated April 13, 2011
Offering Price and Description:
$2,000,000.00 - 5,000,000 Units @ $0.40 per Unit
Underwriter(s) or Distributor(s):
Macquarie Private Wealth Inc.
Promoter(s):
Robert Eadie
Project #1676746

Issuer Name:
Talon Metals Corp.
Principal Regulator - Ontario
Type and Date:
Preliminary Short Form Prospectus dated April 13, 2011
NP 11-202 Receipt dated April 13, 2011
Offering Price and Description:
$25,000,200.00 - 9,804,000 Units Price: $2.55 per Unit
Underwriter(s) or Distributor(s):
Dundee Securities Ltd.
Salman Partners Inc.
Haywood Securities Inc.
Raymond James Ltd.
Promoter(s):
-
Project #1728776

Issuer Name:
Yorkville Enhanced Protection Class
Yorkville Global Opportunities Class
Yorkville Optimal Return Bond Class
Principal Regulator - Ontario
Type and Date:
Preliminary Simplified Prospectuses dated April 15, 2011
NP 11-202 Receipt dated April 18, 2011
Offering Price and Description:
Series A, F and O Shares
Underwriter(s) or Distributor(s):
-
Promoter(s):
YORKVILLE ASSET MANAGEMENT INC.
Project #1730240

Issuer Name:
ABCOURT MINES INC.
Principal Regulator - Quebec
Type and Date:
Final Short Form Prospectus dated April 18, 2011
NP 11-202 Receipt dated April 18, 2011
Offering Price and Description:
Minimum Offering: $3,500,000.00 or 19,444,444 Units ;
Maximum Offering: $5,500,000.00 or 30,555,555 Units
Price: $0.18 per Unit
Underwriter(s) or Distributor(s):
Industrial Alliance Securities Inc.
Promoter(s):
-
Project #1715412

Issuer Name:
BMO Canadian Money Market Fund (series A and I)
BMO Money Market Fund (series A and I)
BMO Premium Money Market Fund (series A and I)
BMO T-Bill Fund (series A, I and BMO Guardian T-Bill Fund Series F)
BMO Bond Fund (series A, I and BMO Guardian Bond Fund Series F)
BMO Diversified Income Portfolio (formerly, BMO Diversified Income Fund) (series A and I)
BMO Global Monthly Income Fund (series A and I)
BMO Global Strategic Bond Fund (formerly, BMO Global High Yield Bond Fund) (series A and I)
BMO Monthly Income Fund (series A, I and BMO Guardian Monthly Income Fund Series F)
BMO Mortgage and Short-Term Income Fund (series A and I)
BMO U.S. High Yield Bond Fund (series A, I and BMO Guardian U.S. High Yield Bond Fund Series F)
BMO World Bond Fund (series A, I and BMO Guardian World Bond Fund Series F)
BMO Asset Allocation Fund (series A and I)
BMO Canadian Equity ETF Fund (formerly BMO Equity Index Fund) (series A and I)
BMO Dividend Fund (series A, I and BMO Guardian Dividend Fund Series F)
BMO Equity Fund (series A, I and BMO Guardian Equity Fund Series F)
BMO European Fund (series A, I and BMO Guardian European Fund Series F)
BMO Global Infrastructure Fund (series A and I)
BMO International Equity ETF Fund (formerly, BMO International Index Fund) (series A and I)
BMO Japanese Fund (series A and I)
BMO North American Dividend Fund (series A and I)
BMO U.S. Equity ETF Fund (formerly, BMO U.S. Equity Index Fund) (series A and I)
BMO U.S. Equity Fund (series A, I and BMO Guardian U.S. Equity Fund Series F)
BMO U.S. Growth Fund (series A and I)
BMO Emerging Markets Fund (series A, I and BMO Guardian Emerging Markets Fund Series F)
BMO Global Science & Technology Fund (series A and I)
BMO Precious Metals Fund (series A and I)
BMO Resource Fund (series A and I)
BMO Special Equity Fund (series A and I)
BMO U.S. Special Equity Fund (series A and I)
BMO U.S. Dollar Equity Index Fund (series A and I)
BMO U.S. Dollar Money Market Fund (series A and I)
BMO U.S. Dollar Monthly Income Fund (series A and I)
BMO Canadian Equity Class (series A and I) (class of BMO Global Tax Advantage Funds Inc.)
BMO Canadian Tactical ETF Class (series A) (class of BMO Global Tax Advantage Funds Inc.)
BMO Dividend Class (series A and I) (class of BMO Global Tax Advantage Funds Inc.)
BMO Global Dividend Class (series A and I) (class of BMO Global Tax Advantage Funds Inc.)
BMO Global Energy Class (series A and I) (class of BMO Global Tax Advantage Funds Inc.)
BMO Global Equity Class (series A and I) (class of BMO Global Tax Advantage Funds Inc.)

BMO Global Tactical ETF Class (series A) (class of BMO Global Tax Advantage Funds Inc.)
BMO Greater China Class (series A and I) (class of BMO Global Tax Advantage Funds Inc.)
BMO International Value Class (series A and I) (class of BMO Global Tax Advantage Funds Inc.)
BMO Short-Term Income Class (series A and I) (class of BMO Global Tax Advantage Funds Inc.)
BMO Sustainable Climate Class (series A and I) (class of BMO Global Tax Advantage Funds Inc.)
BMO Sustainable Opportunities Class (series A and I) (class of BMO Global Tax Advantage Funds Inc.)
BMO SelectClass® Security Portfolio (series A, I and T6) (class of BMO Global Tax Advantage Funds Inc.)
BMO SelectClass® Balanced Portfolio (series A, I and T6) (class of BMO Global Tax Advantage Funds Inc.)
BMO SelectClass® Growth Portfolio (series A, I and T6) (class of BMO Global Tax Advantage Funds Inc.)
BMO SelectClass® Aggressive Growth Portfolio (series A, I and T6) (class of BMO Global Tax Advantage Funds Inc.)
BMO Security ETF Portfolio Class (formerly, BMO Security ETF Portfolio) (series A) (class of BMO Global Tax Advantage Funds Inc.)
BMO Balanced ETF Portfolio Class (formerly, BMO Balanced ETF Portfolio) (series A) (class of BMO Global Tax Advantage Funds Inc.)
BMO Growth ETF Portfolio Class (formerly, BMO Growth ETF Portfolio) (series A) (class of BMO Global Tax Advantage Funds Inc.)
BMO Aggressive Growth ETF Portfolio Class (formerly, BMO Aggressive Growth ETF Portfolio) (series A) (class of BMO Global Tax Advantage Funds Inc.)
BMO LifeStage Plus 2015 Fund (series A)
BMO LifeStage Plus 2017 Fund (series A)
BMO LifeStage Plus 2020 Fund (series A)
BMO LifeStage Plus 2022 Fund (series A)
BMO LifeStage Plus 2025 Fund (series A)
BMO LifeStage Plus 2026 Fund (series A)
BMO LifeStage Plus 2030 Fund (series A)
BMO FundSelect® Security Portfolio (series A and I)
BMO FundSelect® Balanced Portfolio (series A and I)
BMO FundSelect® Growth Portfolio (series A and I)
BMO FundSelect® Aggressive Growth Portfolio (series A and I)
Principal Regulator - Ontario
Type and Date:
Final Simplified Prospectuses dated April 15, 2011
NP 11-202 Receipt dated April 18, 2011
Offering Price and Description:
Series A, I, T6 and F securities
Underwriter(s) or Distributor(s):
BMO Investments Inc.
Promoter(s):
-
Project #1707206

Issuer Name:
Churchill 11 Real Estate Limited Partnership
Churchill 11 Debenture Corp.
Principal Regulator - British Columbia
Type and Date:
Final Long Form Prospectus dated April 6, 2011
NP 11-202 Receipt dated April 13, 2011
Offering Price and Description:
Minimum: $5,000,000.00 (4,000 Units) Maximum: $30,000,000 (24,000 Units) $1,250 per Unit Minimum Subscription: $5,000
Underwriter(s) or Distributor(s):
Dundee Securities Corporation
Raymond James Ltd.
Scotia Capital Inc.
MACQUARIE CAPITAL MARKETS CANADA LTD.
Promoter(s):
Churchill Real Estate Inc.
Project #1694897/1694898

Issuer Name:
Home Capital Group Inc.
Principal Regulator - Ontario
Type and Date:
Final Base Shelf Prospectus dated April 14, 2011
NP 11-202 Receipt dated April 14, 2011
Offering Price and Description:
$750,000,000.00:
Common Shares
Preferred Shares
Debt Securities
Subscription Receipts
Warrants
Share Purchase Contracts
Units
Underwriter(s) or Distributor(s):
-
Promoter(s):
-
Project #1726620

Issuer Name:
Class A, F and T Units of:
Jov Conservative ETF Portfolio
(formerly known as Jov Fiera Conservative Tactical Portfolio)
Jov Income & Growth ETF Portfolio
(formerly known as Jov Fiera Balanced Tactical Portfolio)
Jov Growth ETF Portfolio
(formerly known as Jov Fiera Growth Tactical Portfolio)
Principal Regulator - Ontario
Type and Date:
Amendment #1 dated April 7, 2011 the Simplified Prospectuses and Annual Information Form dated May 10, 2010
NP 11-202 Receipt dated April 15, 2011
Offering Price and Description:
-
Underwriter(s) or Distributor(s):
-
Promoter(s):
JovFinancial Solutions Inc.
Project #1559928

Issuer Name:
Leisureworld Senior Care Corporation
Principal Regulator - Ontario
Type and Date:
Final Short Form Prospectus dated April 14, 2011
NP 11-202 Receipt dated April 14, 2011
Offering Price and Description:
$40,005,000.00 - 3,810,000 Subscription Receipts each representing the right to receive one Common Share
Price: $10.50 per Subscription Receipt
Underwriter(s) or Distributor(s):
TD Securities Inc.
RBC Dominion Securities Inc.
BMO Nesbitt Burns Inc.
CIBC World Markets Inc.
Scotia Capital Inc.
Macquarie Capital Markets Canada Ltd.
HSBC Securities (Canada) Inc.
Canada Genuity Corp.
National Bank Financial Inc.
Promoter(s):
-
Project #1727640

Issuer Name:
Paramount Resources Ltd.
Principal Regulator - Alberta
Type and Date:
Final Short Form Prospectus dated April 18, 2011
NP 11-202 Receipt dated April 18, 2011
Offering Price and Description:
MINIMUM $11,000,000.00 (1,100,000 TRUST UNITS);
MAXIMUM $16,000,000.00 (1,600,000 TRUST UNITS)
Price: $10 per Unit
Minimum Purchase 100 Units ($1,000)
Underwriter(s) or Distributor(s):
Peters & Co. Limited
BMO Nesbitt Burns Inc.
Cormark Securities Inc.
FirstEnergy Capital Corp.
GMP Securities L.P.
Stifel Nicolaus Canada Inc.
Promoter(s):
-
Project #1728351

Issuer Name:
Ponderosa Fund
Principal Regulator - British Columbia
Type and Date:
Final Long Form Prospectus dated April 15, 2011
NP 11-202 Receipt dated April 15, 2011
Offering Price and Description:
MINIMUM $11,000,000 (1,100,000 TRUST UNITS)
MAXIMUM $16,000,000 (1,600,000 TRUST UNITS) Price: $10 per Unit Minimum Purchase 100 Units ($1,000)
Underwriter(s) or Distributor(s):
Sora Group Wealth Advisors Inc.
Promoter(s):
Treegroup Developments Corp.
Project #1712471

Issuer Name:
Sun Life Financial Inc.
Principal Regulator - Ontario
Type and Date:
Final Base Shelf Prospectus dated April 12, 2011
NP 11-202 Receipt dated April 13, 2011
Offering Price and Description:
$5,000,000,000.00:
Debt Securities
Class A Shares
Class B Shares
Common Shares
Underwriter(s) or Distributor(s):
-
Promoter(s):
-
Project #1708755

Issuer Name:
Units of:
TD Private Canadian Bond Income Fund
TD Private Canadian Bond Return Fund
TD Private Canadian Corporate Bond Fund
TD Private U.S. Corporate Bond Fund
TD Private Canadian Diversified Yield Fund
TD Private Canadian Blue Chip Dividend Fund
TD Private Canadian Blue Chip Equity Fund
TD Private Canadian Value Fund
TD Private Canadian Growth Fund
TD Private Canadian Equity Plus Fund
TD Private Canadian Strategic Opportunities Fund
TD Private U.S. Blue Chip Equity Fund
TD Private U.S. Blue Chip Equity Currency Neutral Fund
TD Private U.S. Growth Currency Neutral Fund
TD Private U.S. Mid-Cap Equity Fund
TD Private International Equity Fund
TD Private International Stock Fund
TD Private Target Return Fund
TD Private Target Return Plus Fund
Principal Regulator - Ontario
Type and Date:
Final Simplified Prospectuses dated April 13, 2011
NP 11-202 Receipt dated April 14, 2011
Offering Price and Description:
Mutual Fund Units @ Net Asset Value
Underwriter(s) or Distributor(s):
-
Promoter(s):
TD Asset Management Inc.
Project #1702840

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Chapter 12

Registrations

12.1.1 Registrants

Type	Company	Category of Registration	Effective Date
Change in Registration Category	Gemini Asset Management Inc.	From: Portfolio Manager and Exempt Market Dealer To: Portfolio Manager, Exempt Market Dealer and Investment Fund Manager	April 15, 2011
Change in Registration Category	Silvercreek Management Inc.	From: Portfolio Manager and Exempt Market Dealer To: Portfolio Manager, Exempt Market Dealer and Investment Fund Manager	April 15, 2011
Change in Registration Category	East Coast Fund Management Inc.	From: Portfolio Manager and Exempt Market Dealer To: Portfolio Manager, Exempt Market Dealer and Investment Fund Manager	April 15, 2011
New Registration	Blue Bridge Wealth Management Consultants Inc.	Portfolio Manager	April 15, 2011
Consent to Suspension (Pending Surrender)	Transamerica Investment Management, LLC	Portfolio Manager	April 18, 2011
Consent to Suspension (Pending Surrender)	Aver Media Finance Corporation	Exempt Market Dealer	April 18, 2011
Voluntary Surrender	Cornerstone Securities Canada Inc.	Exempt Market Dealer	April 18, 2011
Voluntary Surrender	Hill & Gertner Capital Corporation	Exempt Market Dealer	April 18, 2011

Type	Company	Category of Registration	Effective Date
New Registration	Pursuit Financial Management Corporation	Investment Fund Manager	April 19, 2011

Chapter 13

SROs, Marketplaces and Clearing Agencies

13.2 Marketplaces

13.2.1 OSC Staff Notice of Commission Approval – CNSX – Amendments to Policy 2 – Qualification for Listing

OSC STAFF NOTICE OF COMMISSION APPROVAL

CNSX MARKETS INC. (CNSX MARKETS)

AMENDMENTS TO POLICY 2 – QUALIFICATION FOR LISTING

In accordance with the Rule Review Process set out in Appendix B of the CNSX Markets Inc. ("CNSX Markets") Recognition Order, the Ontario Securities Commission (Commission) approved public interest amendments to CNSX Policy 2 Section 1.1 – Qualification for Listing on April 15, 2011.

The proposed public interest amendments were published for comment on November 5, 2010 at (2010) 33 OSCB 10311. No submissions were received during the comment period.

A consequential housekeeping amendment to Policy 2, section 6.1 was deemed approved upon filing with the Commission.

CNSX Market's notice of Commission approval describing the amendments is attached as Attachment A.

Attachment A

CNSX Markets Notice 2011-002

Policy 2 – Qualification for Listing – Amendments to Qualify for Listing Certain Prospectus-Exempt Debt Securities

April 22, 2011

On April 15, 2011 the Ontario Securities Commission approved public interest amendments to Policy 2 *Qualification for Listing* that were published for comment November 5, 2010 in CNSX Notice 2010-006. No comments were received. The amendments are effective immediately.

The OSC has also approved consequential housekeeping amendments to Policy 2, section 6 – Final Documentation. The requirements under 6.1 have been amended to include a legal opinion that*: "if [the issuer] is not a reporting issuer and is proposing to list debt securities that qualify under section 1.1 of this policy, that the securities so qualify"*

The public interest amendments to the eligibility requirements expand the range of securities that may qualify for listing by including debt securities, issued or guaranteed by a government in Canada or by a financial institution, that are exempt from the prospectus requirements under clause 73(1)(a) or (b) of the Ontario Securities Act. Debt securities that are eligible for listing under these provisions must also meet the general criteria in Policy 2, and the specific criteria in Policy 2 Appendix B – Debt Securities.

There are no additional obligations or costs imposed on CNSX Dealers or Issuers.

The amended Policy 2, Section 1.1, and the blacklined text showing the housekeeping consequential housekeeping amendments to Policy 2, Section 6.1 are attached below.

The full Policies are available under "Info for Issuers" on CNSX.ca.

Questions about the Policies may be directed to:

Mark Faulkner, Director, Listings and Regulation
416.572.2000 x2305
Email: Mark.Faulkner@cnsx.ca

Amended Text of Policy 2, Section 1.1

Policy 2
Qualification for Listing

1.1 Only an issuer that:

(a) is a reporting issuer or the equivalent in a jurisdiction in Canada; or

(b) is proposing to list debt securities issued or guaranteed by a government in Canada that are exempt from the prospectus requirements under clause 73(1)(a) of the Act; or

(c) is proposing to list debt securities issued or guaranteed by a financial institution that are exempt from the prospectus requirements under clause 73(1)(b) of the Act; and

(d) is not in default of any requirements of securities legislation in any jurisdiction in Canada,

is eligible for listing. However, if an issuer is eligible for listing under paragraph (b) or (c) above, CNSX may only list debt securities of the issuer that are contemplated by those paragraphs unless the issuer files and obtains a receipt for a preliminary prospectus and a prospectus in a jurisdiction in Canada.

In addition, an issuer that is a reporting issuer in a jurisdiction in Canada solely as a result of BC Instrument 51-509 *Issuers Quoted in the U.S. Over-the-Counter Markets* (or any successor rule) or any similar rule that may be made by a securities regulator or securities regulatory authority in Canada is not eligible for listing unless the issuer files and obtains a receipt for a preliminary prospectus and a prospectus in a jurisdiction in Canada.

Consequential Housekeeping Amendments to Policy 2, Section 6

6. Final Documentation

6.1 CNSX must receive the following documents prior to qualification for listing:

a) one original executed copy of the Listing Statement (Form 2A) dated within three business days of the date it is submitted to CNSX together with any additions or amendments to the supporting documentation previously provided as required by Appendix A to the Listing Application;

b) one original executed copy of the Listing Summary (Form 2B) dated within three business days of the date it is submitted to CNSX;

c) two original executed copies of the applicable Listing Agreement (Form 4A);

d) three choices for a stock symbol;

e) a legal opinion that the Issuer:

i. is in good standing under and not in default of applicable corporate law or other applicable laws of establishment,

~~ii. is a reporting issuer or equivalent under the securities legislation of [state applicable jurisdictions] and is not in default of any requirement of any jurisdiction in which it is a reporting issuer or equivalent,~~

~~iii~~ ii has the corporate power and capacity to own its properties and assets, to carry on its business as it is currently being conducted, and to enter into the Listing Agreement and to perform its obligations thereunder, and

~~iv~~.iii. has taken all necessary corporate action to authorize the execution, delivery and performance of the Listing Agreement and that the Listing Agreement has been duly executed and delivered by the Issuer and constitutes a legal, valid and binding obligation of the Issuer, enforceable against the Issuer in accordance with its terms;

f) a legal opinion that:

i. the issuer is a reporting issuer or equivalent under the securities legislation of [state applicable jurisdictions] and is not in default of any requirement of any jurisdiction in which it is a reporting issuer or equivalent; or

ii if it is not a reporting issuer and is proposing to list debt securities that qualify under section 1.1 of this policy, that the securities so qualify;

~~f)~~g) a legal opinion that all securities previously issued of the class of securities to be listed or that may be issued upon conversion, exercise or exchange of other previously-issued securities are or will be duly issued and are or will be outstanding as fully paid and non-assessable securities; and

~~g)~~h) a certificate of the applicable government authority that the Issuer is in good standing under and not in default of applicable corporate law or other applicable laws of establishment.

13.3 Clearing Agencies

13.3.1 OSC Staff Notice of Commission Approval – Material Amendments to CDS Procedures – Amendment to Debt Haircut Rates in CDSX

OSC STAFF NOTICE OF COMMISSION APPROVAL

CDS CLEARING AND DEPOSITORY SERVICES INC.

MATERIAL AMENDMENTS TO CDS PROCEDURES – AMENDMENT TO DEBT HAIRCUT RATES IN CDSX

In accordance with the Rule Protocol between the Ontario Securities Commission (Commission) and CDS Clearing and Depository Services Inc. (CDS), the Commission approved on April 15, 2011, amendments filed by CDS to its procedures relating to the haircut rates applied to debt securities in CDSX. The amendments are to maintain consistency with the Bank of Canada haircut rates. A copy and description of the procedural amendments were published for comment on February 11, 2011 at (2011) 34 OSCB 1990. No comments were received.

Chapter 25

Other Information

25.1 Approvals

25.1.1 Rae & Lipskie Investment Counsel 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 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 15, 2011

Fasken Martineau DuMoulin LLP
Stock Exchange Tower
Suite 3400, P.O. Box 242
800 Place Victoria
Montreal, PQ H4Z 1E9

Attention: Pierre-Yves Chatillon/Elise Renaud

Dear Sirs/Medames:

Re: Rae & Lipskie Investment Counsel 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. 2010/0895

Further to your application dated December 1, 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 RaeLipskie Partners' Equity Fund and any other future mutual fund trusts that the Applicant may establish and 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 RaeLipskie Partners' Equity Fund and any other future mutual fund trusts which may be established and managed by the Applicant from time to time, the securities of which will be offered pursuant to prospectus exemptions.

Yours truly,

"Paulette Kennedy"

"Christopher Portner"

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