

REGISTER NOW: OSC DIALOGUE 2011

OSC DIALOGUE 2011

Tuesday, November 1, 2011

8:00 a.m. – 2:30 p.m.

Toronto Board of Trade

1 First Canadian Place

Toronto, Ontario

Join the OSC at this year's OSC Dialogue 2011 for informative and thought-provoking discussions on securities issues affecting Canadians in the 21st century and hear from OSC Chair Howard Wetston.

Morning plenary session topics:

- Market infrastructure
- Strategic issues in investor protection
- Securities law enforcement

Afternoon interactive break-out session topics:

- M&A trends and outlook
- Investor issues
- Regulatory outlook

Visit the OSC website for more information and to register.
For questions contact Dialogue@osc.gov.on.ca.

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SECURITIES
COMMISSION

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ONTARIO SECURITIES COMMISSION

The Ontario Securities Commission

OSC Bulletin

October 28, 2011

Volume 34, Issue 43

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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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Chapter 1

Notices / News Releases

1.1 Notices

1.1.1 Current Proceedings Before The Ontario Securities Commission

October 31, 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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20 Queen Street West
Toronto, Ontario
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Christopher Portner	—	CP
Judith N. Robertson	—	JNR
Charles Wesley Moore (Wes) Scott	—	CWMS

SCHEDULED OSC HEARINGS

October 31, 2011		Oversea Chinese Fund Limited Partnership, Weizhen Tang and Associates Inc., Weizhen Tang Corp., and Weizhen Tang
10:00 a.m.		

s. 127 and 127.1

H. Craig in attendance for Staff

Panel: MGC

November 1, 2011		Vincent Ciccone and Medra Corp.
10:00 a.m.		

s. 127

M. Vaillancourt in attendance for Staff

Panel: PLK

November 1, 2011		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
10:00 a.m.		

s. 127

M. Vaillancourt in attendance for Staff

Panel: PLK

November 1, 2011		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
2:00 p.m.		

December 19, 2011

10:00 a.m.

s. 127

H. Craig/C. Watson in attendance for Staff

Panel: VK/EPK

November 2, 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: JEAT

November 9, 2011

11:30 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

November 7, 2011

10:00 a.m.

Application for Reactivation of Sanjiv Sawh and Vlad Trkulja

s. 8(2)

R. Goldstein/S. Horgan in attendance for Staff

Panel: MGC/JNR

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: VK

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: EPK/PLK

November 21, 2011

10:00 a.m.

Investment Industry Regulatory Organization Of Canada v. Mark Allen Dennis

S. 21.7

S. Horgan in attendance for Staff

Panel: MGC/SOA

November 8, 2011

2:00 p.m.

Innovative Gifting Inc., Terence Lushington, Z2A Corp., and Christine Hewitt

s. 127

M. Vaillancourt in attendance for Staff

Panel: PLK

November 22, 2011

9:00 a.m.

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

s. 127

H Craig in attendance for Staff

Panel: PLK

November 9, 2011

10:00 a.m.

Zungui Haixi Corporation

s. 127

J. Superina in attendance for Staff

Panel: CP

November 23, 2011

9:15 a.m.

Firestar Capital Management Corp., Kamposse Financial Corp., Firestar Investment Management Group, Michael Ciavarella and Michael Mitton

s. 127

H. Craig in attendance for Staff

Panel: JEAT

November 23, 2011
10:00 a.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: CP

November 24, 2011
10:00 a.m.
FactorCorp Inc., FactorCorp Financial Inc. and Mark Twerdun

s. 127

C. Price in attendance for Staff

Panel: CP

November 28, 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 Shift

s. 127

H. Craig in attendance for Staff

Panel: CP

December 1, 2011
10:00 a.m.
MBS Group (Canada) Ltd., Balbir Ahluwalia and Mohinder Ahluwalia

s. 37, 127 and 127.1

C. Rossi in attendance for staff

Panel: JEAT

December 1-5 and December 7-15, 2011
10:00 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: JDC

December 5, 2011
10:00 a.m.

Irwin Boock, Stanton Defreitas, Jason Wong, Saudia Allie, Alena Dubinsky, Alex Khodjiains, 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

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: EPK/PLK

December 7, 2011	Sextant Capital Management Inc., Sextant Capital GP Inc., Otto Spork, Robert Levack and Natalie Spork	January 11, 2012	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
10:00 a.m.		10:00 a.m.	
	s. 127		s. 127
	T. Center in attendance for Staff		H. Craig/C. Rossi in attendance for Staff
	Panel: TBA		Panel: CP
December 12-13, 2011	Investment Industry Regulatory Organization of Canada v. TD Securities Inc., Kenneth Nott, Aidin Sadeghi, Christopher Kaplan, Robert Nemy and Jake Poulstrup	January 12-13, 2012	Richvale Resource Corp., Marvin Winick, Howard Blumenfeld, John Colonna, Pasquale Schiavone, and Shafi Khan
10:00 a.m.		10:00 a.m.	
	S. 21.7		s. 127(7) and 127(8)
	D. Ferris in attendance for Staff		J. Feasby in attendance for Staff
	Panel: MGC/JNR		Panel: EPK
December 19, 2011	New Hudson Television Corporation, New Hudson Television L.L.C. & James Dmitry Salganov	January 18-23, 2012	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"
9:00 a.m.		10:00 a.m.	
	s. 127		s. 127
	C. Watson in attendance for Staff		B. Shulman in attendance for Staff
	Panel: MGC		Panel: TBA
January 3-10, 2012	Simply Wealth Financial Group Inc., Naida Allarde, Bernardo Giangrosso, K&S Global Wealth Creative Strategies Inc., Kevin Persaud, Maxine Lobban and Wayne Lobban	January 18-30 and February 1-10, 2012	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
10:00 a.m.		10:00 a.m.	
	s. 127 and 127.1		s. 37, 127 and 127.1
	C. Johnson in attendance for Staff		H. Craig in attendance for Staff
	Panel: JDC		Panel: TBA

January 26-27, 2012	Empire Consulting Inc. and Desmond Chambers	February 29 – March 12 and March 14- 21, 2012	Ameron Oil and Gas Ltd., MX-IV Ltd., Gaye Knowles, Giorgio Knowles, Anthony Howorth, Vadim Tsatskin, Mark Grinshpun, Oded Pasternak, and Allan Walker
10:00 a.m.	s. 127 D. Ferris in attendance for Staff Panel: TBA	10:00 a.m.	s. 127 H. Craig/C. Rossi in attendance for Staff Panel: TBA
February 1-13, February 15-17 and February 21-23, 2012	Irwin Boock, Stanton Defreitas, Jason Wong, Saudia Allie, Alena Dubinsky, Alex Khodjiants 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	March 8, 2012	Energy Syndications Inc., Green Syndications Inc., Syndications Canada Inc., Land Syndications Inc. and Douglas Chaddock
10:00 a.m.	s. 127 and 127.1 H. Craig in attendance for Staff Panel: TBA	10:00 a.m.	s. 127 C. Johnson in attendance for Staff Panel: TBA
February 15-17, 2012	Maitland Capital Ltd., Allen Grossman, Hanoch Ulfan, Leonard Waddingham, Ron Garner, Gord Valde, Marianne Hyacinthe, Dianna Cassidy, Ron Catone, Steven Lanys, Roger McKenzie, Tom Mezinski, William Rouse and Jason Snow	March 12, March 14-26, and March 28, 2012	David M. O'Brien
10:00 a.m.	s. 127 and 127.1 D. Ferris in attendance for Staff Panel: TBA	10:00 a.m.	s. 37, 127 and 127.1 B. Shulman in attendance for Staff Panel: TBA
February 15-17, 2012	Maitland Capital Ltd., Allen Grossman, Hanoch Ulfan, Leonard Waddingham, Ron Garner, Gord Valde, Marianne Hyacinthe, Dianna Cassidy, Ron Catone, Steven Lanys, Roger McKenzie, Tom Mezinski, William Rouse and Jason Snow	April 2-5, April 9, April 11-23 and April 25-27, 2012	Bernard Boily
10:00 a.m.	s. 127 and 127.1 D. Ferris in attendance for Staff Panel: TBA	10:00 a.m.	s. 127 and 127.1 M. Vaillancourt/U. Sheikh in attendance for Staff Panel: TBA
		April 30-May 7, May 9-18 and May 23-25, 2012	Rezwealth Financial Services Inc., Pamela Ramoutar, Justin Ramoutar, Tiffin Financial Corporation, Daniel Tiffin, 2150129 Ontario Inc., Sylvan Blackett, 1778445 Ontario Inc. and Willoughby Smith
		10:00 a.m.	s. 127(1) and (5) A. Heydon in attendance for Staff Panel: TBA

May 9-18 and May 23-25, 2012	Crown Hill Capital Corporation and Wayne Lawrence Pushka	TBA	Gold-Quest International, 1725587 Ontario Inc. carrying on business as Health and Harmony, Harmony Club Inc., Donald Iain Buchanan, Lisa Buchanan and Sandra Gale
10:00 a.m.	s. 127 A. Perschy in attendance for Staff Panel: TBA		s. 127 H. Craig in attendance for Staff Panel: TBA
TBA	Yama Abdullah Yaqeen s. 8(2) J. Superina in attendance for Staff Panel: TBA	TBA	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	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	M P Global Financial Ltd., and Joe Feng Deng s. 127 (1) M. Britton in attendance for Staff Panel: TBA
TBA	Frank Dunn, Douglas Beatty, Michael Gollogly s. 127 K. Daniels in attendance for Staff Panel: TBA	TBA	Shane Suman and Monie Rahman s. 127 and 127(1) C. Price in attendance for Staff Panel: TBA
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	Gold-Quest International, Health and Harmony, Iain Buchanan and Lisa Buchanan s. 127 H. Craig in attendance for Staff Panel: TBA

TBA	<p>Brillante Brasilcan Resources Corp., York Rio Resources Inc., Brian W. Aidelman, Jason Georgiadis, Richard Taylor and Victor York</p> <p>s. 127</p> <p>H. Craig in attendance for Staff</p> <p>Panel: TBA</p>	TBA	<p>Alexander Christ Doulis (aka Alexander Christos Doulis, aka Alexandros Christodoulidis) and Liberty Consulting Ltd.</p> <p>s. 127</p> <p>S. Horgan in attendance for Staff</p> <p>Panel: TBA</p>
TBA	<p>Abel Da Silva</p> <p>s. 127</p> <p>C. Watson in attendance for Staff</p> <p>Panel: TBA</p>	TBA	<p>Uranium308 Resources Inc., Michael Friedman, George Schwartz, Peter Robinson, and Shafi Khan</p> <p>s. 127</p> <p>H. Craig/C.Rossi in attendance for Staff</p> <p>Panel: TBA</p>
TBA	<p>Paul Azeff, Korin Bobrow, Mitchell Finkelstein, Howard Jeffrey Miller and Man Kin Cheng (a.k.a. Francis Cheng)</p> <p>s. 127</p> <p>T. Center/D. Campbell in attendance for Staff</p> <p>Panel: TBA</p>	TBA	<p>Paul Donald</p> <p>s. 127</p> <p>C. Price in attendance for Staff</p> <p>Panel: TBA</p>
TBA	<p>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</p> <p>s. 127</p> <p>A. Perschy/C. Rossi in attendance for Staff</p> <p>Panel: TBA</p>	TBA	<p>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</p> <p>s. 127</p> <p>Y. Chisholm in attendance for Staff</p> <p>Panel: TBA</p>
TBA	<p>Merax Resource Management Ltd. carrying on business as Crown Capital Partners, Richard Mellon and Alex Elin</p> <p>s. 127</p> <p>T. Center in attendance for Staff</p> <p>Panel: TBA</p>		

TBA	<p>Nest Acquisitions and Mergers, IMG International Inc., Caroline Myriam Frayssignes, David Pelcowitz, Michael Smith, and Robert Patrick Zuk</p> <p>s. 37, 127 and 127.1</p> <p>C. Price in attendance for Staff</p> <p>Panel: TBA</p>	TBA	<p>Shallow Oil & Gas Inc., Eric O'Brien, Abel Da Silva, Gurdip Singh Gahunia aka Michael Gahunia and Abraham Herbert Grossman aka Allen Grossman</p> <p>s. 127(7) and 127(8)</p> <p>H. Craig in attendance for Staff</p> <p>Panel: TBA</p>
TBA	<p>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</p> <p>s. 127(1) and 127(5)</p> <p>C. Watson in attendance for Staff</p> <p>Panel: TBA</p>	TBA	<p>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.</p> <p>s. 127</p> <p>A. Perschy / B. Shulman in attendance for Staff</p> <p>Panel: TBA</p>
TBA	<p>Lehman Brothers & Associates Corp., Greg Marks, Kent Emerson Lounds and Gregory William Higgins</p> <p>s. 127</p> <p>C. Rossi in attendance for Staff</p> <p>Panel: TBA</p>		
TBA	<p>Peter Sbaraglia</p> <p>s. 127</p> <p>J. Lynch in attendance for Staff</p> <p>Panel: TBA</p>	TBA	<p>Sino-Forest Corporation, Allen Chan, Albert Ip, Alfred C.T. Hung, George Ho and Simon Yeung</p> <p>s. 127</p> <p>A. Perschy/H. Craig in attendance for Staff</p> <p>Panel: TBA</p>
TBA	<p>Ground Wealth Inc., Armadillo Energy Inc., Paul Schuett, Doug DeBoer, James Linde, Susan Lawson, Michelle Dunk, Adrion Smith, Bianca Soto and Terry Reichert</p> <p>s. 127</p> <p>S. Schumacher in attendance for Staff</p> <p>Panel: TBA</p>		

TBA **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: TBA

TBA **Normand Gauthier, Gentree Asset Management Inc., R.E.A.L. Group Fund III (Canada) LP, and CanPro Income Fund I, LP**

s. 127

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

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. Boulton and Peter Y. Atkinson

1.2 Notices of Hearing

1.2.1 TD Securities Inc. et al. – s. 21.7

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

AND

**IN THE MATTER OF
AN APPLICATION FOR A HEARING AND REVIEW
OF A DECISION OF A HEARING PANEL OF THE
INVESTMENT INDUSTRY REGULATORY
ORGANIZATION OF CANADA**

AND

**IN THE MATTER OF
THE UNIVERSAL MARKET INTEGRITY RULES**

AND

**IN THE MATTER OF
TD SECURITIES INC., KENNETH NOTT,
AIDIN SADEGHI, CHRISTOPHER KAPLAN,
ROBERT NEMY AND JAKE POULSTRUP**

NOTICE OF HEARING Section 21.7

TAKE NOTICE that the Ontario Securities Commission will hold a hearing pursuant to section 21.7 of the *Securities Act*, R.S.O. 1990, c. S.5, as amended, to consider the Application made by Staff of the Investment Industry Regulatory Organization of Canada for a review of a decision of a hearing panel of the Investment Industry Regulatory Organization of Canada dated November 30, 2010.

AND TAKE FURTHER NOTICE THAT the hearing will be held on December 12 and 13, 2011 at 10:00 a.m. at the Commission's offices at 20 Queen Street West, 17th Floor Hearing Room.

DATED at Toronto this 19th day of October, 2011.

"John Stevenson"
Secretary to the Commission

1.2.2 Ameron Oil and Gas Ltd. et al. – ss. 37, 127

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

AND

IN THE MATTER OF
AMERON OIL AND GAS LTD., MX-IV LTD.,
GAYE KNOWLES, GIORGIO KNOWLES,
ANTHONY HOWORTH, VADIM TSATSKIN,
MARK GRINSHPUN, ODED PASTERNAK, AND
ALLAN WALKER

AND

IN THE MATTER OF
SETTLEMENT AGREEMENTS BETWEEN STAFF OF
THE ONTARIO SECURITIES COMMISSION AND
ODED PASTERNAK AND ALLAN WALKER

NOTICE OF HEARING
(Sections 37 and 127)

TAKE NOTICE that the Ontario Securities Commission (the "Commission") will hold a hearing pursuant to sections 37 and 127 of the *Securities Act*, R.S.O. 1990, c. S.5, as amended (the "Act"), at the offices of the Commission located at 20 Queen Street West, Toronto, 17th Floor, on October 25, 2011 at 3:00 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 settlement agreements entered into between Staff of the Commission and (i) Oded Pasternak and (ii) Allan Walker;

BY REASON OF the allegations set out in the Statement of Allegations and Amended Statement of Allegations of Staff of the Commission dated December 13, 2010 and October 5, 2011 respectively, and such additional allegations as counsel may advise and the Commission may permit;

AND TAKE FURTHER NOTICE that any party to the proceeding may be represented by counsel, if that party attends or submits evidence at the hearing;

AND TAKE FURTHER NOTICE that upon the 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 21st day of October, 2011.

"Daisy Aranha"

Per: John Stevenson
Secretary to the Commission

1.3 News Releases

1.3.1 OSC Introduces New Policy Initiatives to Strengthen Enforcement

FOR IMMEDIATE RELEASE
October 21, 2011

OSC INTRODUCES NEW POLICY INITIATIVES
TO STRENGTHEN ENFORCEMENT

TORONTO – The Ontario Securities Commission (OSC) announced today a series of policy initiatives designed to further enhance the OSC's enforcement regime for the benefit of investors and the capital markets:

New program for explicit "No-Enforcement Action" Agreements under which a party would explicitly not be subject to OSC enforcement action in exchange for self-reporting matters that may involve breaches of Ontario securities law or activities that would be considered contrary to the public interest, and for cooperating in an investigation.

New "No-Contest Settlement" Program under which a protective order could be made in the absence of a specific admission by the respondent of a breach of the *Securities Act* (Ontario).

Clarified process for self-reporting under the OSC's current credit for cooperation program to ensure that all parties are informed on how best to self-report and come forward with information.

Enhanced public disclosure of credit provided by OSC staff for cooperation to provide greater certainty of potential outcome for all parties that may consider self-reporting.

These enhancements have two goals. Firstly, they are expected to improve the information coming into the OSC in terms of quality, quantity and timeliness. Secondly, these tools leverage existing resources and allow staff to expedite the resolution of Commission enforcement matters.

"These new tools will have a direct impact on our ability to take decisive enforcement action in order to protect the public interest," said Tom Atkinson, OSC Director of Enforcement. "They will allow us to effectively deliver on our commitments to investors and the market place, in a timely manner."

In developing these policy initiatives, staff considered the current enforcement policies and practices of the Commission and those of other regulatory organizations. Staff also took in to account ongoing dialogue with investors, market participants and the securities litigation bar.

The OSC welcomes feedback on these policy initiatives. This feedback will help inform staff on these and future enforcement initiatives. The comment period on OSC Staff

Notice 15-704 *Proposed Enforcement Initiatives* is open until December 20, 2011.

For media inquiries:
media_inquiries@osc.gov.on.ca

Wendy Dey
Director, Communications & Public Affairs
416-593-8120

Carolyn Shaw-Rimmington
Manager, Public Affairs
416-593-2361

Dylan Rae
Media Relations Specialist
416-595-8934

For investor inquiries:

OSC Contact Centre
416-593-8314
1-877-785-1555 (Toll Free)

1.4 Notice from the Office of the Secretary

1.4.1 TD Securities Inc. et al.

**FOR IMMEDIATE RELEASE
October 20, 2011**

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

AND

**IN THE MATTER OF
AN APPLICATION FOR A HEARING AND REVIEW
OF A DECISION OF A HEARING PANEL OF THE
INVESTMENT INDUSTRY REGULATORY
ORGANIZATION OF CANADA**

AND

**IN THE MATTER OF
THE UNIVERSAL MARKET INTEGRITY RULES**

AND

**IN THE MATTER OF
TD SECURITIES INC., KENNETH NOTT,
AIDIN SADEGHI, CHRISTOPHER KAPLAN,
ROBERT NEMY AND JAKE POULSTRUP**

TORONTO – The Office of the Secretary issued a Notice of Hearing dated October 19, 2011 setting the matter down to be heard on December 12, 2011 and December 13, 2011, at 10:00 a.m. or as soon thereafter as the hearing can be held in the above named matter.

A copy of the Notice of Hearing dated October 19, 2011 is available at www.osc.gov.on.ca.

OFFICE OF THE SECRETARY
JOHN P. STEVENSON
SECRETARY

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media_inquiries@osc.gov.on.ca

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1.4.2 Ameron Oil and Gas Ltd. et al.

**FOR IMMEDIATE RELEASE
October 21, 2011**

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

AND

**IN THE MATTER OF
AMERON OIL AND GAS LTD., MX-IV LTD.,
GAYE KNOWLES, GIORGIO KNOWLES,
ANTHONY HOWORTH, VADIM TSATSKIN,
MARK GRINSHPUN, ODED PASTERNAK, AND
ALLAN WALKER**

AND

**IN THE MATTER OF
SETTLEMENT AGREEMENTS BETWEEN STAFF OF
THE ONTARIO SECURITIES COMMISSION AND
ODED PASTERNAK AND ALLAN WALKER**

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 (i) Oded Pasternak and (ii) Allan Walker. The hearing will be held on October 25, 2011 at 3:00 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 October 21, 2011 is available at www.osc.gov.on.ca.

OFFICE OF THE SECRETARY
JOHN P. STEVENSON
SECRETARY

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1.4.3 CI Financial Corp.

**FOR IMMEDIATE RELEASE
October 25, 2011**

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

A ND

**IN THE MATTER OF
CI FINANCIAL CORP.**

AND

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

TORONTO – The Commission issued its Reasons for Decision today in the above noted matter.

A copy of the Reasons for Decision dated October 25, 2011 is available at www.osc.gov.on.ca.

OFFICE OF THE SECRETARY
JOHN P. STEVENSON
SECRETARY

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Chapter 2

Decisions, Orders and Rulings

2.1 Decisions

2.1.1 Brookfield Asset Management Inc.

Headnote

National Policy 11-203 Process for Exemptive Relief Applications in Multiple Jurisdictions – Issuer granted relief from requirement in restricted securities provisions of securities legislation to refer to restricted securities using a non-prescribed restricted security term – relief granted subject to conditions, including condition that specified alternate term is used.

Applicable Legislative Provisions

National Instrument 41-101 General Prospectus Requirements, ss. 12.2, 12.3.
National Instrument 51-102 Continuous Disclosure Obligations, s. 10.1.
OSC Rule 56-501 Restricted Shares, ss. 2.3, 3.2.

October 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
BROOKFIELD ASSET MANAGEMENT INC.
(the Filer)

DECISION

Background

The principal regulator in the Jurisdiction (the **Decision Maker**) has received an application from the Filer for a decision under the securities legislation of the Jurisdiction of the principal regulator (the **Legislation**) that

- (a) the requirement under section 12.2(4) of National Instrument 41-101 *General Prospectus Requirements* (**NI 41-101**) that restricted securities be referred to in a prospectus using a term or a defined term that includes the appropriate “restricted security term” (as defined under NI 41-101) shall not apply to any future distributions of Class A Limited Voting Shares or Class B Limited Voting Shares (as defined below) by the Filer (the **41-101 Disclosure Exemption**);
- (b) the requirement under section 10.1(1)(a) of National Instrument 51-102 *Continuous Disclosure Obligations* (**NI 51-102**) that restricted securities be referred to in prescribed continuous disclosure documents using a term that includes the appropriate “restricted security term” (as defined under NI 51-102) shall not apply to any future references to Class A Limited Voting Shares or Class B Limited Voting Shares in the prescribed continuous disclosure documents of the Filer;
- (c) the requirement under section 10.1(1)(b) of NI 51-102 that each document referred to in section 10.1(2) of NI 51-102 not refer to securities by a term that includes “common” unless the securities are common shares (collectively with paragraph (b), the **51-102 Disclosure Exemption**);

- (d) the requirements under section 12.3 of NI 41-101 for a prospectus distribution of restricted securities shall not apply to the Filer in connection with any future distributions of Class A Limited Voting Shares or Class B Limited Voting Shares (the **41-101 Offering Exemption** and, together with the 41-101 Disclosure Exemption and the 51-102 Disclosure Exemption, the **Passport Exemption Sought**);
- (e) the requirement under section 2.3 of Ontario Securities Commission Rule 56-501 *Restricted Shares* (**OSC Rule 56-501**) that restricted shares be referred to in offering documents using a term or defined term that includes the appropriate “restricted share term” (as defined in OSC Rule 56-501) shall not apply to any future distributions of Class A Limited Voting Shares or Class B Limited Voting Shares by the Filer (the **56-501 Disclosure Exemption**); and
- (f) the requirements under section 3.2 of OSC Rule 56-501 for a prospectus exemption to be available for a stock distribution of securities shall not apply to the Filer in connection with any future stock distributions of Class A Limited Voting Shares or Class B Limited Voting Shares (the **56-501 Private Placement Exemption** and, together with the 56-501 Disclosure Exemption, the **Ontario Exemption Sought** and, together with the Passport Exemption Sought, the **Exemption Sought**).

In respect of the Passport Exemption Sought, under the Process for Exemptive Relief Applications in Multiple Jurisdictions (for a passport application):

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

Interpretation

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

Representations

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

1. The Filer was formed by articles of amalgamation dated August 1, 1997 and is organized under the *Business Corporations Act* (Ontario) pursuant to articles of amalgamation dated January 1, 2005. The Filer’s head office is located at Suite 300, Brookfield Place, 181 Bay Street, Toronto, Ontario, M5J 2T3.
2. The Filer is a global asset management company focused on property, power and infrastructure assets with approximately \$150 billion of asset under management.
3. The Filer is a reporting issuer in each province and territory of Canada and, except for potential non-compliance with certain disclosure requirements of the restricted securities provisions of the Legislation (as defined below), is not in default of any requirement of securities legislation of any jurisdiction.
4. The Filer is listed on the New York, Toronto and NYSE Euronext stock exchanges under the symbols “BAM”, “BAM.A” and “BAMA”, respectively.
5. The Filer’s authorized share capital consists of
 - (a) an unlimited number of preference shares designated as Class A Preference Shares, issuable in series;
 - (b) an unlimited number of preference shares designated as Class AA Preference Shares, issuable in series;
 - (c) an unlimited number of Class A Limited Voting Shares; and
 - (d) 85,120 Class B Limited Voting Shares.
6. The Class A Limited Voting Shares and the Class B Limited Voting Shares of the Filer rank on parity with each other and rank after the Class A Preference Shares, the Class AA Preference Shares and any other senior-ranking shares of the Filer outstanding from time to time with respect to the payment of dividends (if, as and when declared by the board of directors of the Filer) and return of capital on the liquidation, dissolution or winding-up of the Filer or any other distribution of the assets of the Filer among its shareholders for the purpose of winding up its affairs.

7. Each holder of a Class A Limited Voting Share or Class B Limited Voting Share of the Filer is entitled to notice of, and to attend and vote at, all meetings of the Filer's shareholders (except meetings at which only holders of another specified class or series of shares are entitled to vote) and is entitled to cast at any such meeting one vote per share held. Subject to applicable law and in addition to any other required shareholder approvals, all matters approved by shareholders (other than the election of directors as described in paragraph 8 below), must be approved by: (i) a majority or, in the case of matters that require approval by a special resolution of shareholders, at least 66 2/3%, of the votes cast by holders of Class A Limited Voting Shares of the Filer who vote in respect of the resolution or special resolution, as the case may be, and (ii) a majority or, in the case of matters that require approval by a special resolution of shareholders, at least 66 2/3%, of the votes cast by holders of Class B Limited Voting Shares of the Filer who vote in respect of the resolution or special resolution, as the case may be.
8. The Class A Limited Voting Shares and the Class B Limited Voting Shares arguably qualify as "restricted securities" under NI 41-101, NI 51-102 and OSC Rule 56-501 (the **restricted securities provisions of the Legislation**) because the Issuer's constating documents contain provisions that restrict the voting rights of such securities in any election of the board of directors of the Issuer. Specifically,
 - (a) Pursuant to the Filer's Articles of Amalgamation, the holders of Class A Limited Voting Shares are entitled to elect one-half of the board of directors of the Filer, subject, in certain circumstances, to the rights of certain series of Class A Preference Shares.
 - (b) Holders of Class B Limited Voting Shares are entitled to elect the other one-half of the board of directors of the Filer.
 - (c) Neither the Class A Limited Voting Shares nor the Class B Limited Voting Shares, on their own, have the right to vote for the entire board of directors of the Filer.
9. The Filer believes that none of the restricted security terms referred to in the restricted securities provisions of the Legislation, namely, "non-voting security", "restricted voting security" and "subordinate voting security", accurately describes the Class A Limited Voting Shares or the Class B Limited Voting Shares.
10. The Filer has used the terms Class A Limited Voting Shares and Class B Limited Voting Shares to describe such securities since they were created in 1997. It is submitted that, while the term "limited voting" is not enumerated as a category of restricted security in the restricted securities provisions of the Legislation, in the circumstances it is the appropriate term to describe both the Class A Limited Voting Shares and the Class B Limited Voting Shares.
11. On June 7, 2011 the principal regulator issued a receipt for the final short form base shelf prospectus of the Filer dated June 7, 2011 (the **Prospectus**) evidencing its decision to grant relief to the Filer in connection with offerings by the Filer from time to time of securities under the Prospectus from the requirements of sections 12.2(1) and (4) of NI 41-101, which sections include restrictions on references to restricted securities in a prospectus similar to the restrictions under sections 10.1(1)(a) and (b) of NI 51-102.
12. In its future disclosure documents the Filer will refer to
 - (a) its Class A Limited Voting Shares as "Class A Limited Voting Shares" and/or "Class A Shares",
 - (b) its Class B Limited Voting Shares as "Class B Limited Voting Shares" and/or "Class B Shares", and
 - (c) the Class A Limited Voting Shares and the Class B Limited Voting Shares collectively as "shares" and the collective holders of those shares as "shareholders".
13. In its future disclosure documents the Filer will refrain from (a) using the terms "common share" or "per common share" when referring to the Class A Limited Voting Shares and/or the Class B Limited Voting Shares and (b) using the term "common equity" except for in the limited circumstances when it is discussing equity amounts as opposed to share numbers (e.g., dollar amounts and the values used in debt to capitalization ratios).
14. Together holders of the Class A Limited Voting Shares and the Class B Limited Voting Shares have all of the voting and other rights typically attached to common equity, including the right to elect all of the members of the board of directors of the Filer.
15. Referring to the Class A Limited Voting Shares and Class B Limited Voting Shares collectively as "common equity" provides consistency in disclosure as the Filer has been referring to the Class A Limited Voting Shares and Class B Limited Voting Shares in this manner since their creation in 1997.

16. Referring to the Class A Limited Voting Shares and Class B Limited Voting Shares collectively as “common equity” allows the Filer to delineate between the preference and non-preference equity in a manner that is familiar to the market, all while meeting the requirements of not referring to the Class A Limited Voting Shares or Class B Limited Voting Shares as “common” shares.
17. The Filer otherwise complies with Part 12 of NI 41-101 and Part 10 of NI 51-102.

Decision

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

- (a) in its future disclosure documents the Filer refers to
 - (i) its Class A Limited Voting Shares as “Class A Limited Voting Shares” and/or “Class A Shares”,
 - (ii) its Class B Limited Voting Shares as “Class B Limited Voting Shares” and/or “Class B Shares”, and
 - (iii) the Class A Limited Voting Shares and the Class B Limited Voting Shares collectively as “shares” and the collective holders of those shares as “shareholders”; and
- (b) the Filer refrains from (i) using the terms “common share” or “per common share” when referring to the Class A Limited Voting Shares and/or the Class B Limited Voting Shares and (ii) using the term “common equity” except for in the limited circumstances when it is discussing equity amounts as opposed to share numbers (e.g., dollar amounts and the values used in debt to capitalization ratios).

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

2.1.2 Merrill Lynch Professional Clearing Corp.

Headnote

Multilateral Instrument 11-102, section 4.7(1) – Exemption granted from requirement to file Form 31-103 F1 – U.S. broker/dealer subject to U.S. reporting requirements registered as restricted dealer and thus required to file Form 31-103 F1 pursuant to section 12.1 of National Instrument 31-103 – Conditions concerning filing of SEC Form X-17a-5 (FOCUS Report) in lieu of Form 31-103F1 and notification of any issues.

Applicable Legislative Provisions

Multilateral Instrument 11-102 Passport System, s. 4.7(1)
National Instrument 31-103 Registration Requirements, Exemptions and Ongoing Registrant Obligations, ss. 12.1, 15.1.

October 21, 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
MERRILL LYNCH
PROFESSIONAL CLEARING CORP.
(the “Filer”)**

DECISION

Background

The principal regulator in the Jurisdiction has received an application from the Filer (the “**Application**”) for a decision under the securities legislation of the Jurisdiction of the principal regulator (the “**Legislation**”) that, for the purposes of sections 12.1 – Capital Requirements (“**Section 12.1**”) of National Instrument 31-103 *Registration Requirements, Exemptions and Ongoing Registrant Obligations* (“**NI 31-103**”) the Filer be permitted to calculate its excess working capital using United States Securities and Exchange Commission (“**SEC**”) Form X-17a-5 (FOCUS Report) (the “**FOCUS Report**”) rather than Form 31-103F1 *Calculation of Excess Working Capital* (“**Form 31-103F1**”) and for the purposes of section 12.12(1)(b) – *Delivering Financial Information – Dealer* (“**Section 12.12(1)(b)**”) of NI 31-103, the Filer be permitted to deliver the FOCUS Report in lieu of Form 31-103F1 (the “**Exemption Sought**”).

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

- (a) the Ontario Securities Commission is the principal regulator for this Application, and
- (b) the Filer has provided notice that section 4.7(1) of Multilateral Instrument 11-102 *Passport System* is intended to be relied upon in each of British Columbia, Alberta and Quebec (the “**Applicable Provinces**”).

Interpretation

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

Representations

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

1. The Filer is a corporation incorporated under the laws of the State of Delaware. Its head office is located at 222 Broadway 6th Floor, New York, NY 10038, U.S.A.
2. The Filer is a subsidiary of Merrill Lynch, Pierce, Fenner & Smith Incorporated, which is a wholly-owned subsidiary of Merrill Lynch & Co., Inc., which in turn is a wholly-owned subsidiary of Bank of America Corporation.
3. The Filer is registered under Securities Legislation as a Restricted Dealer, with terms and conditions, in the Applicable Provinces.
4. The Filer is registered as a broker-dealer with the SEC and is a member of the Financial Industry Regulatory Authority (“**FINRA**”). The Filer is also registered as a Futures Commission Merchant with the U.S. Commodity Futures Trading Commission, and is a member of the National Futures Association.
5. As a Restricted Dealer, the Filer is required to calculate its excess working capital using Form 31-103F1.
6. The Filer is subject to regulatory capital requirements under the Securities Exchange Act of 1934, specifically SEC Rule 15c3-1 *Net Capital Requirements for Brokers or Dealers* (“**SEC Rule 15c3-1**”) and SEC Rule 17a-5 *Reports to be Made by Certain Brokers and Dealers* (“**SEC Rule 17a-5**”), that are designed to provide protections that are substantially similar to the protections provided by the regulations regarding excess working capital to which dealer members of the Investment Industry Regulatory Organization of Canada (“**IIROC**”) are subject, and the Filer is in compliance in all material respects with SEC Rule 15c3-1. The SEC and FINRA have the responsibility to ensure that the Filer operates in compliance with SEC Rule 15c3-1.

- | | |
|---|--|
| 7. The Filer is required to prepare and file a FOCUS Report monthly with United States regulators, which is the financial and operational report containing a net capital calculation. | (e) the Filer gives prompt written notice to the principal regulator if the Filer has received written notice from the SEC or FINRA of any material non-compliance in the calculation of its excess net capital as reported in a FOCUS Report filed by the Filer pursuant to SEC and FINRA requirements; |
| 8. The FOCUS Report provides a more comprehensive description of the business activities of the Filer, and more accurately reflects those activities including client lending activity, than would be provided by Form 31-103F1. The minimum capital requirements prescribed by SEC Rule 15c3-1 are generally more conservative than the calculations prescribed by Form 31-130F1. | (f) the Filer gives written notice to the principal regulator immediately if excess net capital as calculated on line 25, page 6 of the FOCUS Report is less than zero, and ensures that such capital is not less than zero for 2 consecutive days; and |
| 9. SEC Rule 15c3-1 requires that the Filer account for any guarantee or debt of a third party in calculating its excess net capital. Accordingly, the Filer will, in the event that it provides a guarantee of any debt of a third party, deduct the total amount of the guarantee from its excess net capital on the FOCUS Report, consistent with the required treatment of such guarantee under Form 31-103F1. | (g) the Filer provides the principal regulator with at least five days written notice prior to any repayment of subordinated intercompany debt or termination of a subordination agreement with respect to intercompany debt. |

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 so long as:

- (a) the Filer is registered under the securities legislation of the United States in a category of registration that permits it to carry on the activities in the United States that registration as an investment dealer would permit it to carry on in the Jurisdiction;
- (b) by virtue of the registration referred to in paragraph (a), including required membership in one or more self-regulatory organizations, the Filer is subject to SEC Rule 15c3-1 and SEC Rule 17a-5; and that the protections provided by SEC Rule 15c3-1 and SEC Rule 17a-5 in respect of maintaining excess net capital are substantially similar to the protections provided by the capital requirements of IIROC that would be applicable to the Filer if it were registered under the Legislation as an investment dealer and were a member of IIROC;
- (c) the Filer submits the FOCUS Report in lieu of Form 31-103F1;
- (d) the Filer prepares the FOCUS Report on an unconsolidated basis;

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

2.1.3 Merrill Lynch Professional Clearing Corp.

Headnote

Filer exempted from section 13.12 [restriction on lending to clients] of National Instrument 31-103 Registration Requirements and Exemptions – The filer is applying for registration as a restricted dealer – The filer is a registered broker-dealer with the SEC and a member of FINRA – Terms and conditions on the exemptions require that: (i) the head office or principal place of business of the filer be in the USA; (ii) the filer be registered under the securities legislation of the USA in a category of registration that permits it to carry on the activities in the USA that registration as an investment dealer would permit it to carry on in Ontario, (iii) by virtue of the securities legislation of the USA, the filer is subject to requirements in respect of lending money, extending credit or providing margin to clients that result in substantially similar regulatory protections to those provided for under the capital and margin requirements of IIROC, that would be applicable if the filer if it were registered under the Act as an investment dealer and were a member of IIROC.

Instruments Cited

Multilateral Instrument 11-102 Passport System, s. 4.7.
National Instrument 14-101 Definitions.
National Instrument 31-103 Registration Requirements and Exemptions, ss. 13.12, 15.1.

October 21, 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
MERRILL LYNCH
PROFESSIONAL CLEARING CORP.
(the “Filer”)**

DECISION

Background

The principal regulator in the Jurisdiction has received an application from the Filer (the **Application**) for a decision under the securities legislation of the Jurisdiction of the principal regulator (the **Legislation**) for an exemption from the requirement contained in section 13.12 [restriction on lending to clients] of National Instrument 31-103 *Registration Requirements, Exemptions and Ongoing Registrant Obligations* (**NI 31-103**) that a registrant must

not lend money, extend credit or provide margin to a client (the **Exemption Sought**).

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

- (a) the Ontario Securities Commission is the principal regulator for this Application, and
- (b) the Filer has provided notice that section 4.7(1) of Multilateral Instrument 11-102 *Passport System* (**MI 11-102**) is intended to be relied upon in Alberta, British Columbia and Quebec (the **Non-principal Jurisdictions**, or together with the Jurisdiction, the **Filing 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 or the context otherwise requires.

Representations

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

1. The Filer is a corporation incorporated under the laws of the State of Delaware. Its head office is located at 222 Broadway 6th Floor, New York, NY 10038, U.S.A.
2. The Filer is a subsidiary of Merrill Lynch, Pierce, Fenner & Smith Incorporated, which is a wholly-owned subsidiary of Merrill Lynch & Co., Inc., which in turn is a wholly-owned subsidiary of Bank of America Corporation.
3. The Filer is registered as a restricted dealer, with terms and conditions including that it may only deal with permitted clients as defined in section 1.1 of NI 31-103, under the Legislation and under the securities legislation of the Non-principal Jurisdictions. As a restricted dealer under the securities legislation of the Filing Jurisdictions, the Filer is subject to the prohibition on lending money, extending credit or providing margin to a client in section 13.12 of NI 31-103.
4. The Filer is registered as a broker-dealer with the United States Securities and Exchange Commission (**SEC**), and is a member of the Financial Industry Regulatory Authority (**FINRA**). This registration permits the Filer to carry on in the U.S.A., its home jurisdiction, substantially similar activities that registration as an investment dealer would authorize it to carry on in the Jurisdiction if the Filer were registered under the Legislation as an investment dealer.
5. The Filer is registered as a Futures Commission Merchant with the U.S. Commodity Futures

- Trading Commission, and is a member of the National Futures Association. Pursuant to these registrations, the Filer is authorized to handle customer orders and receive and hold customer margin deposits, and otherwise act as a futures broker, in the United States.
6. Services provided by the Filer to its clients include prime brokerage, securities financing, brokerage and clearing services to broker-dealers, introducing broker-dealers and other professional trading entities on a fully-disclosed basis. The Filer also trades as an option market maker on the International Securities Exchange.
7. In certain comments received on NI 31-103, after it was published for comment, it was suggested that the prohibitions in section 13.12 should not apply to certain dealers that are members of foreign self-regulatory organizations, or subject to regulatory requirements in a foreign jurisdiction, where the dealer is subject to margin regimes similar to that imposed by the Investment Industry Regulatory Organization of Canada (IIROC). The Canadian Securities Administrators responded to these comments by suggesting that these circumstances could be considered on a case-by-case basis, through exemption applications, and that an exemption should be made available to registrants who have "adequate measures in place to address the risks involved and other related regulatory concerns".
8. The Filer is subject to regulations of the United States Federal Reserve, the SEC, FINRA, the New York Stock Exchange, the U.S. Commodity Futures Trading Commission and the National Futures Association as well as the relevant exchanges and markets regarding the lending of money, extension of credit and provision of margin to clients (the **U.S. Margin Regulations**) that provide protections that are substantially similar to the protections provided by the requirements regarding the lending of money, extension of credit and provision of margin to clients to which dealer members of IIROC are subject. In particular, the Filer is subject to the margin requirements imposed by the United States Federal Reserve, including Regulations T and X and under applicable SEC rules and the rules of the New York Stock Exchange. The Filer is in compliance in all material respects with all applicable U.S. Margin Regulations.
- (a) the head office and principal place of business of the Filer is in the United States;
- (b) the Filer is registered under the securities legislation of the United States in a category of registration that permits it to carry on the activities in the United States that registration as an investment dealer would permit it to carry on in the Jurisdiction;
- (c) by virtue of the registration referred to in paragraph (b), including required membership in one or more self-regulatory organizations, the Filer is subject to requirements in respect of its lending money, extending credit or providing margin to clients (including clients that are located in Canada) that are substantially similar to the capital and margin requirements of IIROC that would be applicable to the Filer if it were registered under NI 31-103 as an investment dealer and were a member of IIROC; and
- (d) the Filer is registered as a restricted dealer or until March 31, 2013.

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

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 by the Filer is granted so long as:

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

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).

October 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
GOODMAN & COMPANY,
INVESTMENT COUNSEL LTD.
(the "Filer")**

AND

**IN THE MATTER OF
DYNAMIC CORPORATE BOND STRATEGIES FUND
("Bond Strategies Fund") and
DYNAMIC STRATEGIC GLOBAL BOND FUND
("Strategic Bond Fund" and, together with
Bond Strategies Fund, the "Funds")**

DECISION

Background

The principal regulator in the Jurisdiction has received an application from the Filer on behalf of the Funds of which the Filer will be the manager, trustee and adviser and to which National Instrument 81-102 – *Mutual Funds* ("NI 81-102") will apply for a decision under the securities legislation of the Jurisdiction of the principal regulator ("**Legislation**") that notwithstanding clauses 2.6(a), 2.6(c) and 6.1(1) of NI 81-102, each of the Funds is permitted to sell securities short, to provide a security interest over the Fund's assets in connection with short sales and deposit the Fund's assets with either its custodian or a dealer as security for such transactions, on the terms and conditions described below (the "**Requested Relief**").

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

- (a) the Ontario Securities Commission is the principal regulator for this application, and
- (b) the Filer has provided notice that section 4.7(1) of Multilateral Instrument 11-102 – *Passport System* is intended to be relied upon in each of the other provinces and territories of Canada (together with Ontario, the "**Jurisdictions**").

Interpretation

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

Representations

1. The Filer is a corporation existing under the laws of the Province of Ontario, is registered with the Ontario Securities Commission ("**OSC**") as a portfolio manager in the category of adviser, is further registered in that category in each of British Columbia, Alberta, Manitoba, Saskatchewan, Quebec, New Brunswick, Prince Edward Island and Nova Scotia and is registered as a commodity trading manager and investment fund manager with the OSC. The Filer will be the manager, trustee, principal distributor, registrar, and portfolio adviser of each Fund. The Filer is not in default of securities legislation in any of the Jurisdictions.
2. Each Fund:
 - (a) will be an open-end mutual fund trust governed by a declaration of trust pursuant to the laws of the Province of Ontario;
 - (b) will issue units that will be qualified for distribution in each of the Jurisdictions pursuant to a simplified prospectus and annual information form and filed in accordance with the securities legislation of the Jurisdictions; and
 - (c) will be a mutual fund to which NI 81-102 will apply and for which the Filer will act as the trustee and manager.
3. The investment objective of Bond Strategies Fund will be to provide income and capital appreciation from an actively managed and diversified portfolio of primarily investment grade fixed-income securities issued by corporations based in North America.
4. The investment objective of Strategic Bond Fund will be to provide income and capital appreciation from an actively managed diversified portfolio of primarily fixed-income securities from around the globe.
5. 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.
6. Short sales will be made consistent with each Fund's investment objectives and strategies.
7. 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.
8. 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.
9. 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.
10. 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
 1. the issuer of which has a market capitalization of not less than CDN \$100 million, or the equivalent thereof, at the time the short sale is effected, or
 2. that the Fund's portfolio advisor has pre-arranged to borrow for the purpose of such sale; or
 - (b) bonds, debentures or other evidences of indebtedness of, or guaranteed by, any issuer.
11. Each Fund will hold "cash cover" (as defined in NI 81-102) to cover its obligations in relation to the short sale.
12. Each 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.

13. Each Fund will keep proper books and records of all short sales and Fund assets deposited with Borrowing Agents as security.
14. As of the date of this Decision, the Funds will no longer rely on the previous relief granted to the Funds as part of the relief granted to Dynamic Funds in the Decision dated December 14, 2005 *In the Matter of Goodman & Company, Investment Counsel Ltd.* (the "**2005 Short Selling Relief**"). The 2005 Short Selling Relief permits the Funds to engage in short selling based on certain conditions that are more restrictive than the conditions contained herein.

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:

1. any short sales made by a 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 a Fund will be used by the Fund to purchase long positions in securities other than cash cover;
5. the Requested Relief does not apply to any Fund that is classified as a money market fund;
6. the aggregate market value of all securities sold short by a 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 a Fund will not exceed 5% of the total net assets of the Fund on a daily marked-to-market basis;
8. a 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 a 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 net 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 a 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. each 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, a 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 the Requested Relief;
15. prior to conducting any short sales, a 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; and
16. the Requested Relief shall terminate upon the coming into force of any legislation or rule dealing with the matters referred to in subsections 2.6(a), 2.6(c) and 6.1(1) of NI 81-102.

"Chantal Mainville"

Acting Manager, Investment Funds Branch
Ontario Securities Commission

2.1.5 Cell-Loc Location Technologies Inc.

Headnote

National Policy 11-203 Process for Exemptive Relief Applications in Multiple Jurisdictions – Relief granted from the requirement to include prospectus-level disclosure, including financial statements, in an information circular for an entity participating in a restructuring transaction – The shareholders receiving the information circular will not gain or acquire any direct or indirect economic interest in the subject entity – prospectus-level disclosure of the subject entity will not be relevant to the shareholders receiving the information circular in making a reasoned and informed decision regarding the restructuring transaction – The business, directors and management of the resulting entity immediately following the completion of the restructuring transaction will be exactly the same as the reporting issuer's business, directors and management immediately before the completion of the transaction.

Applicable Legislative Provisions

National Instrument 51-102 Continuous Disclosure Obligations, s. 13.1.

Citation: Cell-Loc Location Technologies Inc., Re, 2011 ABASC 541

October 24, 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
CELL-LOC LOCATION TECHNOLOGIES INC.
(Current Cell-Loc or 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 the Filer from the requirement under the Legislation to provide prospectus-level disclosure with respect to a private limited partnership (**Private LP**) proposed to be involved in a restructuring transaction (the **Restructuring Transaction**) with the Filer, including the financial statements of Private LP (the **Financial Statements**), required by Section 14.2 of Form 51-102F5 *Information Circular* (the **Circular Form**) pursuant to National Instrument 51-102 *Continuous Disclosure Obligations* in the management information circular (the **Circular**) to be prepared by the Filer and delivered to the holders (**Current Cell-Loc Shareholders**) of its common shares (**Current Cell-Loc Common Shares**) in connection with an annual and special meeting (the **Current Cell-Loc Shareholder Meeting**) of Current Cell-Loc Shareholders expected to be held in late November 2011 to consider the Restructuring Transaction (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 British Columbia, Saskatchewan, Manitoba, Québec, New Brunswick, Nova Scotia, Prince Edward Island and Newfoundland and Labrador; 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 MI 11-102 have the same meaning if used in this decision, unless otherwise defined herein.

Representations

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

ENTITIES INVOLVED

Current Cell-Loc

1. Current Cell-Loc is a corporation incorporated under and governed by the provisions of the *Business Corporations Act* (Alberta) (**ABCA**).
2. The head office of Current Cell-Loc is located in Calgary, Alberta.
3. Current Cell-Loc is a reporting issuer under applicable securities legislation in each of the provinces of Canada. To its knowledge, Current Cell-Loc is not in default of securities legislation in any jurisdiction of Canada.
4. The Current Cell-Loc Common Shares are listed for trading on the TSX Venture Exchange under the trading symbol "XCT".
5. Current Cell-Loc currently has 35,968,247 Current Cell-Loc Common Shares outstanding.
6. Current Cell-Loc is engaged in an active business being the business of providing location technology services.

New Cell-Loc

7. Current Cell-Loc will incorporate a new company (**New Cell-Loc**) under the provisions of the ABCA pursuant to the Restructuring Transaction for the purpose of participating in the Restructuring Transaction.
8. At the effective time of the Restructuring Transaction but prior to the completion of any transactions contemplated by the Restructuring Transaction:
 - (a) the head office of New Cell-Loc will be located in Calgary, Alberta;
 - (b) no shares of New Cell-Loc shall have been issued;
 - (c) New Cell-Loc will not be, or have been, a reporting issuer under applicable securities legislation in any jurisdiction;
 - (d) no securities of New Cell-Loc will be, or have been, listed or posted for trading on any exchange or quotation and trade reporting system; and
 - (e) New Cell-Loc will not have carried on any business and will have no assets, liabilities or business.

Private Profitco

9. "**Private Profitco**" is a private corporation incorporated under and governed by the provisions of the ABCA.
10. The head office of Private Profitco is located in Calgary, Alberta.
11. Private Profitco is not a reporting issuer under applicable securities legislation in any jurisdiction.
12. No securities of Private Profitco are listed or posted for trading on any exchange or quotation and trade reporting system.
13. The only material asset of Private Profitco is its ownership of 100% of the outstanding limited partnership interest in Private LP.

Private LP

14. Private LP is a private limited partnership established pursuant to the *Partnership Act* (Alberta).
15. Private LP's sole limited partner is Private Profitco.
16. Private LP's sole general partner is a wholly-owned corporate subsidiary of Private Profitco.
17. The head office of the general partner of Private LP is located in Calgary, Alberta.
18. Private LP is not a reporting issuer under applicable securities legislation in any jurisdiction.
19. No securities of Private LP are listed or posted for trading on any exchange or quotation and trade reporting system.
20. Private LP is engaged in an active business.

RESTRUCTURING TRANSACTION

21. On 4 October 2011, Current Cell-Loc entered into an arm's length definitive arrangement agreement with Private Profitco (the **Arrangement Agreement**), which provides that the Restructuring Transaction be completed by way of a plan of arrangement under section 193(4) of the ABCA.
22. Pursuant to the Restructuring Transaction:

New Cell-Loc Creation

- (a) Current Cell-Loc will transfer substantially all of its assets and all of its liabilities to New Cell-Loc; and
- (b) the Current Cell-Loc Shareholders will receive New Cell-Loc common shares (**New Cell-Loc Common Shares**) on a pro rata basis consistent with their relative percentage holdings of Current Cell-Loc Common Shares immediately prior to giving effect to the Restructuring Transaction.

Current Cell-Loc Share Capital Structure Revision

- (c) the share capital structure of Current Cell-Loc will be amended to create four (4) different classes of shares as follows:
 - (i) Class A common shares (with the Current Cell-Loc Common Shares being converted into Class A common shares);
 - (ii) Class B voting non-participating common shares (**Skinny Common Shares**);
 - (iii) Class C non-voting participating convertible common shares; and
 - (iv) Class D retractable non-voting preferred shares.
- (d) the Current Cell-Loc Class A common shares held by the post-share capital structure revision Current Cell-Loc Shareholders will be converted into Skinny Common Shares; and
- (e) the Skinny Common Shares will then be consolidated so that they are held by 15 or fewer Current Cell-Loc Shareholders.

Transaction with Private Profitco

- (f) Private Profitco will subscribe for Class C non-voting participating convertible common shares of Current Cell-Loc for gross subscription proceeds of \$1,190,000 (before expenses currently estimated to be approximately \$290,000);
- (g) the subscription proceeds referred to in subparagraph 22(f) above will be indirectly transferred to New Cell-Loc (i.e. Private Profitco will effectively indirectly provide \$1,190,000 before expenses currently estimated to be approximately \$290,000, in non-dilutive capital to New Cell-Loc); and

- (h) the only material asset of Private Profitco is its ownership of 100% of the outstanding limited partnership units in Private LP of which, following completion of the Restructuring Transaction, Private Profitco will transfer all of such limited partnership units (being a 99.99% interest in Private LP) to Current Cell-Loc in exchange for a number of Skinny Common Shares to acquire approximately 49% of the voting shares of Current Cell-Loc and additional Class C non-voting participating convertible common shares of Current Cell-Loc.

23. Upon completion of the Restructuring Transaction and the post-plan of arrangement transactions referred to in subparagraph 22(h) above:

New Cell-Loc

- (a) New Cell-Loc will conduct the same business formerly conducted by Current Cell-Loc, with the same assets and liabilities of Current Cell-Loc;
- (b) New Cell-Loc will not have access to the benefit of Current Cell-Loc's tax pools;
- (c) New Cell-Loc will have the same shareholders that Current Cell-Loc formerly had, each with the same relative percentage shareholdings that they formerly held in Current Cell-Loc;
- (d) New Cell-Loc will be a reporting issuer or the equivalent thereof under the securities legislation of each of the provinces of Canada and the New Cell-Loc Common Shares will, subject to approval by the TSX Venture Exchange, be listed on the TSX Venture Exchange; and
- (e) New Cell-Loc will have received a gross cash infusion, before expenses estimated at approximately \$290,000, of \$1,190,000

Current Cell-Loc

- (f) Current Cell-Loc will hold a 99.99% partnership interest in Private LP;
- (g) the 15 or fewer post-consolidation Current Cell-Loc Shareholders will hold approximately 51% of Current Cell-Loc's Skinny Common Shares and, therefore, maintain voting control of Current Cell-Loc (but will have no economic interest in Current Cell-Loc);
- (h) Private Profitco will hold:
 - (i) approximately 49% of Current Cell-Loc's Skinny Common Shares;
 - (ii) 100% of Current Cell-Loc's Class C non-voting participating convertible common shares which will entitle it to 100% of the economic upside of Current Cell-Loc via Private LP; and
 - (iii) Current Cell-Loc will continue to have access to 100% of the benefit of certain of Current Cell-Loc's tax pools; and
- (i) the Current Cell-Loc Common Shares will be de-listed from the TSX Venture Exchange and Current Cell-Loc will apply to the applicable securities regulatory authorities to cease to be a reporting issuer or the equivalent thereof under the securities legislation of each of the provinces of Canada.

24. Pursuant to the Arrangement Agreement, Current Cell-Loc and New Cell-Loc will enter into a divestiture agreement whereby New Cell-Loc will (a) acquire all of the assets of Current Cell-Loc; and (b) assume all of the liabilities and obligations of Current Cell-Loc accrued prior to the effective time of the Restructuring Transaction.

25. Pursuant to the Arrangement Agreement, Current Cell-Loc and New Cell-Loc will enter into an indemnity agreement (the **Indemnity Agreement**). The Indemnity Agreement will be designed to provide Current Cell-Loc with indemnification from New Cell-Loc, the resulting entity that will carry on the business previously carried on by Current Cell-Loc, for claims relating to the business of Current Cell-Loc carried on prior to the effective date of the Restructuring Transaction and relating to New Cell-Loc's business after the effective date of the Restructuring Transaction that are brought against Current Cell-Loc in the future, subject to certain limitations and conditions.

26. Pursuant to the ABCA and applicable securities laws, the Current Cell-Loc Shareholders are required to approve the Restructuring Transaction at the Current Cell-Loc Shareholder Meeting. The Current Cell-Loc Shareholder Meeting is anticipated to take place in late November 2011 and the Circular is expected to be mailed in late October 2011, subject to receipt of the Exemption Sought.

PROSPECTUS-LEVEL DISCLOSURE IN THE CIRCULAR

27. With respect to the Restructuring Transaction, Section 14.2 of the Circular Form requires, among other items, that the Circular contain the disclosure (including financial statements) for Private LP prescribed under securities legislation and described in the form of prospectus (the **Prospectus Form**) that Private LP would be eligible to use immediately prior to the sending and filing of the Circular for a distribution of its securities.
28. In addition, Subsection 4.2(1) of National Instrument 41-101 *General Prospectus Requirements* (**NI 41-101**) requires that financial statements (other than interim financial statements) required to be included in the Circular must be audited in accordance with National Instrument 52-107 *Acceptable Accounting Principles, Auditing Standards and Reporting Currency*.
29. Other than prospectus-level disclosure in respect of Private LP required by the Prospectus Form, which would include audited Financial Statements, the Circular will contain disclosure in accordance with the Circular Form, including Sections 14.1 and 14.2 of the Circular Form in particular. Such disclosure will include or incorporate by reference, among other things, financial statement disclosure in respect of Current Cell-Loc in compliance with NI 41-101.
30. The Filer will include in the Circular, in lieu of the historical and pro forma financial statements of Private LP required pursuant to section 14.2 of the Circular Form, the unaudited pro forma consolidated balance sheet of Current Cell-Loc as at the date of the most recent balance sheet to be incorporated by reference in the Circular which will give effect to the Restructuring Transaction as if it had taken place as at such date, with subsequent events and pro forma adjustments.
31. The Circular will otherwise comply with applicable securities laws and will contain disclosure regarding Current Cell-Loc's tax pools and how the tax position of New Cell-Loc following the completion of the Restructuring Transaction will differ from the tax position of Current Cell-Loc prior to the completion of the Restructuring Transaction.
32. The Circular will contain disclosure regarding the Indemnity Agreement including disclosure on the indemnities of Current Cell-Loc and New Cell-Loc to be provided pursuant to that agreement as well as the risks related to such indemnities.
33. Including the disclosure detailed in sections 29, 30, 31 and 32 above, the Circular will, in accordance with Section 14.1 of the Circular Form, provide Current Cell-Loc Shareholders with all other material information in sufficient detail to enable a reasoned judgment concerning the Restructuring Transaction, including ensuring that Current Cell-Loc Shareholders understand that following the completion of the Restructuring Transaction (i) New Cell-Loc will have all of the assets and liabilities of Current Cell-Loc prior to giving effect to the Restructuring Transaction and (ii) the Current Cell-Loc Shareholders holding Skinny Common Shares will not have any economic interest in Current Cell-Loc.

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.

"Blaine Young"

Associate Director, Corporate Finance

2.1.6 Industries Lassonde Inc.

Headnote

Multilateral Instrument 11-102 Passport System and National Policy 11-203 Process for Exemptive Relief applications in Multiple Jurisdictions – Exemption from requirement in subsection 4.11(4) of National Instrument 52-107 Acceptable Accounting Principles and Auditing Standards (NI 52-107) to reconcile acquisition statements to the issuer's GAAP – The issuer wants relief from the requirement to include in a reconciliation to Canadian GAAP in annual financial statements of the acquired business – The issuer will prepare pro forma financial statements as set out in section 8.7(9) of Companion Policy 51-102CP as it applies to financial years beginning on or after January 1, 2011 for all periods presented.

Applicable Legislative Provisions

National Instrument 52-107 Acceptable Accounting Principles and Auditing Standard, s. 5.1.

TRANSLATION

October 24, 2011

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

AND

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

AND

IN THE MATTER OF INDUSTRIES LASSONDE INC. (the "Applicant")

DECISION

Background

The securities regulatory authority or regulator in each of the Jurisdictions (the "**Decision Makers**") has received an application from the Applicant for a decision under the securities legislation of the Jurisdictions (the "**Legislation**") exempting the Applicant from the requirement in section 4.11(4) of *Regulation 52-107 respecting Acceptable Accounting Principles and Auditing Standards* ("**Regulation 52-107**") that it reconcile to Canadian GAAP the financial statements of Clement Pappas and Company, Inc. ("**Clement Pappas**") to be filed with the business acquisition report (the "**BAR**") (the "**Exemption Sought**").

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 this application;
- (b) the decision is that of the principal regulator and evidences the decision of the securities regulatory authority or regulator in Ontario.

Interpretation

Terms defined in *Regulation 14-101 respecting Definitions*, *Regulation 11-102 respecting Passport System* and *Regulation 52-107* have the same meanings if used in this decision, unless otherwise defined.

Representations

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

1. The Applicant is a corporation incorporated under the *Canada Business Corporations Act*.
2. The head office of the Applicant is located in Rougemont, Québec.
3. The Applicant is a reporting issuer in the Jurisdictions. The Applicant is not in default of its obligations as a reporting issuer under the Legislation.
4. The Class A subordinate voting shares of the Applicant are listed on the Toronto Stock Exchange under the trading symbol "LAS.A".
5. The audited consolidated financial statements of the Applicant for the years ended December 31, 2010 and 2009 have been prepared in accordance with Canadian GAAP.
6. The unaudited interim consolidated financial statements of the Applicant for the six-month periods ended July 2, 2011 and July 3, 2011 (the "**Applicant Interim Statements**") have been prepared in accordance with IFRS.

Acquisition Transaction

7. On August 12, 2011, pursuant to an agreement and plan of merger dated June 17, 2011, the Applicant, along with members of the Pappas and Lassonde families, completed the acquisition of Clement Pappas for a total cash consideration of US\$400.9 million (the "**Acquisition of Clement Pappas**").
8. Under Part 8 of *Regulation 51-102 respecting Continuous Disclosure Obligations* ("**Regulation 51-102**"), the Applicant is required to file a business acquisition report for any significant acquisitions that it completes. The Applicant is of the opinion that the Acquisition of Clement Pappas is a significant acquisition and therefore it intends

to file the BAR within 75 days of the closing of the Acquisition of Clement Pappas.

9. As required by Part 8 of Regulation 51-102, the BAR will contain (or incorporate by reference):

(a) the audited consolidated financial statements of Clement Pappas for the years ended September 26, 2010 and September 27, 2009 (the "**Clement Pappas Annual Statements**") which have been prepared in accordance with United States generally accepted accounting principles ("**US GAAP**");

(b) the unaudited interim consolidated financial statements of Clement Pappas for the nine-month periods ended June 26, 2011 and June 27, 2010 (the "**Clement Pappas Interim Statements**") which have been prepared in accordance with US GAAP;

(c) the pro forma financial statements of the Applicant which reflect the completion of the Acquisition of Clement Pappas as if it had occurred as of the beginning of the periods presented for the purposes of the pro forma consolidated statement of operations (being the year ended December 31, 2010 and the six-month period ended July 2, 2011), and as of July 2, 2011 for the purposes of the pro forma balance sheet (collectively, the "**Pro Forma Statements**"), all of which have been prepared in accordance with IFRS.

10. For financial years beginning before January 1, 2011, section 4.11(4) of Regulation 52-107 requires that acquisition statements prepared using accounting principles that are different from the issuer's GAAP (in this case, the Clement Pappas Annual Statements) be reconciled to the issuer's GAAP, with further disclosure required in the notes to such financial statements (the "**Reconciliation Requirement**").

11. Although the Clement Pappas Interim Statements are prepared using US GAAP, the Reconciliation Requirement does not apply to such financial statements as they relate to a financial year of the Applicant beginning on or after January 1, 2011.

12. The Applicant Interim Statements were, and the Pro Forma Statements will be, prepared in accordance with IFRS.

13. Due to these facts, in the Applicant's view, the reconciliation of the Clement Pappas Annual Statements to Canadian GAAP will not provide investors with any incremental or useful information as they would neither be directly

comparable to the Pro Forma Statements nor to the Applicant Interim Statements.

14. The cost of preparing a reconciliation of the Clement Pappas Annual Statements to Canadian GAAP, and the time required to prepare such a reconciliation, would outweigh any benefit that investors may get from such reconciliation. In fact, the filing of such reconciled financial statements may be confusing to investors since such financial statements would not be directly comparable to the other financial statements filed with the BAR.

Decision

The Decision Makers are satisfied that the decision meets the test set out in the Legislation for them to make the decision.

The decision of the Decision Makers under the Legislation is to grant the Exemption Sought subject to the following conditions:

(a) the Pro Forma Statements be prepared in accordance with the requirements of section 8.7(9) of Policy Statement to Regulation 51-102 respecting Continuous Disclosure Obligations as it applies to financial years beginning on or after January 1, 2011 for all periods presented;

(b) the BAR otherwise complies with the requirements of Form 51-102F4.

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

2.2 Orders

2.2.1 Goodman & Company N.Y. Ltd. and Goodman & Company, Investment Counsel Ltd.

Headnote

U.S. registered investment adviser exempted from the adviser registration requirement of the Act and the Commodity Futures Act (Ontario) in connection with its acting as adviser to clients that are resident in the U.S. or other jurisdictions outside of Canada – Advising representatives acting on behalf of the U.S. adviser also exempted, provided they act through the U.S. adviser and the advising representatives are also registered representatives of registered investment adviser parent company. Both the U.S. adviser and advising representative are required to comply with the securities law of the U.S. or other foreign jurisdiction.

Statutes Cited

Securities Act (Ontario).
Commodity Futures Act (Ontario).

October 25, 2011

**IN THE MATTER OF
THE SECURITIES ACT (ONTARIO)
(the Act)**

AND

**IN THE MATTER OF
THE COMMODITY FUTURES ACT (ONTARIO)
(the CFA)**

AND

**IN THE MATTER OF
GOODMAN & COMPANY N.Y. LTD. AND
GOODMAN & COMPANY,
INVESTMENT COUNSEL LTD.**

ORDER

Background

The Ontario Securities Commission (the **Commission**) has received an application from Goodman & Company N.Y. Ltd. (**GCNY** or the **Filer**) for a decision under:

- (a) subsection 74(1) of the Act for an exemption from the adviser registration requirement in subsection 25(3) of the Act; and
- (b) section 80 of the CFA for an exemption from the adviser registration requirement in subsection 22(1)(b) of the CFA,

with respect to GCNY, and certain individuals (the **GCNY Representatives**) who act as advising representatives on behalf of GCNY and, at the relevant times, are registered to

act as advising representatives on behalf of Goodman & Company, Investment Counsel Ltd. (**GCIC**), under the Act or the CFA, as applicable (the **Requested Relief**).

Representations

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

1. GCIC is registered as an investment fund manager, portfolio manager and commodity trading manager with the OSC and as a portfolio manager with the securities regulatory authorities of British Columbia, Alberta, Saskatchewan, Manitoba, Quebec, New Brunswick, Nova Scotia and Prince Edward Island. The head office of GCIC is in Toronto, Ontario.
2. GCNY is a direct wholly-owned subsidiary of GCIC and has its head office in Toronto, Ontario. GCNY is not registered under the Act or the CFA. GCNY is registered as an investment adviser with the United States Securities and Exchange Commission.
3. GCIC is the manager of mutual funds and hedge funds, including Dynamic Funds, and provides discretionary portfolio management services to high net worth retail and institutional clients. GCIC is a subsidiary of DundeeWealth Inc. (DundeeWealth), a financial services company which offers a wide range of wealth management solutions through financial advisers and which is a wholly owned subsidiary of The Bank of Nova Scotia.
4. GCNY was established to offer DundeeWealth's investment capabilities to funds domiciled in the U.S. and in other non-Canadian jurisdictions and, through managed accounts, to high net worth retail and institutional clients located in the U.S. and in other non-Canadian jurisdictions.
5. The GCNY Representatives provide portfolio management services in respect of various Canadian-domiciled hedge funds and other funds, as well as Canadian domiciled and non-Canadian domiciled accounts in their capacity as advising representatives of GCIC. GCIC does not advise on any accounts domiciled in the U.S. nor does any GCNY Representative, in his or her capacity as an advising representative of GCIC, advise any accounts domiciled in the U.S.
6. It is proposed that the GCNY Representatives also provide portfolio management services in respect of various U.S. and other non-Canadian domiciled funds and U.S. and other non-Canadian domiciled accounts in their capacity as advising representatives of GCNY (the **GCNY Non-Canadian Clients**).

7. None of the GCNY Representatives will act on behalf of GCNY for a GCNY Non-Canadian Client in the Province of Ontario unless the GCNY Representative is, at the relevant time, registered under the Act as an advising representative of GCIC or under the CFA as an advising representative of GCIC, as applicable, and GCIC in turn is registered as a portfolio manager under the Act or as a commodity trading manager under the CFA, as applicable.
 8. GCNY and GCNY Representatives will comply with all registration and other requirements of applicable securities legislation and commodity futures legislation in the jurisdiction of the GCNY Non-Canadian Clients.
 9. The GCNY Representatives will be subject to supervision by, and the applicable compliance requirements of, the Filer and are subject to those of GCIC in their capacity as advising representatives of GCIC.
 10. GCNY Non-Canadian Clients will not also be clients of GCIC.
 11. All GCNY Non-Canadian Clients will be provided with disclosure that explains the relationship between GCNY and GCIC and that GCIC is not responsible for the GCNY Non-Canadian Clients.
 12. All GCNY Representatives will have business cards and letterhead which identify them to the GCNY Non-Canadian Clients as working on behalf of GCNY and all communication by the GCNY Representatives with GCNY Non-Canadian Clients will be through GCNY.
 13. To avoid client confusion with respect to GCIC, the account documentation, including if necessary account statements, performance reporting, contracts and disclosure documents, of GCNY will clearly identify GCNY as the adviser to the GCNY Non-Canadian Clients.
 14. GCNY Non-Canadian Clients will also be advised at the time they enter into an advising relationship with GCNY that if they relocate to a Canadian jurisdiction, their accounts will have to be transferred to GCIC or another portfolio manager or commodity trading manager, as applicable, that is appropriately registered or relying on an exemption from registration in the Canadian jurisdiction.
- (a) in acting as an adviser to a GCNY Non-Canadian Client, GCNY, and the GCNY Representatives acting on its behalf, comply with all applicable registration and other requirements of the securities legislation and commodity futures legislation of the jurisdiction of the GCNY Non-Canadian Client;
 - (b) in acting as an adviser to a GCNY Non-Canadian Client, GCNY acts only through GCNY Representatives;
 - (c) the Filer and GCIC remain affiliates and GCIC is registered as a portfolio manager under the Act and as a commodity trading manager under the CFA; and
 - (d) each GCNY Representative, when acting as an adviser to a GCNY Non-Canadian Client on behalf of GCNY, is registered under the Act as an advising representative of GCIC or under the CFA as an advising representative of GCIC, as applicable.

"Kevin J. Kelly"
Commissioner
Ontario Securities Commission

"Wes M. Scott"
Commissioner
Ontario Securities Commission

Order

The Commission is satisfied that it would not be prejudicial to the public interest for it to grant the Requested Relief, and the Commission rules that the Requested Relief is granted provided that:

2.2.2 BMO Covered Call Utilities ETF 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
BMO COVERED CALL UTILITIES ETF
BMO COVERED CALL DOW JONES INDUSTRIAL AVERAGE HEDGED TO CAD ETF
BMO CANADIAN DIVIDEND ETF
BMO HIGH BETA CANADIAN EQUITY ETF
BMO LOW VOLATILITY CANADIAN EQUITY ETF
(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 October 21, 2011

“Susan Greenglass”
Director, Market Regulation

Chapter 3

Reasons: Decisions, Orders and Rulings

3.1 OSC Decisions, Orders and Rulings

3.1.1 CI Financial Corp. – ss. 8(3), 21.7

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

AND

IN THE MATTER OF
CI FINANCIAL CORP.

AND

IN THE MATTER OF
DECISIONS OF THE TORONTO STOCK EXCHANGE

REASONS FOR DECISION
(Section 21.7 and Subsection 8(3) of the Act)

Hearing:	May 26, 2011		
Decision:	October 25, 2011		
Panel:	Mary G. Condon	–	Commissioner and Chair of the Panel
	Sinan O. Akdeniz	–	Commissioner
Appearances:	Paul Le Vay	–	For CI Financial Corp.
	Johanna Braden		
	Owen Rees		
	Michael E. Barrack	–	For the Toronto Stock Exchange
	Deborah E. Palter		
	James Sasha Angus	–	For Staff of the Commission
	Erin O'Donovan		
	Naizam Kanji		

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REASONS FOR DECISION

I. OVERVIEW

A. Background

[1] On May 26, 2011, a hearing (the "**Hearing**") in this matter was held before the Ontario Securities Commission (the "**Commission**") to consider CI Financial Corp. ("**CI**")'s May 9, 2011 Request for Hearing and Review (the "**Application**") of two decisions of the Listings Committee of the Toronto Stock Exchange (the "**TSX**") (collectively, the "**Decisions**"), pursuant to section 21.7 of the *Securities Act*, R.S.O. 1990, c. S.5, as amended (the "**Act**").

[2] The Decisions require CI to submit a resolution ratifying the continuation of CI's Shareholder Rights Plan Agreement (the "**Plan**") to a two-tiered vote that would include all shareholders rather than a vote of only the Independent Shareholders (those shareholders who hold less than 20% of CI's issued and outstanding shares, as defined in the Plan) (the "**Independent Shareholders**"). A two-tiered vote refers to a requirement that both of (i) all CI shareholders and (ii) CI's Independent shareholders vote in favour of continuing the Plan.

[3] Following the Hearing on May 26, 2011, we issued an order setting aside the Decisions pursuant to subsection 8(3) and section 21.7 of the Act (the "**May 26, 2011 Order**"). The May 26, 2011 Order further required that only the Independent Shareholders of CI were entitled to vote on the resolution ratifying the continued existence of the Plan at CI's 2011 annual meeting of shareholders (the "**2011 Annual Meeting**").

[4] These are the Reasons for our Decision to grant CI's request to overturn the Decisions of the TSX.

B. The Parties

(a) CI

[5] CI is a wealth management firm and one of Canada's largest investment fund companies. It has been a listed issuer since June 1994 and is listed on the TSX under the symbol CIX.

[6] As of the date of the Hearing, the rights conferred by CI's Plan were listed by the TSX. On December 19, 2008, CI's shareholders voted in favour of the Plan. According to its preamble, the Plan is meant to:

... ensure, to the extent possible, that all shareholders of [CI] are treated fairly in connection with any take-over offer or bid for the Common Shares ..., and to ensure that the board of directors of [CI] from time to time is provided with sufficient time to evaluate unsolicited take-over bids and to explore and develop alternatives to maximize shareholder value; ...

[7] Under the terms of the Plan, CI's board was to submit a resolution ratifying the continued existence of the Plan for consideration and approval at the 2011 Annual Meeting.

[8] CI's largest shareholder is the Bank of Nova Scotia ("**BNS**"), which holds approximately 36.3% of CI's issued and outstanding shares as of December 31, 2010. As of the date of the Hearing and at the time of ratifying the adoption of the Plan on December 19, 2008, BNS was the only non-Independent Shareholder in CI.

(b) The TSX

[9] The TSX is a stock exchange recognized by the Commission under subsection 21(1) of the Act and pursuant to a recognition order. The TSX regulates the operations and the standards of practice and business conduct of TSX-listed issuers in

accordance with subsection 21(4) of the Act and in accordance with the by-laws, rules, regulations, policies, procedures, interpretations and practices of the TSX.

[10] The Commission's recognition order with respect to the TSX requires the TSX to "establish such rules, policies and other similar instruments that are necessary or appropriate to govern and regulate all aspects of its business and affairs". The rules established by the TSX which are relevant to this proceedings are contained in the TSX Company Manual (the "**TSX Manual**").

(c) **Commission Staff**

[11] Staff of the Commission ("**Staff**") is also a party to proceedings brought pursuant to subsection 8(3) and section 21.7 of the Act.

C. The Application

[12] In its Application, CI argues that the TSX erred in purporting to require CI to submit a resolution ratifying the continuation of the Plan to a vote of all shareholders rather than a vote of just the Independent Shareholders.

[13] According to CI's Application, the TSX lacked the jurisdiction to make the Decisions. CI argues that the TSX Manual contains rules regarding the adoption of a shareholders rights plan, but there are no TSX rules or regulations regarding shareholder approval of the continued existence of a previously adopted shareholder rights plan.

[14] Further, CI submits that the TSX made the Decisions without due consideration for the plain language of the Plan, and without consideration for the purpose and intent of the Plan.

[15] CI requests that the Decisions be set aside because:

- (a) the TSX lacked jurisdiction to make the Decisions;
- (b) even if it did have jurisdiction, the TSX proceeded on an incorrect principle;
- (c) the TSX made an error in law;
- (d) the TSX overlooked material evidence;
- (e) there is new and compelling evidence before the Commission; and
- (f) the public interest requires that the Plan and agreements like it are respected.

[16] We address below the detailed submissions of CI and the opposing submissions of the TSX and Staff.

D. The Plan

[17] An earlier version of the Plan (the "**Predecessor Plan**") was approved by the trustees of CI's predecessor entity, CI Financial Income Fund, on October 21, 2008, and was posted on SEDAR on October 31, 2008.

[18] The Predecessor Plan was identical to the current version in all material respects. We therefore do not distinguish between the Predecessor Plan, approved on October 21, 2008, and the current version of the Plan, dated January 1, 2009 and filed on SEDAR the following day. Similarly, for the sake of simplicity, although the original vote to adopt the plan was made by CI Financial Income Fund's unitholders, we do not distinguish between these securityholders and the current CI shareholders in this decision.

[19] The Plan was provided to the TSX by letter dated October 22, 2008. On October 27, 2008, the TSX confirmed that it accepted notice for filing of the Plan subject to the ratification of the Plan by CI's unitholders:

We hereby confirm that [TSX] has accepted notice for filing of the Plan, subject to the following conditions:

1. the Plan must be ratified by unitholders of the Fund at a meeting to be held on or before the day that is six months from the date the plan was adopted by the Fund which ratification must evidence both:
 - (a) a majority of votes cast in favour of the Plan at such meeting; and

- (b) a majority of votes cast in favour of the Plan at such meeting, without giving effect to any votes cast (i) by any unitholder that, directly or indirectly, on its own or in concert with others, holds or exercises control over more than 20% of the outstanding voting units of the Fund, if any; and (ii) by the associates, affiliates and insiders of any referred to in (i) above;
- 2. if the Plan is not ratified in condition (1) above, it must be rescinded or otherwise cancelled and be of no further effect immediately after the above-mentioned unitholders' meeting; and
- 3. within five business days following approval of the Plan by the directors of the Fund, receipt of two copies of the executed version of the Plan.

[20] On December 19, 2008, an overwhelming majority of CI's outstanding voting securities were voted on the question of whether to ratify the Plan at a special meeting of securityholders. Of those securities, 97% were voted in favour of the Plan, and the Plan was ratified.

[21] At the same December 19, 2008 special meeting, securityholders also voted in favour of converting CI Financial Income Fund to a corporation, along with the automatic implementation of the Plan.

[22] According to the terms of the Plan, the latest the Plan could expire would be the date of the 2014 annual meeting of CI shareholders:

1.1 Definitions

...

(v) "**Expiration Time**" shall mean the earlier of:

- (i) the Termination Time [the time at which the right to exercise Rights shall terminate]; and
- (ii) the termination of the annual meeting of the shareholders of the Corporation in the year 2011;

provided, however, that if the resolution referred to in Section 5.19 is approved in accordance with Section 5.19 at or prior to such annual meeting, "**Expiration Time**" means the earlier of (i) the Termination Time and (ii) the termination of the annual meeting of the shareholders of the Corporation in the year that is three years after the year in which such approval occurs.

[23] Thus, the Plan requires further ratification by CI shareholders at the 2011 Annual Meeting, without which the Plan will expire on the date of the 2011 Annual Meeting. This requirement is contemplated in the definition of "Expiration Time", above, and is set out in section 5.19 of the Plan:

5.19 Shareholder Review

If required by the rules and regulations of any stock exchange on which the Common Shares are then listed, at or prior to the annual meeting of the shareholders of the Corporation in 2011, provided that a Flip-in Event has not occurred prior to such time, the Board shall submit a resolution ratifying the continued existence of this Agreement to all holders of Common Shares for their consideration and, if thought advisable, approval. If such approval is not required by the rules and regulations of any stock exchange on which the Common Shares are then listed, at or prior to the annual meeting of the shareholders of the Corporation in 2011, provided that a Flip-in Event has not occurred prior to such time, the Board shall submit a resolution ratifying the continued existence of this Agreement to the Independent Shareholders for their consideration and, if thought advisable, approval. Unless the majority of the votes cast by all holders of Common Shares or the Independent Shareholders, as applicable, who vote in respect of such resolution are voted in favour of the continued existence of this Agreement, the Board shall, immediately upon the confirmation by the Chairman of such shareholders' meeting of the results of the votes on such resolution and without further formality, be deemed to elect to redeem the Rights at the Redemption Price.

[24] The question of whether section 5.19 of the Plan requires a two-tiered vote of (i) all CI shareholders and (ii) CI's Independent Shareholders, or whether it requires one vote of only CI's Independent Shareholders is the subject of the two TSX Decisions under review.

E. The TSX Decisions

i. The April 20, 2011 Listings Committee Summary Decision

[25] On April 1, 2011, BNS wrote to the TSX, requesting that the TSX require CI to permit BNS to vote on the continued ratification of the Plan for a further three-year term. BNS took the position that subsection 636(b) of the TSX Manual, which states that the TSX will normally require a two-tiered vote for the adoption of plans that treat one shareholder differently from others, applied to the shareholder vote for the continuation of the Plan at the 2011 Annual Meeting. Subsection 636(b) of the TSX Manual states:

636. (b) In cases where a particular security holder may be exempted from the operation of a plan even though the security holder's percentage holding exceeds the plan's triggering ownership threshold, TSX will normally require that the plan be ratified by a vote of security holders that excludes the votes of the exempted security holder and its insiders as well as by a vote that does not exclude such security holder.

[26] BNS argued that under subsection 636(b), the continuation of the Plan requires the same shareholder approvals as required to implement the Plan, being a vote of all shareholders as well as a vote that excludes BNS and its insiders. BNS disagreed with CI's position that the continuation of the Plan only required a vote of the Independent Shareholders.

[27] On April 5, 2011, CI wrote to the TSX in response to BNS's letter. CI claimed in this letter that the TSX rules do not address this situation and that there is no principled reason to impose the TSX rules applicable to the initial adoption of the Plan on the vote at the 2011 Annual Meeting.

[28] The TSX received further correspondence from BNS and CI on April 7, 2011 and April 8, 2011, respectively.

[29] Following this correspondence, the TSX decided to consider the question of whether it should require that CI hold a two-tiered vote on the ratification of the continued existence of the Plan, as requested by BNS: "In light of the extensive submissions received from the Bank [BNS] and CI, TSX determined to consider this matter at Listings Committee notwithstanding the absence of an application from CI" (April 20 Decision at p. 2)). On April 18, 2011 a Listings Committee Memo was provided by TSX staff to the Listings Committee, which recommended that the Listings Committee require the Plan to be ratified by a two-tiered vote, comprised of a vote of all CI shareholders and a vote of only the Independent Shareholders.

[30] The Listings Committee met on April 20, 2011 and determined that CI was required to seek a two-tiered vote to ratify the Plan's continued existence at the 2011 Annual Meeting (the "**April 20 Decision**"). The Listings Committee communicated the April 20 Decision to CI by telephone on April 20, 2011 and sent a letter restating the requirement for a two-tiered vote the following day. The Listings Committee's reasons for the April 20 Decision are set out in a Listings Committee Summary, which was subsequently provided to CI (the "**April 20 Listings Committee Summary**").

[31] In reaching its April 20 Decision, the Listings Committee considered the application of subsection 636(b) of the TSX Manual, and concluded that the TSX Manual is silent on requirements for renewal or interim votes on shareholder rights plans. However, the Listings Committee decided to use its discretion to require a two-tiered vote on the ratification of the continued existence of the Plan, which it determined was a renewal in substance:

The Plan provides that it will terminate if it is not ratified, in a manner similar to a security holder rights plan submitted for a renewal vote. Committee acknowledged that unlike traditional renewals, an amendment to the expiry date was not required. However, the requirement for an Independent Shareholder approval for the continued existence can be viewed in substance as a renewal. TSX practice has been to treat renewals in the same manner as a plan adoption, which requires a two-tiered vote.

(April 20 Decision at p. 2)

[32] In making the April 20 Decision, the Listings Committee also considered disclosure contained in the circular distributed by CI to seek shareholder approval for the Plan in 2008 (the "**2008 Circular**"). The 2008 Circular does not indicate that only Independent Shareholder approval would be required to ratify the continued existence of the Plan at the 2011 Annual Meeting. Although the complete Plan was available on SEDAR, the Listings Committee determined that "all security holders should be entitled to rely on the summary in particular with respect to important aspects such as limitations on voting rights and should not have to interpret the plan directly" (April 20 Decision at p. 4).

[33] The Listings Committee applied its discretion under section 603 of the TSX Manual. Section 603 states:

TSX has the discretion: (i) to accept notice of a transaction; (ii) to impose conditions on a transaction; and (iii) to allow exemptions from any of the requirements contained in Parts V or VI of this Manual.

Section 603 also includes a list of factors that the TSX should consider in exercising this discretion. The Listings Committee considered these factors in the August 20 Decision.

[34] In the April 20 Listings Committee Summary, the Listings Committee gave two main reasons for its decision to require a two-tiered vote:

- (a) The requirement for shareholder ratification for the continued existence of the Plan is unclear. The Listings Committee found that the disclosure provided in the 2008 Circular was not detailed, the termination time was unclear and the 2008 Circular did not stipulate that only Independent Shareholders would be able to vote on the ratification of the continued existence of the Plan in 2011.
- (b) The ratification by shareholders in 2011 was, in essence, akin to a renewal approval, given that the Plan would terminate failing ratification.

[35] The Listing Committee summarized its reasons for the April 20 Decision in the April 20 Listings Committee Summary:

Overall, the Committee agreed the quality of the marketplace could be negatively impacted if the general two-tiered vote is not imposed. Based on the Plan and the disclosure in the 2008 Circular, a CI shareholder could reasonably expect that all the shareholders would have an opportunity to vote for the continued existence of the Plan in 2011. Committee also considered that there could be a negative impact on the quality of the marketplace to have different voting standards on plan adoption, renewal and ratification, when in substance there are no differences since in each case the plan will terminate failing security holder approval while the Plan continues to treat shareholders differently.

(April 20 Decision at p. 6)

ii. The April 29, 2011 Listings Committee Summary Decision

[36] Following the April 20 Decision, CI requested that the Listings Committee, with the additional participation of the Senior Vice President of the TSX, reconsider its decision to require CI to submit a resolution ratifying the Plan to a vote of all shareholders rather than a vote of just the Independent Shareholders. CI made this request prior to the issuance of the April 20 Listings Committee Summary.

[37] On April 27, 2011, TSX staff provided the Listings Committee with an updated memo, which recommended that the Listings Committee maintain its decision to require a two-tiered vote on the ratification of the continued existence of the Plan.

[38] The Listings Committee, now with the participation of the TSX Senior Vice President, reconsidered the matter on April 29, 2011, and decided to uphold its decision to require a two-tiered vote on the continued existence of the Plan (the "**April 29 Decision**"). The Listings Committee's reasons for the April 29 Decision are set out in a Listings Committee Summary, which was provided to CI following the April 29 Decision (the "**April 29 Listings Committee Summary**").

[39] The April 29 Decision noted that there is no requirement in the sections of the TSX Manual governing shareholder rights plans that issuers file an application with the TSX for the continuation of a plan. However, the Listings Committee determined that it had discretion under section 603 of the TSX Manual to place conditions on the mid-term vote on the Plan's continuance. The Listings Committee rejected CI's submission that it lacked jurisdiction under section 603 of the TSX Manual to impose requirements on the Plan ratification vote at the 2011 Annual Meeting. In making the April 29 Decision, the Listings Committee once again considered the applicable factors noted in section 603 of the TSX Manual.

[40] CI referred the TSX Listings Committee to a number of other shareholder rights plans which contain a clause similar to section 5.19 of the Plan. The Listings Committee distinguished these plans from the Plan in finding:

- none of those plans had grandfathered persons and therefore the two-tiered vote would have been irrelevant. This was not the case with CI's Plan, under which BNS is a grandfathered person as the beneficial owner of 20% or more of CI shares at the date the Plan was adopted;

- in the majority of cases, issuers made applications to the TSX for ratification, even though no amendments were being made to the plans;
- for those plans where issuers did not file an application with the TSX for ratification, the outcome was the same as it would have been had they filed an application;
- TSX required a two-tiered vote in cases where amendments were being made to the plans;
- disclosure for most of the other plans made it clear that only independent shareholder approval would be required for ratification, and in any case, the TSX does not review disclosure in circulars at the time shareholder rights plans are approved;
- CI's Plan specifically contemplates that the TSX could require approval by all shareholders; and
- these plans should not be determinative because none present substantially the same fact scenario as in this case.

(April 29 Listings Committee Summary at p. 3-4)

[41] The Listings Committee stated in the April 29 Listings Committee Summary that:

... the overall quality of the marketplace could be negatively impacted by permitting CI to seek only a vote of independent shareholders to ratify the Continuation of the Plan, particularly in light of the disclosure in the Circular at the time of Plan adoption.

(April 29 Listings Committee Summary at p. 5)

Specifically, the Listings Committee noted that it "agreed that the restricted vote for the Continuation was not properly disclosed. It seems reasonable that a reader could interpret the plan as having two three year periods, subject to shareholder approval" (April 29 Listings Committee Summary at p. 4).

[42] Further, the Listings Committee determined that there was no substantive policy reason to distinguish between an adoption, renewal or ratification of shareholder rights plans with respect to the shareholder approval requirements.

II. THE ISSUES

[43] The issues before us at this hearing and review were twofold:

1. Did the TSX Listings Committee have jurisdiction to make the Decisions?
 - (a) Is the ratification of the continued existence of the Plan a "transaction"?
 - (b) Does the TSX have jurisdiction over the continued existence of the Plan as a redemption?
 - (c) Does the TSX have jurisdiction to make the Decisions because there are "special circumstances"?
2. If it is determined that the TSX has jurisdiction, is there any reason why the Commission should overturn the Decisions? Specifically,
 - (a) Did the TSX err in law?
 - (b) Did the TSX overlook material evidence?
 - (c) Is there evidence before the Commission that was not before the TSX that would give us reason to overturn the Decisions?
 - (d) Does the Commission's interpretation of the public interest conflict with the TSX's interpretation?

[44] Having concluded that the TSX lacked the jurisdiction to make the Decisions that the continued existence of the Plan be submitted to a two-tiered vote, it is not necessary for us to make a determination on any of the other grounds for review raised by CI in its Application.

III. THE LAW: THE COMMISSION'S JURISDICTION ON A HEARING AND REVIEW

[45] The Commission's jurisdiction to intervene in a decision of an SRO or exchange is set out in subsection 21.7 of the Act, which states:

21.7(1) Review of decisions – The Executive Director or a person or company directly affected by, or by the administration of, a direction, decision, order or ruling made under a by-law, rule, regulation, policy, procedure, interpretation, or practice of a recognized exchange, recognized self-regulatory organization, recognized quotation and trade reporting system, recognized clearing agency or designated trade repository may apply to the Commission for a hearing and review of the direction, decision, order or ruling.

(2) Procedure – Section 8 applies to the hearing and review of the direction, decision, order or ruling in the same manner as it applies to a hearing and review of a decision of the Director.

[46] Subsection 8(3) of the Act provides the Commission's powers upon a hearing and review:

8(3) Power on review – Upon a hearing and review, the Commission may by order confirm the decision under review or make such other decision as the Commission considers proper.

[47] In a hearing and review held pursuant to section 21.7 of the Act, the Commission exercises jurisdiction akin to a trial de novo, rather than a more limited appellate function (*Investment Dealers Assn. of Canada v. Boulieris* (2004) 27 O.S.C.B. 1597 (aff'd [2005] O.J. No. 1984 (Div. Ct.)) at paras. 29-30).

[48] Although a hearing and review is broader in scope than an appeal, there are limited grounds upon which the Commission will intervene in a decision of the TSX. In its decision in *Re Canada Malting Co.* (1986), 9 O.S.C.B. 3587 ("**Canada Malting**"), the Commission set out the grounds upon which it may intervene, which have continued to be applied in subsequent Commission decisions. The Commission may intervene in a decision under section 21.7 if:

- (a) the TSX proceeded on an incorrect principle;
- (b) the TSX erred in law;
- (c) the TSX overlooked material evidence;
- (d) new and compelling evidence is presented to the Commission which was not presented to the TSX; or
- (e) the TSX's perception of the public interest conflicts with that of the Commission

(*Canada Malting*, *supra* at 3587)

[49] Generally, the Commission will take a restrained approach and will show deference to decisions of the TSX, particularly where those decisions fall within areas of the TSX's expertise.

[50] In this case, CI framed the preliminary issue as one of whether the TSX had jurisdiction to make the Decisions. The question of whether the TSX had jurisdiction can also be addressed within the scope of a *Canada Malting* analysis. The parties do not dispute that it is appropriate in this case for the Commission to consider the jurisdiction of the TSX as a preliminary issue.

[51] In our view, the analysis is the same whether the issue is addressed as a preliminary question of jurisdiction or assessed as an error in law under the *Canada Malting* analysis. The issue before us is whether the TSX erred in finding that it had jurisdiction to make the Decisions.

[52] The question we must answer in our analysis is therefore: Did the TSX have the jurisdiction to make the Decisions and require a two-tiered vote on the ratification of the continued existence of the Plan by CI's shareholders?

IV. RELEVANT SECTIONS OF THE TSX MANUAL

[53] Section 602 of the TSX Manual gives the TSX jurisdiction over "transactions". In 2008, section 602 stated¹:

¹ Section 602 was changed as of February 4, 2011. We agree with CI's submission that these language changes do not affect the issues to be decided in this hearing.

Sec. 602. General

(a) Every listed issuer shall immediately notify TSX in writing of any transaction involving the issuance or potential issuance of any of its securities other than unlisted, non-voting, nonparticipating securities.

(b) A listed issuer may not proceed with a Subsection 602(a) transaction unless accepted by TSX. Failure to comply with this provision may result in the suspension and delisting of the listed issuer's listed securities (see Part VII of this Manual).

[54] Under section 634 of the TSX Manual, shareholder rights plans qualify as "transactions":

Sec. 634. General

(a) Security holder rights plans (commonly referred to as "poison pills") fall under TSX jurisdiction by virtue of Section 602 which requires listed issuers to pre-clear with TSX any potential issuance of equity securities.

...

[55] The TSX's general approach to approval requirements for shareholder rights plans is set out in Section 636 of the TSX Manual. Subsection 636(b) provides that the TSX will generally require a two-tiered vote for approval of a shareholder rights plan:

Sec. 636. TSX Approach

...

(b) In cases where a particular security holder may be exempted from the operation of a plan even though the security holder's percentage holding exceeds the plan's triggering ownership threshold, TSX will normally require that the plan be ratified by a vote of security holders that excludes the votes of the exempted security holder and its insiders as well as by a vote that does not exclude such security holder.

...

[56] Section 603 of the TSX Manual provides the TSX with the general discretion to impose conditions on any transaction in its jurisdiction. It states as follows:

Sec. 603 Discretion

TSX has the discretion: (i) to accept notice of a transaction; (ii) to impose conditions on a transaction; and (iii) to allow exemptions from any of the requirements contained in Parts V or VI of this Manual.

In exercising this discretion, TSX will consider the effect that the transaction may have on the quality of the marketplace provided by TSX, based on factors including the following:

- i) the involvement of insiders or other related parties of the listed issuer in the transaction;
- ii) the material effect on control of the listed issuer;
- iii) the listed issuer's corporate governance practices;
- iv) the listed issuer's disclosure practices;
- v) the existence of an order issued by a court or administrative regulatory body that has considered the security holders' interests; and
- vi) the existence of an order issued by a court or administrative regulatory body that has considered the security holders' interests.

V. SUBMISSIONS OF THE PARTIES

A. CI Financial

[57] As noted above, section 634 of the TSX Manual provides that security holder rights plans “fall under TSX jurisdiction by virtue of Section 602 which requires listed issuers to pre-clear with TSX any potential issuance of equity securities”. CI is required to notify the TSX in writing of any transactions relating to the issuance or potential issuance of its securities, including rights issued pursuant to shareholder rights plans. CI submits that it did this in 2008 when the Plan was initially adopted, and that the TSX accepted the Plan when it issued its acceptance letter on October 27, 2008. Following shareholder approval by a two-tiered vote, as required by the TSX, the TSX listed the rights conferred by the Plan. Having done so, according to CI, the TSX exhausted its jurisdiction over the Plan.

[58] According to CI’s submissions, the TSX, having approved the Plan, has no further authority to intervene in the Plan, unless CI sought to amend the plan or enter into a new shareholder rights plan upon the Plan’s expiry.

[59] CI submits that the TSX does not have a broad authority to intervene in a shareholder rights plan which it has already approved. Section 603, which confers discretion on the TSX to accept notice of transactions and impose conditions on transactions, does not provide the TSX with jurisdiction to impose conditions on the continued existence of the Plan. CI submits that it is an abuse of process for the TSX to purport to re-exercise its discretion under Section 603 years after approving the Plan in 2008, after CI and its Independent Shareholders have relied on the TSX’s initial exercise of its discretion.

[60] CI submits that the TSX Listings Committee erred in its interpretation of the Plan. According to CI’s submissions, section 5.19 of the Plan provides for a vote of only the Independent Shareholders, unless there is a rule or regulation of the TSX, or another exchange, which requires a vote of all shareholders. CI submits that the language of section 5.19 of the Plan does not invite the TSX to interfere in the 2011 shareholder review of the Plan in the absence of a rule or regulation that expressly permits the TSX to do so. Section 5.19 of the Plan states that:

If required by the rules and regulations of any stock exchange on which the Common Shares are then listed, at or prior to the annual meeting of the shareholders of the Corporation in 2011, ... the Board shall submit a resolution ratifying the continued existence of this Agreement to all holders of Common Shares for their consideration and, if thought advisable, approval. ...

CI submits that this statement does not grant the TSX the ability to require a two-tiered vote absent a rule providing it with this jurisdiction. CI further submits that the TSX rules currently do not provide the TSX such jurisdiction.

[61] CI submits that the TSX erred in finding that the shareholder review of the Plan scheduled for June 2011 is not substantially different from an initial adoption of a plan, an amendment to a plan or the renewal of a plan. Although the adoption of shareholder rights plans requires a vote of all shareholders and a two-tiered vote when one shareholder is treated differently than others by the plan, once a plan has been validly adopted, there is no rationale for varying the terms of the plan and requiring a vote that differs from that to which the shareholders originally agreed.

[62] CI submits that by ordering a two-tiered vote, the TSX granted a remedy that undermines the purpose of the shareholder review, to the detriment of the Independent Shareholders, even as the TSX purports to be acting in the interest of those shareholders. CI submits that the TSX compromised the contractual rights of CI’s shareholders and the interests of CI’s Independent Shareholders.

B. The TSX

[63] The TSX submits that the continuance of a shareholder rights plan subject to shareholder ratification is a transaction, regardless of whether characterized as a “mid-term check”, a “continuation” or any other name. It is in substance and consequence a transaction – the Plan ceases to exist unless the shareholders vote in favour of it.

[64] The TSX submits that the renewal of an existing plan is effectively a re-adoption of the same plan and is a transaction. The consequences are the same in the cases of a vote against adoption or renewal – the plan ends without further steps being taken. According to the TSX, the continued existence of the Plan, subject to shareholder ratification, is no different.

[65] The TSX advocates a purposeful approach to defining a “transaction”. It argues that the Plan qualifies as a transaction under section 602 because it involves the potential redemption of securities. An issuer must notify the TSX of its intention to redeem or partially redeem its securities.

[66] The TSX contends that section 603 of the TSX Manual confers a broad discretionary power on the TSX to accept notice of a transaction, impose conditions on a transaction and allow exemptions from the requirements in Parts V or VI of the TSX Manual. The TSX submits that it is within its jurisdiction “to apply its discretion not only to transactions, but also more

broadly when events falling under Parts V and VI of the TSX Manual may impact the quality of the marketplace". While there is no specific rule providing the TSX with jurisdiction over "renewals" of plans, the TSX has general jurisdiction over shareholder rights plans under sections 634 to 637 of the TSX Manual, particularly with respect to shareholder votes on plans.

[67] The TSX has jurisdiction over shareholder rights plans under section 634 of the TSX Manual, and it has the discretion to accept notice of a plan and impose conditions on it under section 603. The TSX submits that there is no requirement that the transaction be a "new transaction", and further, that it is of no consequence whether a determination about the existence of a plan is made at the beginning, middle or end of its life.

[68] The TSX submits that further support for a purposeful approach to defining a "transaction" to include the mid-term vote is found in the introduction to the TSX Manual, under the heading "Special Circumstances". The TSX argues that the special circumstances section requires issuers to comply with the spirit of the TSX's listing requirements in situations where there is no specific guidance in the TSX Manual's rules. The TSX submits that this section also provides it with jurisdiction to place conditions on the mid-term vote, which it exercised because of its concerns about the opaqueness of the disclosure regarding the vote's structure in the 2008 Circular.

[69] The TSX argues that a vote on the continued existence of the Plan is subject to TSX jurisdiction. The TSX submits that this is consistent with the discretion granted to the TSX in the TSX Manual and the provisions of section 5.19 of the Plan.

C. Staff of the Commission

[70] Staff submits that the TSX's argument requires us to accept that the "transaction" referenced in section 603 of the TSX Manual is not restricted to a "transaction involving the issuance or potential issuance" of securities. Staff submits that a plain reading of sections 602 and 603 of the TSX Manual does not support the TSX's position. Since there is no requirement under TSX rules for CI to provide notice to the TSX of a continuation of the Plan, the TSX's discretion under section 603 is not engaged.

[71] Staff further submits that interpreting the TSX's discretion under section 603 as providing the TSX with ongoing jurisdiction over transactions will create market uncertainty. Staff takes the position that this interpretation should be rejected, otherwise issuers will not know when the TSX is going to take jurisdiction over a transaction, or what precisely is characterized as a transaction.

[72] Staff submits that the TSX's exercise of its discretion under section 603 to maintain the quality of the marketplace is only engaged when the TSX is accepting a transaction, imposing conditions on a transaction or allowing exemptions from requirements under Parts V or VI of the TSX Manual. Staff's position is that the TSX's jurisdiction under section 603 is limited to proposed transactions that involve the issuance or potential issuance of securities.

VI. ANALYSIS: THE TSX'S JURISDICTION

A. Jurisdiction over "transactions" in sections 602 and 603 of the TSX Manual

[73] We agree with CI and Staff that the mid-term ratification of the continuation of the Plan is not a transaction.

[74] The TSX's jurisdiction over transactions is set out in sections 602 and 603 of the TSX Manual. Section 602 provides that: "Every listed issuer shall immediately notify TSX in writing of any transaction involving the issuance or potential issuance of any of its securities" (TSX Manual, s. 602).

[75] Section 603 sets out the TSX's discretion with respect to transactions:

TSX has the discretion: (i) to accept notice of a transaction; (ii) to impose conditions on a transaction; and (iii) to allow exemptions from any of the requirements contained in Parts V or VI of this Manual.

In exercising this discretion, TSX will consider the effect that the transaction may have on the quality of the marketplace provided by TSX ...

[76] The TSX's jurisdiction to exercise its discretion under section 603 is qualified by the requirement that it be exercised with respect to transactions. Section 602 applies not to all transactions, but to transactions "involving the issuance or potential issuance of securities". The TSX Rules allow for the exercise of its discretion to consider the effect on the quality of the marketplace only with respect to transactions that involve the issuance or potential issuance of securities.

[77] The rights conferred by the Plan were listed by the TSX upon its initial approval of the Plan in 2008. Section 634 of the TSX Manual confirms that shareholder rights plans fall under the TSX's jurisdiction by virtue of section 602. The TSX had

jurisdiction over the Plan in 2008, and it exercised that jurisdiction. The TSX approved the Plan, subject to conditions that included a two-tiered vote on the initial ratification of the Plan by CI shareholders.

[78] The Plan, as approved by the TSX, contemplated that there would be a mid-term vote by the Independent Shareholders at the 2011 Annual Meeting:

... at or prior to the annual meeting of the shareholders of the Corporation in 2011, ... the Board shall submit a resolution ratifying the continued existence of this Agreement to the Independent Shareholders for their consideration and, if thought advisable, approval. ...

(Plan, section 5.19)

Having exercised its section 603 jurisdiction in 2008, it was not open to the TSX to revisit its decision to approve the Plan and its terms.

[79] We do not agree that the TSX's acknowledged discretion over the initial approval of transactions continues for the entire life of a transaction. The TSX Manual explicitly grants the TSX jurisdiction over the initial adoption of plans and amendments to existing plans. There is no similar grant of jurisdiction over the continuation of plans mid-stream. This was noted by the Listings Committee in the April 29 Decision: "The Committee acknowledged that there was no requirement within these sections which directly governs the Continuation or explicitly requires the filing of an application with TSX for the continuation of a Plan" (April 29 Listings Committee Summary at p. 2). Absent such a rule, the TSX's jurisdiction under sections 602 and 603 is limited to transactions involving the issuance or potential issuance of securities.

[80] The TSX submits that the definition of "transaction" should capture those circumstances in which it would be appropriate for the TSX to exercise supervisory authority to guarantee the quality of the marketplace, and that the whole area of poison pills is in the "wheelhouse" of the TSX.

[81] Shareholder rights plans fall under the jurisdiction of the TSX under Part VI of the TSX Manual. This jurisdiction, however, is limited by the terms of the TSX Manual. Section 634(a) of the Manual states that: "Security holder rights plans (commonly referred to as "poison pills") fall under TSX jurisdiction by virtue of Section 602 which requires listed issuers to pre-clear with TSX any potential issuance of equity securities". The circumstances at issue here are not a situation where the TSX may exercise its discretion to approve or impose conditions on a transaction or "allow exemptions from any of the requirements contained in Parts V or VI of this Manual" (TSX Manual, s. 603).

[82] The TSX's jurisdiction to consider the effect on the quality of the marketplace under section 603 can be exercised with respect to transactions involving the issuance or potential issuance of securities. This included the initial listing of the rights of the Plan, but does not permit the TSX to impose conditions on the mid-term vote.

[83] The TSX argues that the terms of the Plan itself contemplate that the TSX may require a two-tiered vote at the 2011 Annual Meeting. Section 5.19 of the Plan states, in part:

If required by the rules and regulations of any stock exchange on which the Common Shares are then listed, at or prior to the annual meeting of the shareholders of the Corporation in 2011, provided that a Flip-in Event has not occurred prior to such time, the Board shall submit a resolution ratifying the continued existence of this Agreement to all holders of Common Shares for their consideration and, if thought advisable, approval. ...

[84] We agree with CI's submission that the language of section 5.19 does not confer on the TSX the authority to place conditions on the mid-term vote, nor does it acknowledge the existence of rules providing the TSX with discretion to require a two-tiered vote. On its terms, section 5.19 contemplates the possibility that the TSX or another stock exchange on which CI is listed may, at the time of the 2011 vote, have rules governing votes such as this one on the ratification of the continuation of the Plan. Section 5.19 continues to describe the voting process at the 2011 Annual Meeting in the case where the TSX or another exchange implements rules requiring a two-tiered vote.

[85] As a final matter, we note that the TSX described its limited jurisdiction over shareholder rights plans in its response to a request for comments regarding proposed amendments to Parts V, VI and VII of the TSX Manual:

... The securities commissions in Canada are responsible for reviewing the propriety or operation of plans, not TSX. TSX simply accepts notice of the plan and consents to the listing of the rights on TSX which are issuable pursuant to the plan. Therefore, it is not within TSX's jurisdiction to "allow the plan to be operative" ...

(TSX Request for Comments – Amendments to Parts V, VI and VII of the Toronto Stock Exchange Company Manual in Respect of Non-Exempt Issuers, Changes in Structure of Issuers' Capital and Delisting Procedures (2004), 27 O.S.C.B. 249)

B. Jurisdiction over redemptions

[86] The TSX submits that the mid-term vote on the continuation of the Plan is a transaction because it involves the potential redemption of listed rights. The TSX contends that a purposeful and contextual reading of section 602 of the TSX Manual results in a finding that transactions are those events for which notice to the TSX is required. Under section 625 of the TSX Manual, issuers proposing to redeem, or partially redeem, securities must give notice to the TSX:

I. Redemption of Listed Securities

Sec. 625

(a) Where a listed issuer proposes to redeem, or partially redeem, listed securities, one copy of the notice of redemption must be filed with TSX concurrently with the sending of the notices to the security holders, but in any event no later than seven trading days prior to the redemption date. For a full redemption of a listed class of securities, such securities will normally be delisted from TSX at the close of business on the redemption date. For a partial redemption, listed securities must be redeemed on a pro rata basis, TSX will not accept notice of a partial redemption of listed securities by lot.

(b) Where a listed issuer redeems or partially redeems securities which were convertible into listed securities, the listed issuer must advise TSX, as soon as possible after the redemption date, of the number of securities which were authorized for issuance for potential conversion of the redeemed securities but were not in fact issued. TSX will adjust its listing records accordingly.

[87] The TSX argues that the requirement for notice for a redemption of securities triggers the TSX's jurisdiction to impose conditions on transactions under section 603. We note that this issue was not addressed in the Decisions. The TSX Decisions do not consider whether redemptions are "transactions" under section 602 of the TSX Manual. On the contrary, the Listings Committee stated the following in its Decisions: "TSX rules are silent on the requirements relating to renewal or interim votes on security holder rights plans" (April 20 Listings Committee Summary at p. 2), and,

The Committee acknowledged that there was no requirement within [sections 634 to 637 of the TSX Manual] which directly governs the Continuation or explicitly requires the filing of an application with TSX for the continuation of a plan.

(April 29 Listings Committee Summary at p. 2)

[88] A plain reading of section 625 of the TSX Manual suggests that it requires that notice be given to the TSX once an issuer proposes to redeem or partially redeem its securities. This section is therefore only engaged once a determination to redeem the securities is made.

[89] The mid-term vote on the Plan's continuation could result in the delisting of the rights associated with the Plan. However, the TSX's jurisdiction over the redemption of the listed rights is not engaged until CI makes a request to redeem those securities. Although there is the potential for redemption of securities in the vote on the mid-term ratification of the Plan, CI would not be required to provide the TSX with notice of an intention to redeem securities prior to the mid-term vote. Indeed, it could not do so.

[90] Further, as discussed above, the TSX's discretion under section 603 is limited to transactions involving the issuance or potential issuance of securities. Redemption of securities is not contemplated in the definition of a transaction in section 602 of the TSX Manual. The mid-term vote does not involve an issuance or potential issuance of securities as is required in the definition of a transaction under section 602.

C. Jurisdiction in "special circumstances"

[91] The TSX submits that, in the absence of specific rules governing its jurisdiction over the mid-term ratification of the continuance of the Plan, the Listings Committee still had jurisdiction to require a two-tiered vote because there were "special circumstances". The TSX referred us to the "Special Circumstances" section of the TSX Manual's Introduction, which states:

Special Circumstances

The listing requirements of the Exchange are comprehensive, and relevant to most situations. Yet, because of rapid structural changes in business and the breadth and complexity of the activities of listed companies, circumstance could arise where explicit guidance may not be found in the Manual. In those instances where a particular corporate situation is unique, and where no specific rules relating to such a situation can be found, companies are expected to adhere to the spirit of the Exchange's listing requirements.

[92] The TSX argues that the disclosure in the 2008 Circular was misleading because it did not state that the mid-term ratification of the Plan's continuance would be subject to a vote of only the Independent Shareholders. As a result of these special circumstances, the TSX claims it had the discretion to intervene and require a two-tiered vote on the 2011 ratification of the continued existence of the Plan.

[93] We note that both the 2008 Circular and the full text of the Plan were available to all CI shareholders in 2008. However, the 2008 Circular was not included in the materials that TSX initially considered when it approved the Plan in 2008. This was presumably because, as noted by the Listings Committee in the April 29 Decision, "... TSX does not review disclosure in circulars at the time of shareholder approval of shareholder rights plans".

[94] We did not have enough evidence before us to make our own assessment of the adequacy or materiality of the disclosure in the 2008 Circular. We do note that Appendix "I" of the 2008 Circular, where the Plan is referenced, makes it clear that it is only a summary of the full Plan:

The following is a summary of the features of the Rights Plan as it applies to the Fund. The summary is qualified in its entirety by the full text of the Rights Plan, a copy of which is available on request from the Secretary of the Fund as described in the Information Circular and is also available on SEDAR at www.sedar.com. ...

[95] The listed issuer's disclosure practices is a factor that the TSX may consider in its section 603 analysis when deciding whether to approve a shareholder rights plan. However, in order for the TSX's powers under section 603 to be engaged, the TSX must first have jurisdiction. We have concluded that in this case, it did not. The time for the TSX to apply an analysis under section 603 was in 2008 when the Plan was initially approved. It was not open to the TSX to reconsider the impact of the Plan on the quality of the marketplace, having previously approved it in 2008.

[96] We agree with CI's submission that the "Special Circumstances" section of the TSX Manual should not apply in this case. This is not a circumstance where "explicit guidance may not be found in the Manual". The TSX Manual has rules relating to shareholder rights plans, and CI complied with those rules when it provided the Plan to the TSX in 2008. The TSX had the opportunity to opine on the process to be used for mid-term ratification when it reviewed the Plan in 2008.

VII. CONCLUSION

[97] We find that the TSX did not have jurisdiction to make the Decisions requiring that the mid-term vote on the ratification of the continuance of CI's shareholder rights plan be subject to a two-tiered vote. The vote on the continuation of the Plan at the 2011 Annual meeting does not involve the issuance or potential issuance of securities, and is therefore not a transaction that engages the TSX's jurisdiction under sections 602 and 603 of the TSX Manual. The TSX erred in law in finding that it had jurisdiction in 2011 to impose conditions on the mid-term vote on the continuation of the Plan.

[98] Given our finding that the TSX erred in assuming jurisdiction to impose conditions on the 2011 mid-term vote, it is not necessary for us to consider the other grounds for review alleged by CI.

[99] The TSX Decisions were therefore set aside, as provided in our May 26, 2011 Order. Only the Independent Shareholders of CI were entitled to vote on the resolution ratifying the continued existence of the Plan at the 2011 Annual Meeting.

Dated at Toronto this 25th day of October, 2011.

"Mary G. Condon"

"Sinan O. Akdeniz"

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
Yukon Gold Corporation, Inc.	06 Oct 11	18 Oct 11		20 Oct 11
Golden Peaks Resources Ltd.	11 Oct 11	24 Oct 11		25 Oct 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

THERE ARE NO ITEMS FOR THIS WEEK.

4.2.2 Outstanding Management & Insider Cease Trading Orders

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

THERE ARE NO ITEMS FOR THIS WEEK.

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Chapter 5

Rules and Policies

5.1.1 OSC Rule 21-501 – Deferral of Information Transparency Requirements for Government Debt Securities in National Instrument 21-101 – Marketplace Operation

NOTICE OF ONTARIO SECURITIES COMMISSION RULE 21-501 DEFERRAL OF INFORMATION TRANSPARENCY REQUIREMENTS FOR GOVERNMENT DEBT SECURITIES IN NATIONAL INSTRUMENT 21-101 — *MARKETPLACE OPERATION*

A. INTRODUCTION

On October 11, 2011, the Ontario Securities Commission (OSC) made OSC Rule 21-501 *Deferral of Information Transparency Requirements for Government Debt Securities in National Instrument 21-101 — Marketplace Operation* (the Rule) under the *Securities Act* (Ontario) (the Act). The purpose of the Rule is to extend the existing exemption from the transparency requirements for government debt securities, included in section 8.6 of National Instrument 21-101 *Marketplace Operation*, until December 31, 2014.

The Rule was not published for comment because the substance of the Rule was previously published for comment (the Request for Comments)¹ as a proposed amendment to National Instrument 21-101 (the NI 21-101 Amendments) and the only comment received on the proposed amendment was supportive of the deferral.

The Commission understands that the securities regulatory authorities in other jurisdictions of the Canadian Securities Administrators (CSA) have granted, or are expected to grant in due course, blanket orders providing for the same extension as the Rule.

B. DELIVERY OF RULE TO MINISTER

Under subsection 143.3 of the Act, the Rule was delivered to the Minister of Finance for approval on October 21, 2011. Unless the Minister rejects the Rule or returns it to the Commission for further consideration, it will come into force on December 31, 2011.

C. BACKGROUND TO AND PURPOSE OF THE RULE

Part 8 of National Instrument 21-101 sets out transparency requirements for marketplaces dealing in debt securities, inter-dealer bond brokers and dealers trading unlisted debt securities. Section 8.1 sets out specific pre-trade and post-trade transparency requirements for government debt securities. Section 8.6 contains an exemption from section 8.1 until January 1, 2012. This exemption has been in place since 2003, and was last extended in 2006.

The Request for Comments noted that the CSA has reviewed the continuing appropriateness of the exemption and alternatives for transparency of government fixed income securities. Currently, no domestic or international jurisdiction has established mandatory transparency requirements for government debt. However, progress is being made toward improving transparency in the fixed income market. In light of ongoing developments, the NI 21-101 Amendments propose to further defer the introduction of the transparency requirements in section 8.1 from January 1, 2012 until January 1, 2015 in order to allow the CSA an opportunity to consider international and domestic transparency developments and to determine what, if any, mandatory requirements are needed in this area.

For more detail on the background of the Rule, please refer to the Request for Comments.

D. SUMMARY OF THE RULE

The NI 21-101 Amendments will not be finalized before the current exemption in section 8.6 expires. Therefore, the Rule is necessary to ensure that the exemption continues to be in effect until the NI 21-101 Amendments are implemented. Once the NI 21-101 Amendments are enacted, it is expected that the Rule will be repealed.

¹ Request for Comments, *Proposed Amendments to National Instrument 21-101 Marketplace Operation and 23-101 Trading Rules* (2011), 34 OSCB (Supp-1), p. 14.

E. SUMMARY OF COMMENTS

We received twelve responses to the Request for Comments and thank the responders for their submissions. Of these, only one submission commented on the proposal to extend the exemption and was supportive without qualification. A full summary of all the comments received will be published when the NI 21-101 Amendments are finalized.

F. AUTHORITY FOR THE RULE

The Commission has the authority to make the Rule pursuant to the following provisions of the Act:

- Paragraph 143(1)7 authorizes the Commission to make rules prescribing requirements in respect of the disclosure or furnishing of information to the public or the Commission by registrants.
- Paragraph 143(1)11 authorizes the Commission to make rules regulating the listing or trading of publicly traded securities including requiring reporting of trades and quotations.

G. QUESTIONS

Please refer any of your questions to:

Timothy Baikie
Senior Legal Counsel, Market Regulation
Ontario Securities Commission
(416) 593-8136
tbaikie@osc.gov.on.ca

Ruxandra Smith
Senior Accountant, Market Regulation
Ontario Securities Commission
(416) 593-2317
ruxsmith@osc.gov.on.ca

**ONTARIO SECURITIES COMMISSION RULE 21-501
DEFERRAL OF TRANSPARENCY REQUIREMENTS FOR GOVERNMENT DEBT SECURITIES IN
NATIONAL INSTRUMENT 21-101 — *MARKETPLACE OPERATION***

Extension of existing exemption for government debt securities

1. In Ontario, the reference to “January 1, 2012” in section 8.6 of National Instrument 21-101 *Marketplace Operation* shall be read as a reference to “January 1, 2015”.

Effective Date

2. This rule comes into force on December 31, 2011.

Expiration

3. This rule expires on January 1, 2015.

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Chapter 7

Insider Reporting

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

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

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

Chapter 8

Notice of Exempt Financings

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

Transaction Date	No. of Purchasers	Issuer/Security	Total Purchase Price (\$)	No. of Securities Distributed
09/23/2010	19	AKA Ventures Inc. - Common Shares	626,200.00	3,131,000.00
05/17/2011	12	Allante Resources Inc. - Common Shares	1,000,000.00	5,000,000.00
09/30/2011	1	Appleby Burlington Limited - Loans	4,900,000.00	4,900,000.00
08/31/2011	2	Atna Resources Ltd. - Common Shares	31,802,909.73	15,000,000.00
09/23/2011	1	Beringer Capital Partners Fund II L.P. - Limited Partnership Interest	20,000,000.00	1.00
09/20/2011	1	Blackstone Ventures Inc. - Common Shares	68,000.00	850,000.00
08/19/2011	20	Brazil Potash Corp. - Common Shares	7,723,000.00	3,861,500.00
09/22/2011	15	Canadian Horizons Blended Mortgage Investment Corporation - Preferred Shares	199,932.00	199,932.00
09/22/2011	17	Canadian Horizons First Mortgage Investment Corporation - Preferred Shares	754,192.00	754,192.00
09/22/2011	4	CareVest First Mortgage Investment Corporation - Preferred Shares	89,870.00	89,870.00
12/31/2009	1	Carlyle Asia Partners III, L.P. - Limited Partnership Interest	15,699,000.00	1.00
03/17/2006	1	Carlyle Asia Partners II, L.P. - Limited Partnership Interest	17,382,000.00	1.00
09/30/2011	60	Castle Peak Mining Ltd. - Units	1,692,607.70	3,711,022.00
09/30/2011	68	Centurion Apartment Real Estate Investment Trust - Units	2,998,073.21	295,522.24
05/06/2011	29	Channel Resources Ltd. - Units	7,092,400.00	20,590,000.00
09/28/2011	28	Druk Capital Partners Inc. - Special Warrants	1,337,849.70	2,432,454.00
09/09/2011	21	EQT V1 (No.1) Limited Partnership - Limited Partnership Interest	677,188,875.00	NA
10/01/2011	1	Equimor Income Fund Inc. - Special Shares	100,000.00	100,000.00
09/02/2011 to 09/21/2011	46	Equitas Resources Corp. - Units	2,243,750.00	15,058,333.00
09/23/2011	27	Excalibur Resources Ltd. - Flow-Through Units	718,000.00	3,455,000.00
12/30/2010	64	Fire River Gold Corp. - Common Shares	1,407,831.30	3,128,514.00
09/23/2011	1	First Leaside Expansion Limited Partnership - Units	36,001.00	36,001.00
09/26/2011	1	First Leaside Venture Limited Partnership - Units	120,511.00	120,511.00

Notice of Exempt Financings

Transaction Date	No. of Purchasers	Issuer/Security	Total Purchase Price (\$)	No. of Securities Distributed
09/22/2011 to 10/27/2011	2	First Leaside Wealth Management Fund - Limited Partnership Interest	49,602.00	49,602.00
09/23/2011	3	Flex Fund - Units	60,592.00	60,592.00
09/22/2011	1	Flex Fund - Units	14,764.00	14,764.00
09/26/2011	42	Glass Earth Gold Limited - Units	2,594,451.20	4,717,184.00
06/27/2011 to 10/22/2011	1	GMO International Intrinsic Value Fund-II - Units	383,564.74	19,076.62
08/17/2011 to 08/31/2011	1	GMO Quality Fund-III - Units	20,417,000.00	963,007.89
09/06/2011	1	GMO World Opportunities Equity Allocation Fund - Units	2,556,168.41	142,220.82
09/27/2011	1	GMO World Opportunities Equity Allocation Fund - Units	18,130,000.00	1,038,742.28
09/28/2011	11	Gold Port Resources Ltd. - Units	120,000.00	1,000,000.00
09/16/2011 to 09/19/2011	73	Gold Port Resources Ltd. - Units	1,042,940.00	8,691,166.67
04/26/2011	1	Golden Moor Inc. - Common Shares	30,000.00	300,000.00
09/29/2011	36	Greybrook College Limited Partnership - Units	9,250,000.00	92,500.00
09/26/2011 to 09/30/2011	22	IGW Real Estate Investment Trust - Units	696,365.00	508,130.95
10/03/2011	1	Imperial Capital Acquisition Fund IV (Institutional) 2 Limited Partnership - Limited Partnership Units	110,067.83	11,067.83
10/03/2011	1	Imperial Capital Acquisition Fund IV (Institutional) 3 Limited Partnership - Limited Partnership Units	110,067.81	110,067.81
10/03/2011		Imperial Capital Acquisition Fund IV (Institutional) 4 Limited Partnership - Limited Partnership Units		55,033.87
10/03/2011	1	Imperial Capital Acquisition Fund IV (Institutional) 5 Limited Partnership - Limited Partnership Units	55,033.93	55,033.93
09/02/2011	1	Indigo Exploration Inc. - Units	982,500.00	3,275,000.00
09/20/2011	6	Iron Mountain Incorporated - Notes	6,450,600.00	6.00
09/27/2011	2	Kennedy Road Hospitality - Loans	571,720.40	571,720.40
09/28/2011	2	Kensington-PFF Capital L.P. - Units	1,999,885.52	2,000.00
04/15/2011	3	Kokomo Enterprises Inc. - Units	50,000.00	500,000.00
09/28/2011	14	Lakeside Mineral Corp. - Units	147,050.00	963,667.00
09/27/2011	28	Life Sciences Institute Inc. - Units	2,888,100.08	52,825,668.00
09/12/2011	13	Lion Petroleum Corp. - Non-Flow Through Units	1,560,000.00	13.00
06/03/2011	7	Manitou Gold Inc. - Common Shares	0.00	200,000.00
09/09/2011	1	Mantis Mineral Corp. - Options	1,000,000.00	6,666,666.67

Notice of Exempt Financings

Transaction Date	No. of Purchasers	Issuer/Security	Total Purchase Price (\$)	No. of Securities Distributed
09/26/2011	1	Mellanox Technologies, Ltd. - Common Shares	153,543.00	3,000,000.00
09/27/2011 to 09/30/2011	6	Member-Partners Solar Energy Limited Partnership - Units	302,000.00	302,000.00
09/29/2011	3	Micromem Technologies Inc. - Units	60,000.00	350,000.00
09/28/2011	4	MillenMin Ventures Inc. - Common Shares	300,000.00	2,000,000.00
09/30/2011	49	MineralFields 2011-II Super Flow-Through Limited Partnership - Units	1,630,000.00	16,300.00
05/06/2011	1	Mood Media Corporation - Common Shares	2,008,000.00	800,000.00
09/30/2011	32	Morrison Laurier Mortgage Corporation - Preferred Shares	791,150.00	79,115.00
09/25/2011 to 09/30/2011	3	MOVE Trust - Notes	7,367,902.92	3.00
09/30/2011	12	NADG Caruth (Canadian) Limited Partnership - Limited Partnership Units	8,600,000.00	34.40
09/30/2011	10	NADG Edgewood (Canadian) Limited Partnership - Limited Partnership Units	5,050,000.00	20.20
09/30/2011	5	NADG Paims Plaza (Canadian) Limited Partnership - Limited Partnership Units	3,250,000.00	13.00
09/26/2011	1	New Solutions Financial (II) Corporation - Debentures	50,000.00	1.00
09/21/2011 to 09/30/2011	1	Newport Real Estate LPU - Trust Units	180,932.60	18,366.00
06/01/2011	8	Newstrike Resources Ltd. - Flow-Through Units	250,000.00	1,000,000.00
09/22/2011	1	Nordea Eiendomshredditt AS - Bond	15,433,314.00	1.00
02/24/2011 to 05/11/2011	250	Northern Patriot Oil & Gas Ltd. - Units	10,806,833.00	10,806,833.00
09/27/2011	27	Northern Patriot Oil & Gas Ltd. - Units	7,761,503.00	5,174,335.00
05/06/2011	26	Northquest Ltd. - Units	2,718,294.15	2,692,423.00
09/28/2011	2	Noveko International Inc. - Debentures	2,000,000.00	N/A
08/16/2011 to 10/24/2011	21	Omniarch Capital Corporation - Bonds	1,028,209.37	N/A
09/30/2011	26	Optimal Resources Inc. - Units	1,587,500.00	6,350,000.00
09/01/2011	1	PAF II LTD - Common Shares	97,520,000.00	100,000.00
01/10/2011 to 01/20/2011	5	Pakit Inc. - Common Shares	195,000.00	325,000.00
09/28/2011	1	Partners Real Estate Investment Trust - Units	0.00	2,500,000.00
08/31/2011	60	Pavilion Flow-Through L.P. (2011) 1 - Limited Partnership Units	1,655,000.00	165,500.00
03/04/2011	5	Peregrine Diamonds Ltd. - Common Shares	8,400,000.00	3,000,000.00

Notice of Exempt Financings

Transaction Date	No. of Purchasers	Issuer/Security	Total Purchase Price (\$)	No. of Securities Distributed
09/30/2011	1	Place Trans Canadienne Commercial Limited Partnership - Notes	65,000.00	65,000.00
09/23/2011	4	Plasco Energy Group Inc. - Preferred Shares	15,500,000.00	7,989,688.00
09/26/2011	1	Platinum Energy Solutions, Inc. - Notes	14,733,075.00	1.00
05/04/2011	2	Preo Software Inc. - Debentures	80,000.00	2.00
09/27/2011	19	Queenston Mining Inc. - Flow-Through Shares	24,999,997.50	3,333,333.00
10/04/2011	10	RedWater Energy Corp. - Flow-Through Units	135,366.00	N/A
09/14/2011	22	Riata Resources Corp. - Units	1,050,000.00	10,500,000.00
09/14/2011	2	Rio Tinto Finance (USA) Limited - Notes	11,861,737.19	2.00
10/01/2011	2	Riverside Capital Limited Partnership - Limited Partnership Units	30,000.00	2,654.30
09/08/2011	1	Rubicon Pharmacies Limited Partnership - Limited Partnership Units	100,000.00	83,334.00
04/26/2011	11	Semcan Inc. - Common Shares	461,322.00	3,452,300.00
09/29/2011 to 10/02/2011	4	Shopmeid inc. - Common Shares	61,000.00	305,000.00
05/11/2011	27	Silver Bear Resources Inc. - Common Shares	5,000,000.00	6,250,000.00
09/19/2011	1	Sinclair Cockburn Mortgage Investment Corporation - Common Shares	150,000.00	150,000.00
09/06/2011 to 10/15/2011	7	Sinclair Cockburn Mortgage Investment Corporation - Common Shares	1,875,598.42	1,875,598.00
09/15/2011	59	Skyline Apartment Real Estate Investment Trust - Units	14,871,373.00	1,351,943.00
08/24/2011	10	Sonoma Capital Inc. - Common Shares	140,000.00	2,800,000.00
10/03/2011	38	Spackman Equities Group Inc. - Common Shares	3,086,000.00	61,720,000.00
09/22/2011 to 10/27/2011	13	Special Notes Limited Partnership - Limited Partnership Interest	1,229,400.00	1,229,400.00
10/01/2011	3	Stacey Muirhead Limited Partnership - Limited Partnership Units	42,500.00	1,376.80
10/01/2011	2	Stacey Muirhead RSP Fund - Trust Units	22,450.00	2,713.94
10/31/2010 to 09/30/2011	13	Stylus Growth Fund of the Stylus Pooled Funds - Units	985,000.73	70,884.68
10/31/2010 to 09/30/2011	105	Stylus Momentum Fund of the Stylus Pooled Funds - Units	14,410,650.55	722,260.69
09/27/2011 to 10/04/2011	7	Tamaka Gold Corporation - Units	248,010.00	708,600.00
10/03/2011	21	Telegraph Gold Inc. - Common Shares	675,000.00	1,350,000.00
10/03/2011	1	TenXc Wireless Inc. - Debenture	221,850.00	1.00

Notice of Exempt Financings

Transaction Date	No. of Purchasers	Issuer/Security	Total Purchase Price (\$)	No. of Securities Distributed
09/21/2011 to 09/30/2011	4	The Newport Balanced Fund - Trust Units	29,747.64	305.62
09/21/2011 to 09/30/2011	2	The Newport Canadian Equity Fund - Trust Units	100,000.00	785.26
09/21/2011 to 09/30/2011	1	The Newport Fixed Income Fund - Trust Units	50,000.00	468.40
09/21/2011 to 09/30/2011	10	The Newport Strategic Yield LP - Trust Units	1,905,035.13	29,760.00
09/21/2011 to 09/30/2011	14	The Newport Yield Fund - Trust Units	574,691.66	N/A
05/19/2011	1	Tigris Uranium Corp. - Common Shares	990,000.00	27,500,000.00
12/30/2010	62	Tigris Uranium Corp. - Units	4,149,000.00	10,500,000.00
02/22/2011	41	Tigris Uranium Corp. - Units	7,820,000.00	11,000,000.00
11/08/2010	3	Transparent Value Trust - Common Shares	83,287,748.00	7,973,780.40
09/27/2011	5	Uravan Minerals Inc. - Units	465,009.90	3,100,066.00
08/29/2011	5	VentriPoint Diagnostics Ltd. - Common Shares	59,074.00	345,463.00
09/30/2011	71	Vertex Fund - Trust Units	15,999,881.15	372,080.00
09/30/2011	74	Walton Edgemont Development Corporation - Common Shares	4,228,000.00	422,800.00
09/30/2011	19	Walton Fletcher Mills Investment Corporation - Common Shares	353,150.00	35,315.00
09/30/2011	8	Walton Fletcher Mills LP - Units	750,250.00	75,025.00
09/30/2011	13	Walton GA Crossroads LP - Units	480,215.30	46,650.00
09/30/2011	12	Walton MD Gardner Ridge Investment Corporation - Common Shares	241,160.00	24,116.00
09/21/2011	1	Westpac Banking Corporation - Notes	10,000,000.00	10,000.00
09/22/2011	536	Westport Innovations Inc. - Debentures	36,000,000.00	36,000.00
09/22/2011	39	Windfire Capital Corp. - Units	683,034.75	1,517,855.00
09/27/2011	1	ZoomMed Inc. - Debentures	1,500,000.00	N/A

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Chapter 11

IPOs, New Issues and Secondary Financings

Issuer Name:

Azure Dynamics Corporation
Principal Regulator - Ontario

Type and Date:

Preliminary Short Form Prospectus dated October 25, 2011
NP 11-202 Receipt dated October 25, 2011

Offering Price and Description:

\$ * - * Units - Price: \$ * per Unit

Underwriter(s) or Distributor(s):

Raymond James Ltd.
Cormark Securities Inc.
National Bank Financial Inc.

Promoter(s):

-

Project #1814643

Issuer Name:

Black Sparrow Capital Corp.
Principal Regulator - Alberta

Type and Date:

Preliminary CPC Prospectus dated October 21, 2011
NP 11-202 Receipt dated October 21, 2011

Offering Price and Description:

\$400,000.00 - 4,000,000 COMMON SHARES Price: \$0.10
per Common Share

Underwriter(s) or Distributor(s):

PI Financial Corp.

Promoter(s):

MICHAEL GALLORO

Project #1814011

Issuer Name:

C Level III Inc.
Principal Regulator - Ontario

Type and Date:

Preliminary CPC Prospectus dated October 21, 2011
NP 11-202 Receipt dated October 25, 2011

Offering Price and Description:

Minimum Offering: \$200,000.00 or 1,000,000 Common
Shares; Maximum Offering: \$1,000,000.00 or 5,000,000
Common Shares Price: \$0.20 per Common Share

Underwriter(s) or Distributor(s):

Portfolio Strategies Securities Inc.

Promoter(s):

-

Project #1813996

Issuer Name:

Calloway Real Estate Investment Trust
Principal Regulator - Ontario

Type and Date:

Preliminary Base Shelf Prospectus dated October 21, 2011
NP 11-202 Receipt dated October 24, 2011

Offering Price and Description:

\$2,000,000,000.00:

Units

Subscription Receipts

Warrants

Debt Securities

Underwriter(s) or Distributor(s):

-

Promoter(s):

-

Project #1814064

Issuer Name:

Canadian Natural Resources Limited
Principal Regulator - Alberta

Type and Date:

Preliminary Base Shelf Prospectus dated October 19, 2011
NP 11-202 Receipt dated October 19, 2011

Offering Price and Description:

\$3,000,000,000.00 - Medium Term Notes (unsecured)

Underwriter(s) or Distributor(s):

RBC DOMINION SECURITIES INC.

SCOTIA CAPITAL INC.

CIBC WORLD MARKETS INC.

BMO NESBITT BURNS INC.

MERRILL LYNCH CANADA INC.

DESJARDINS SECURITIES INC.

ALTACORP CAPITAL INC.

Promoter(s):

-

Project #1813001

Issuer Name:

Carpathian Gold Inc.
Principal Regulator - Ontario

Type and Date:

Preliminary Short Form Prospectus dated October 19, 2011
NP 11-202 Receipt dated October 19, 2011

Offering Price and Description:

\$40,000,000.00 - 100,000,000 Subscription Receipts Price:
\$0.40 per Subscription Receipt

Underwriter(s) or Distributor(s):

CORMARK SECURITIES INC.
MACQUARIE CAPITAL MARKETS CANADA LTD.
CANACCORD GENUITY CORP.
HAYWOOD SECURITIES INC.
JENNINGS CAPITAL INC.
STONECAP SECURITIES INC.

Promoter(s):

-

Project #1813172

Issuer Name:

CMX Gold & Silver Corp.
Principal Regulator - Alberta

Type and Date:

Preliminary Long Form Prospectus dated October 19, 2011
NP 11-202 Receipt dated October 19, 2011

Offering Price and Description:

MINIMUM \$2,650,000.00 -13,250,000 UNITS; MAXIMUM
\$4,000,000.00 -20,000,000 UNITS PRICE: \$0.20 PER
UNIT

Underwriter(s) or Distributor(s):

UNION SECURITIES LTD.

Promoter(s):

Jan Alston

Project #1813190

Issuer Name:

Colossus Minerals Inc.
Principal Regulator - Ontario

Type and Date:

Preliminary Short Form Prospectus dated October 19, 2011
NP 11-202 Receipt dated October 19, 2011

Offering Price and Description:

\$75,000,000.00 - 75,000 Units Price: \$1,000 per Unit

Underwriter(s) or Distributor(s):

DUNDEE SECURITIES LTD.
CLARUS SECURITIES INC.
CANACCORD GENUITY CORP.
GMP SECURITIES L.P.

Promoter(s):

-

Project #1812985

Issuer Name:

Gibson Energy Inc.
Principal Regulator - Alberta

Type and Date:

Preliminary Short Form Prospectus dated October 24, 2011
NP 11-202 Receipt dated October 24, 2011

Offering Price and Description:

\$252,000,000.00 - 14,000,000 Common Shares Price:
\$18.00 per Common Share

Underwriter(s) or Distributor(s):

BMO NESBITT BURNS INC.
SCOTIA CAPITAL INC.
TD SECURITIES INC.
RBC DOMINION SECURITIES INC.
J.P. MORGAN SECURITIES CANADA INC.
CIBC WORLD MARKETS INC.
FIRSTENERGY CAPITAL CORP.
NATIONAL BANK FINANCIAL INC.
CITIGROUP GLOBAL MARKETS CANADA INC.
UBS SECURITIES CANADA INC.

Promoter(s):

-

Project #1814441

Issuer Name:

Huntingdon Real Estate Investment Trust
Principal Regulator - British Columbia

Type and Date:

Preliminary Short Form Prospectus dated October 20, 2011
NP 11-202 Receipt dated October 20, 2011

Offering Price and Description:

Up to \$40,000,000 - Offering of Debt Units Comprised of
*% Secured Debentures and Warrants to Purchase Trust
Units Price: \$1,000 per Debt Unit

Underwriter(s) or Distributor(s):

CANACCORD GENUITY CORP.
RBC DOMINION SECURITIES INC.

Promoter(s):

-

Project #1813653

Issuer Name:

Huntingdon Real Estate Investment Trust
Principal Regulator - British Columbia

Type and Date:

Amended and Restated Preliminary Short Form Prospectus
dated October 21, 2011

NP 11-202 Receipt dated October 21, 2011

Offering Price and Description:

Up to \$40,000,000.00 - Offering of Debt Units Comprised of
* % Secured Debentures and Warrants to Purchase Trust
Units Price: \$1,000 per Debt Unit

Underwriter(s) or Distributor(s):

CANACCORD GENUITY CORP.
RBC DOMINION SECURITIES INC.

Promoter(s):

-

Project #1813653

Issuer Name:

ING DIRECT Streetwise Equity Growth Fund
Principal Regulator - Ontario

Type and Date:

Preliminary Simplified Prospectus dated October 19, 2011
NP 11-202 Receipt dated October 20, 2011

Offering Price and Description:

Units

Underwriter(s) or Distributor(s):

ING DIRECT FUNDS LIMITED
ING Direct Funds Limited

Promoter(s):

ING DIRECT ASSET MANAGEMENT LIMITED

Project #1813176

Issuer Name:

NSX Silver Inc.
Principal Regulator - British Columbia

Type and Date:

Preliminary Long Form Prospectus dated October 21, 2011
NP 11-202 Receipt dated October 21, 2011

Offering Price and Description:

-

Underwriter(s) or Distributor(s):

-

Promoter(s):

NSGold Corporation

Project #1814004

Issuer Name:

O'Leary Canadian Equity Income Fund
O'Leary Canadian Income Opportunities Fund
O'Leary Conservative Income Fund
Principal Regulator - Quebec

Type and Date:

Preliminary Simplified Prospectuses dated October 19, 2011

NP 11-202 Receipt dated October 20, 2011

Offering Price and Description:

Series A, F, H, I, M and X Units

Underwriter(s) or Distributor(s):

-

Promoter(s):

O'Leary Funds Management LP

Project #1813178

Issuer Name:

Painted Pony Petroleum Ltd.
Principal Regulator - Alberta

Type and Date:

Preliminary Short Form Prospectus dated October 24, 2011
NP 11-202 Receipt dated October 24, 2011

Offering Price and Description:

\$94,400,000.00 - 8,000,000 Class A Shares Price: \$11.80
per Class A Share

Underwriter(s) or Distributor(s):

Cormark Securities Inc.
FirstEnergy Capital Corp.
CIBC World Markets Inc.
RBC Dominion Securities Inc.
Scotia Capital Inc.

Promoter(s):

-

Project #1814383

Issuer Name:

Preferred Share Investment Trust
Principal Regulator - Ontario

Type and Date:

Preliminary Short Form Prospectus dated October 20, 2011
NP 11-202 Receipt dated October 21, 2011

Offering Price and Description:

Maximum \$* (* Units) Price: \$* per Unit Maximum Offering:
* Units

Underwriter(s) or Distributor(s):

CIBC WORLD MARKETS INC.

Promoter(s):

First Asset Investment Management Inc.

Project #1813611

Issuer Name:

Solimar Energy Limited
Principal Regulator - Alberta

Type and Date:

Preliminary Long Form Prospectus dated October 21, 2011
NP 11-202 Receipt dated October 24, 2011

Offering Price and Description:

5,951,934 -82,665,749 ORDINARY SHARES AND
41,332,874 WARRANTS

ISSUABLE ON EXERCISE OF OUTSTANDING SPECIAL
WARRANTS

Price: \$0.72 per Special Warrant

Underwriter(s) or Distributor(s):

Canaccord Genuity Corp.

Promoter(s):

-

Project #1814372

Issuer Name:

Westline Resources Ltd.
Principal Regulator - British Columbia

Type and Date:

Preliminary Long Form Prospectus dated October 20, 2011
NP 11-202 Receipt dated October 21, 2011

Offering Price and Description:

Minimum: 5,600,000 Common Shares (\$560,000.00) at
\$0.10 per Common Share; Maximum: 10,000,000 Common
Shares (\$1,000,000.00) at \$0.10 per Common Share

Underwriter(s) or Distributor(s):

Union Securities Ltd.

Promoter(s):

George J. Nejedlo

Project #1813767

Issuer Name:

Algonquin Power & Utilities Corp.
Principal Regulator - Ontario

Type and Date:

Final Short Form Prospectus dated October 20, 2011
NP 11-202 Receipt dated October 20, 2011

Offering Price and Description:

\$85,315,000.00 - 15,100,000 Common Shares Per
Common Share \$5.65

Underwriter(s) or Distributor(s):

SCOTIA CAPITAL INC.
BMO NESBITT BURNS INC.
CIBC WORLD MARKETS INC.
NATIONAL BANK FINANCIAL INC.
TD SECURITIES INC.
MACQUARIE CAPITAL MARKETS CANADA LTD.
RBC DOMINION SECURITIES INC.
CANACCORD GENUITY CORP.
DESJARDINS SECURITIES INC.
STIFEL NICOLAUS CANADA INC.
MACKIE RESEARCH CAPITAL CORPORATION
CORMARK SECURITIES INC.

Promoter(s):

-

Project #1811376

Issuer Name:

ARMISTICE RESOURCES CORP.
Principal Regulator - Ontario

Type and Date:

Final Short Form Prospectus dated October 25, 2011
NP 11-202 Receipt dated October 25, 2011

Offering Price and Description:

\$12,500,000.00 of Units and Flow-Through Shares
(Minimum Offering); \$20,000,000.00 of Units and
\$5,012,000 of Flow-Through Shares (Maximum Offering)
\$0.25 per Unit \$0.28 per Flow-Through Share

Underwriter(s) or Distributor(s):

CANACCORD GENUITY CORP.

Promoter(s):

-

Project #1802059

Issuer Name:

BAC Canada Finance Company
Principal Regulator - Ontario

Type and Date:

Final Base Shelf Prospectus dated October 20, 2011
NP 11-202 Receipt dated October 21, 2011

Offering Price and Description:

Cdn.\$5,000,000,000.00:

Debt Securities
Structured Warrants

Underwriter(s) or Distributor(s):

-

Promoter(s):

-

Project #1808105

Issuer Name:

BMO Canadian Dividend ETF
BMO Covered Call Dow Jones Industrial Average Hedged
to CAD ETF (formerly BMO Covered Call
Dow 30 ETF)
BMO Covered Call Utilities ETF
BMO High Beta Canadian Equity ETF
BMO Low Volatility Canadian Equity ETF
Principal Regulator - Ontario

Type and Date:

Final Long Form Prospectus dated October 14, 2011
NP 11-202 Receipt dated October 19, 2011

Offering Price and Description:

Exchange Traded Fund units at net asset value

Underwriter(s) or Distributor(s):

-

Promoter(s):

BMO Asset Management Inc.

Project #1788366

Issuer Name:

Class A and Class F Units (unless otherwise noted) of:
BMO Nesbitt Burns Canadian Stock Selection Fund (Class
A, F and I Units)

BMO Nesbitt Burns U.S. Stock Selection Fund

BMO Nesbitt Burns Bond Fund

BMO Nesbitt Burns Balanced Fund

BMO Nesbitt Burns International Equity Fund

BMO Nesbitt Burns Balanced Portfolio Fund

BMO Nesbitt Burns Growth Portfolio Fund

BMO Nesbitt Burns Maximum Growth Portfolio Fund

Principal Regulator - Ontario

Type and Date:

Final Simplified Prospectuses dated October 18, 2011
NP 11-202 Receipt dated October 24, 2011

Offering Price and Description:

Class A, F and I Units @ Net Asset Value

Underwriter(s) or Distributor(s):

BMO Nesbitt Burns Inc.

Promoter(s):

-

Project #1800768

Issuer Name:

Can-60 Covered Call ETF (formerly Can-60 Income ETF)
Can-Financials Covered Call ETF (formerly Can-Financials Income ETF)

Can-Energy Covered Call ETF (formerly Can-Energy Income ETF)

Can-Materials Covered Call ETF (formerly Can-Materials Income ETF)

Principal Regulator - Ontario

Type and Date:

Amended and Restated Long Form Prospectus dated October 18, 2011 (the amended prospectus) amending and restating the Long Form Prospectus dated May 17, 2011.

NP 11-202 Receipt dated October 21, 2011

Offering Price and Description:

-

Underwriter(s) or Distributor(s):

-

Promoter(s):

XTF Capital Corp.

Project #1713630

Issuer Name:

Canadian Apartment Properties Real Estate Investment Trust

Principal Regulator - Ontario

Type and Date:

Final Short Form Prospectus dated October 24, 2011

NP 11-202 Receipt dated October 24, 2011

Offering Price and Description:

\$131,950,000.00 - 6,500,000 Units Price: \$20.30 per Unit

Underwriter(s) or Distributor(s):

RBC DOMINION SECURITIES INC.

SCOTIA CAPITAL INC.

TD SECURITIES INC.

BMO NESBITT BURNS INC.

NATIONAL BANK FINANCIAL INC.

MACQUARIE CAPITAL MARKETS CANADA LTD.

CANACCORD GENUITY CORP.

DUNDEE SECURITIES LTD.

RAYMOND JAMES LTD.

Promoter(s):

-

Project #1812110

Issuer Name:

Centric Health Corporation

Principal Regulator - Ontario

Type and Date:

Final Base Shelf Prospectus dated October 21, 2011

NP 11-202 Receipt dated October 25, 2011

Offering Price and Description:

\$265,500,000.00:

Common Shares

Debt Securities

Warrants to Purchase Common Shares

Underwriter(s) or Distributor(s):

-

Promoter(s):

-

Project #1802625

Issuer Name:

Series A, D, E, F and I Units (unless otherwise indicated) of:

Counsel Conservative Portfolio

Counsel Regular Pay Portfolio

Counsel Balanced Portfolio

Counsel Growth Portfolio

Counsel All Equity Portfolio

Counsel Money Market (offering Series A, C, D and I Units)

Counsel Short Term Bond

Counsel Fixed Income

Counsel Canadian Dividend (also offering Series P Units)

Counsel Canadian Value (also offering Series P Units)

Counsel Canadian Growth (also offering Series P Units)

Counsel U.S. Value (also offering Series P Units)

Counsel U.S. Growth (also offering Series P Units)

Counsel International Value (also offering Series P Units)

Counsel International Growth (also offering Series P Units)

Counsel Global Real Estate (also offering Series P Units)

Counsel Global Small Cap (also offering Series P Units)

Counsel Managed Yield Portfolio

Counsel Income Managed Portfolio

Counsel Managed Portfolio

Counsel World Managed Portfolio

Principal Regulator - Ontario

Type and Date:

Final Simplified Prospectuses dated October 21, 2011

NP 11-202 Receipt dated October 25, 2011

Offering Price and Description:

Series A, C, D, E, F, I, and P Units @ Net Asset Value

Underwriter(s) or Distributor(s):

-

Promoter(s):

COUNSEL PORTFOLIO SERVICES INC.

Project #1801658

Issuer Name:

Dynamic Value Fund of Canada (Series A, F, I, O, T and G Securities)
Dynamic Canadian Value Class (Series A, F, I, IP, O, OP, T and G Securities)
DMP Canadian Value Class (Series A and F Securities)
Dynamic Dividend Value Fund (Series A, F, FT, I, IT, O and T Securities)
Dynamic Value Balanced Fund (Series A, F, FT, I, O, T and G Securities)
Dynamic Value Balanced Class (Series A, F, FT, I, IT, O, T and G Securities)
DMP Value Balanced Class (Series A and F Securities)
Dynamic Canadian Dividend Fund (Series A, F, I, O and G Securities)
Dynamic Canadian Dividend Class (Series A, F, I, O and T Securities)
DMP Canadian Dividend Class (Series A and Series F Securities)
Principal Regulator - Ontario

Type and Date:

Amendment #5 dated October 18, 2011 Annual Information Form dated December 14, 2010
NP 11-202 Receipt dated October 24, 2011

Offering Price and Description:

Series A, F, FT, I, IP, O, OP, T and G Securities @ Net Asset Value

Underwriter(s) or Distributor(s):

Goodman & Company, Investment Counsel Ltd.

Promoter(s):

Goodman & Company, Investment Counsel Ltd.

Project #1651947;1669182

Issuer Name:

Dynamic Global Asset Allocation Class
(Series A, F, I, O and T Shares)
Principal Regulator - Ontario

Type and Date:

Final Simplified Prospectus dated October 20, 2011
NP 11-202 Receipt dated October 21, 2011

Offering Price and Description:

Series A, F, I, O and T Shares

Underwriter(s) or Distributor(s):

GOODMAN & COMPANY, INVESTMENT COUNSEL LTD.
Goodman & Company, Investment Counsel Ltd.

Promoter(s):

GOODMAN & COMPANY, INVESTMENT COUNSEL LTD.

Project #1803793

Issuer Name:

FNR Energy II Limited Partnership
Principal Regulator - Saskatchewan

Type and Date:

Final Long Form Prospectus dated October 24, 2011
NP 11-202 Receipt dated October 25, 2011

Offering Price and Description:

Maximum Offering: \$25,000,000.00 (2,500,000 Units);
Minimum Offering: \$ 2,500,000.00 (250,000 Units) Price: \$ 10.00 per Unit Minimum Purchase: \$ 5,000 (500 Units)

Underwriter(s) or Distributor(s):

MGI SECURITIES INC.
CANACCORD GENUITY CORP.
GMP SECURITIES L.P.
MACKIE RESEARCH CAPITAL CORPORATION
RAYMOND JAMES LTD.
DUNDEE SECURITIES LTD.
PI FINANCIAL CORP.
UNION SECURITIES LTD.
D&D SECURITIES INC.
LEEDE FINANCIAL MARKETS INC.

Promoter(s):

FNR ASSET MANAGEMENT INC.

Project #1800102

Issuer Name:

Folkstone Capital Corp.
Principal Regulator - British Columbia

Type and Date:

Amended and Restated CPC Prospectus dated October 12, 2011 (the amended prospectus) amending and restating the CPC Prospectus dated May 26, 2011.
NP 11-202 Receipt dated October 20, 2011

Offering Price and Description:

-

Underwriter(s) or Distributor(s):

Haywood Securities Inc.

Promoter(s):

Kirk Shaw

Project #1739206

Issuer Name:

GLG Emerging Markets Income Portfolio Ltd.
Principal Regulator - Ontario

Type and Date:

Final Long Form Non-Offering Prospectus dated October 24, 2011
NP 11-202 Receipt dated October 25, 2011

Offering Price and Description:

-

Underwriter(s) or Distributor(s):

-

Promoter(s):

-

Project #1811187

Issuer Name:

Horizons Gartman ETF
(formerly Horizons AlphaPro Gartman ETF)
Horizons Seasonal Rotation ETF
(formerly Horizons AlphaPro Seasonal Rotation ETF)
(Advisor Class Units and Class E Units)Principal Regulator
- Ontario

Type and Date:

Final Long Form Prospectus dated October 18, 2011
NP 11-202 Receipt dated October 21, 2011

Offering Price and Description:

Advisor Class Units and Class E Units @ Net Asset Value

Underwriter(s) or Distributor(s):

-

Promoter(s):

ALPHAPRO MANAGEMENT INC.

Project #1803333

Issuer Name:

Man GLG Emerging Markets Income Fund
Principal Regulator - Ontario

Type and Date:

Final Long Form Prospectus dated October 24, 2011
NP 11-202 Receipt dated October 25, 2011

Offering Price and Description:

Maximum Issue: \$300,000,000.00 (30,000,000 Class A
Units and/or Class F Units) @ \$10.00/Unit

Minimum Issue: \$50,000,000.00 (5,000,000 Class A
Units) @ \$10.00/Unit

Underwriter(s) or Distributor(s):

CIBC WORLD MARKETS INC.
RBC DOMINION SECURITIES INC.
SCOTIA CAPITAL INC.
TD SECURITIES INC.
GMP SECURITIES L.P.
CANACCORD GENUITY CORP.
MACQUARIE PRIVATE WEALTH INC.
DUNDEE SECURITIES LTD.
HSBC SECURITIES (CANADA) INC.
MANULIFE SECURITIES INCORPORATED
RAYMOND JAMES LTD.
ROTHENBERG CAPITAL MANAGEMENT INC.
DESJARDINS SECURITIES INC.

Promoter(s):

MAN INVESTMENTS CANADA CORP.

Project #1807524

Issuer Name:

Premier Gold Mines Limited
Principal Regulator - Ontario

Type and Date:

Final Short Form Prospectus dated October 25, 2011
NP 11-202 Receipt dated October 25, 2011

Offering Price and Description:

\$30,500,000.00 - 2,000,000 Common Shares 3,000,000
Flow-Through Common Shares PRICE: \$5.50 per Offered
Share \$6.50 per Flow-Through Share

Underwriter(s) or Distributor(s):

RBC DOMINION SECURITIES INC.
CANACCORD GENUITY CORP.
STONECAP SECURITIES INC.
VERSANT PARTNERS INC.
MACKIE RESEARCH CAPITAL CORPORATION
MIDDLEFIELD CAPITAL CORPORATION
OCTAGON CAPITAL CORPORATION

Promoter(s):

-

Project #1812638

Issuer Name:

Advisor Series, Series F and Series O Units (unless
otherwise indicated) of:

RBC DS Canadian Focus Fund
RBC DS U.S. Focus Fund
RBC International Dividend Growth Fund (formerly, RBC
DS International Focus Fund)
RBC DS Balanced Global Portfolio
RBC DS Growth Global Portfolio
RBC DS All Equity Global Portfolio (Advisor Series and
Series F units only)
Principal Regulator - Ontario

Type and Date:

Final Simplified Prospectuses dated October 21, 2011
NP 11-202 Receipt dated October 25, 2011

Offering Price and Description:

-

Underwriter(s) or Distributor(s):

RBC Dominion Securities Inc.

Promoter(s):

-

Project #1803747

Issuer Name:

Sherritt International Corporation
Principal Regulator - Ontario

Type and Date:

Final Base Shelf Prospectus dated October 21, 2011
NP 11-202 Receipt dated October 25, 2011

Offering Price and Description:

\$500,000,000.00:

Debt Securities
Common Shares
Subscription Receipts Warrants

Underwriter(s) or Distributor(s):

-

Promoter(s):

-

Project #1811570

Issuer Name:

SSF Trust
Principal Regulator - Ontario

Type and Date:

Final Long Form Non-Offering Prospectus dated October 21, 2011

NP 11-202 Receipt dated October 21, 2011

Offering Price and Description:

-

Underwriter(s) or Distributor(s):

-

Promoter(s):

BROMPTON FUNDS LIMITED
Project #1800173

Issuer Name:

Symphony Floating Rate Senior Loan Fund
Principal Regulator - Ontario

Type and Date:

Final Long Form Prospectus dated October 19, 2011
NP 11-202 Receipt dated October 21, 2011

Offering Price and Description:

Maximum \$100,000,000.00 (10,000,000 Units)

Underwriter(s) or Distributor(s):

RBC DOMINION SECURITIES INC.
CIBC WORLD MARKETS INC.
BMO NESBITT BURNS INC.
NATIONAL BANK FINANCIAL INC.
SCOTIA CAPITAL INC.
TD SECURITIES INC.
GMP SECURITIES L.P.
HSBC SECURITIES (CANADA) INC.
RAYMOND JAMES LTD.
CANACCORD GENUITY CORP.
MACQUARIE PRIVATE WEALTH INC.
DESJARDINS SECURITIES INC.
DUNDEE SECURITIES LTD.
MACKIE RESEARCH CAPITAL CORPORATION
MANULIFE SECURITIES INCORPORATED

Promoter(s):

BROMPTON FUNDS LIMITED
Project #1787750

Issuer Name:

Tech Giants Covered Call ETF
Principal Regulator - Ontario

Type and Date:

Final Long Form Prospectus dated October 18, 2011
NP 11-202 Receipt dated October 21, 2011

Offering Price and Description:

Exchange Traded Funds - Common Units and Advisor
Class Units

Underwriter(s) or Distributor(s):

-

Promoter(s):

XTF Capital Corp.
Project #1806466

Issuer Name:

VentureLink Innovation Fund Inc.
(Class A Shares, Series III, Class A Shares, Series IV and
Class A Shares, Series VI)

Type and Date:

Final Long Form Prospectus dated October 17, 2011
Receipted on October 20, 2011

Offering Price and Description:

Class A Shares, Series III, Class A Shares, Series IV and
Class A Shares, Series VI @ Net Asset Value

Underwriter(s) or Distributor(s):

VL Advisors Inc.

Promoter(s):

CFPA Sponsor Inc.
VL Advisors Inc.
Project #1802110

Issuer Name:

Pathway DRM 2011 GORR Limited Partnership

Type and Date:

Preliminary Long Form Prospectus dated April 5, 2011
Amended and Restated Preliminary Long Form Prospectus
dated August 29, 2011

Withdrawn on October 11, 2011

Offering Price and Description:

-

Underwriter(s) or Distributor(s):

-

Promoter(s):

-

Project #1726146

Chapter 12

Registrations

12.1.1 Registrants

Type	Company	Category of Registration	Effective Date
Change in Registration Category	I3 Advisors Inc.	From: Exempt Market Dealer and Portfolio Manager To: Exempt Market Dealer and Portfolio Manager and Investment Fund Manager	October 19, 2011
Change in Registration Category	Septentrion Macro Advisors Inc.	From: Exempt Market Dealer To: Exempt Market Dealer and Portfolio Manager	October 19, 2011
New Registration	Merrill Lynch Professional Clearing Corp.	Restricted Dealer	October 19, 2011
Voluntary Surrender	Deacon and Company Capital Markets Inc.	Exempt Market Dealer	October 21, 2011
New Registration	J.P. Morgan Securities LLC	Restricted Dealer	October 21, 2011
New Registration	J.P. Morgan Clearing Corp.	Restricted Dealer	October 21, 2011
Change in Registration Category	Sun Life Global Investments (Canada) Inc.	From: Investment Fund Manager, Portfolio Manager and Commodity Trading Manager To: Mutual Fund Dealer, Investment Fund Manager, Portfolio Manager and Commodity Trading Manager	October 21, 2011
Consent to Suspension (Pending Surrender)	Azzopardi, Paul Vincent	Portfolio Manager	October 24, 2011

Registrations

Type	Company	Category of Registration	Effective Date
New Registration	ConstantIncome Investment Management Inc.	Portfolio Manager	October 24, 2011

Chapter 13

SROs, Marketplaces and Clearing Agencies

13.1 SROs

13.1.1 MFDA – Proposed Amendments to MFDA Rule 5.3 (Client Reporting)

MUTUAL FUND DEALERS ASSOCIATION OF CANADA

PROPOSED AMENDMENTS TO MFDA RULE 5.3 (CLIENT REPORTING)

I. OVERVIEW

A. Current Rule

Under MFDA Rule 5.3.1(a)(i), Members are currently required to send account statements to clients once every 12 months for a client name account. For nominee name accounts, under MFDA Rule 5.3.1(a)(ii)(iii), Members must send an account statement once a month where there is an entry during the month and a cash balance or security position, and quarterly where no entry has occurred in the account and there is a cash balance or security position at the end of the quarter.

B. The Issues

National Instrument 31-103 *Registration Requirements, Exemptions and Ongoing Registrant Obligations* (“NI 31-103”) currently requires mutual fund dealers to deliver account statements to clients at least once every three months for both client name and nominee name accounts. Conforming changes are required to Rule 5.3 to ensure that frequency of account statement delivery requirements under MFDA Rules are consistent with those established under NI 31-103.

We understand that the Canadian Securities Administrators (“CSA”) are currently reviewing the applicability of account statement requirements under NI 31-103 to Exempt Market Dealers and note that additional conforming amendments to Rule 5.3 will be made if necessary.

C. Objectives

The proposed amendments are consequential in nature and, as noted, are intended to ensure that requirements under MFDA Rules are consistent with those under NI 31-103.

D. Effect of Proposed Amendments

MFDA Members and Approved Persons must comply with requirements under securities legislation as well as MFDA Rules. The effect of the proposed amendments will be to avoid Member confusion by ensuring that Members are subject to consistent requirements in respect of the frequency of account statement delivery under both MFDA Rules and NI 31-103.

II. DETAILED ANALYSIS

A. Proposed Amendments

- **Rule 5.3.1(a) (Delivery of Account Statement)** – Conforming amendments have been made to: (i) eliminate distinctions between delivery requirements for accounts held in client and nominee name; and (ii) adopt the NI 31-103 requirement for registered dealers (including mutual fund dealers) to deliver a statement to all clients at least once every three months.
- **Rule 5.3.2 (Automatic Payment Plans)** – This Rule, which requires quarterly statement delivery in respect of automatic payment plan transactions for client assets held in nominee name, has been deleted. This requirement is no longer necessary as quarterly statements will be required for all accounts.

B. Issues and Alternatives Considered

The CSA have established regulatory working groups to consider and develop requirements under NI 31-103. MFDA staff participates on these working groups and, during the course of working group meetings, has communicated issues, concerns and alternatives to staff of the CSA.

C. Comparison with Similar Provisions

As noted, the proposed amendments are conforming and consequential in nature and are required to ensure consistency between frequency of account statement delivery requirements under MFDA Rules and those established under NI 31-103.

D. System Impact of Amendments

Under NI 31-103, MFDA Members registered solely as mutual fund dealers were given a two-year transition period from September 28, 2009 (i.e. until September 28, 2011) to comply with account statement delivery requirements under the Instrument, including the requirement to deliver quarterly account statements to clients. As the proposed amendments are intended to conform to requirements in respect of which a transition period has already been provided, it is not anticipated that they will give rise to a significant systems impact for Members.

E. Best Interests of the Capital Markets

The Board has determined that the proposed amendments are consistent with the best interests of the capital markets.

F. Public Interest Objective

As noted, MFDA Members and Approved Persons must comply with requirements under securities legislation and MFDA Rules. The proposed amendments are in the public interest as they will eliminate inconsistencies between MFDA Rules and NI 31-103.

III. COMMENTARY

A. Filing in Other Jurisdictions

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

B. Effectiveness

The proposed amendments are simple and effective.

C. Process

The proposed amendments have been prepared in consultation with relevant departments within the MFDA. The MFDA Board of Directors approved the proposed amendments on September 28, 2011.

D. Effective Date

The proposed amendments will be effective on a date to be subsequently determined by the MFDA.

IV. SOURCES

MFDA Rule 5.3 (Client Reporting)

National Instrument 31-103 *Registration Requirements, Exemptions and Ongoing Registrant Obligations*, Section 14.14 (Account Statements)

V. REQUIREMENT TO PUBLISH FOR COMMENT

The MFDA is required to publish for comment the proposed amendments so that the issues referred to above may be considered by the Recognizing Regulators. In light of the fact that the proposed amendments are being made to conform to current law, the comment period will be 30 days in length.

The MFDA has determined that the entry into force of the proposed amendments would be in the public interest and is not detrimental to the capital markets. Comments are sought on the proposed amendments. Comments should be made

in writing. One copy of each comment letter should be delivered within 30 days of the publication of this notice, addressed to the attention of:

Paige Ward
Director, Policy & Regulatory Affairs
Mutual Fund Dealers Association of Canada
121 King St. West, Suite 1000
Toronto, Ontario
M5H 3T9
pward@mfd.ca

and one copy addressed to the attention of:

Anne Hamilton
Senior Legal Counsel, Capital Markets Regulation Division
British Columbia Securities Commission
701 West Georgia Street
P.O. Box 10142, Pacific Centre
Vancouver, British Columbia
V7Y 1L2
ahamilton@bcsc.bc.ca

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

Questions may be referred to:

Paige Ward
Director, Policy & Regulatory Affairs
Mutual Fund Dealers Association of Canada
(416) 943-5838

SCHEDULE "A"

MUTUAL FUND DEALERS ASSOCIATION OF CANADA

CLIENT REPORTING (Rule 5.3)

On September 28, 2011, the Board of Directors of the Mutual Fund Dealers Association of Canada made the following amendments to MFDA Rule 5.3 (Client Reporting):

5.3 CLIENT REPORTING

5.3.1 Delivery of Account Statement

- (a) Each Member shall, in a timely manner send an account statement to each client in accordance with the following minimum standards:
 - (i) at least once every 123 months for a client name account; and
 - (ii) at least once every 3a months for a nominee name account_s of clients where there is an entry during the month and a cash balance or security position; and
 - (iii) ~~quarterly for nominee name accounts where no entry has occurred in the account and there is a cash balance or security position at the end of the quarter.~~
- (b) A Member may not rely on any other person (including an Approved Person) to send account statements as required by this Rule.
- (c) Notwithstanding the provisions of 5.3.1(b), a Member may rely on the trustee administering a self-directed registered plan to send the account statement required by paragraph (a)(i) where the following conditions are met:
 - (i) The Member does not act as agent for the trustee for the registered plans;
 - (ii) The trustee meets the definition of "Acceptable Institution" as defined in Form 1;
 - (iii) There is a services agreement in place between the Member and the trustee which complies with the requirements of MFDA Rule 1.1.3 and provides that the trustee is responsible for sending account statements to clients of the Member that comply with the requirements of MFDA Rule 5;
 - (iv) There is clear disclosure about which trades are placed by the Member;
 - (v) Clear disclosure must be provided on the account statement regarding which securities positions referred to on the statement are eligible for coverage by the MFDA Investor Protection Corporation and which are not (once the Corporation is offering coverage);
 - (vi) The Member's full legal name must appear on the account statement together with the name of the trustee; and
 - (vii) The Member must receive copies of the statements, or have other systems in place, to ensure that the information contained on the statements matches its own information regarding the transactions it executes.
- (d) Notwithstanding the provisions of Rule 5.3.1(b), where a Member is affiliated with a fund manager and in connection with a specific client account is selling only the mutual fund securities of an issuer managed by such affiliated fund manager for that client account, the Member may rely on the affiliated fund manager to send the account statement required by paragraph (a)(i) for that specific account.

~~5.3.2 Automatic Payment Plans. Notwithstanding the provisions of Rule 5.3.1(a)(ii), where a Member holds client assets in nominee name and the only entry in the client's account in a month relates to the client's participation in:~~

- ~~(a) any automatic payment plan that provides for systematic trading in the securities of a mutual fund on a monthly or more frequent basis, or~~

~~(b) — other automatic entries such as dividends and reinvested distributions,~~

~~The Member shall send an account statement to the client quarterly.~~

5.3.32 **Content of Account Statement.** Each account statement must contain the following information:

- (a) for nominee name accounts or accounts where the Member acts as an agent for the trustee for the purposes of administering a self-directed registered retirement savings or similar plan:
 - (i) the opening balance;
 - (ii) all debits and credits;
 - (iii) the closing balance;
 - (iv) the quantity and description of each security purchased, sold or transferred and the dates of each transaction, and;
 - (v) the quantity, description and market value of each security position held for the account;
- (b) for client name accounts:
 - (i) all debits and credits;
 - (ii) the quantity and description of each security purchased, sold or transferred and the dates of each transaction; and
 - (iii) for automatic payment plan transactions, the date the plan was initiated, a description of the security and the initial payment amount made under the plan.
- (c) for all accounts:
 - (i) the type of account;
 - (ii) the account number;
 - (iii) the period covered by the statement;
 - (iv) the name of the Approved Person(s) servicing the account, if applicable; and
 - (v) the name, address and telephone number of the Member.

5.3.34—**Member Business Only.** Only transactions executed by the Member may appear on the statement of account required pursuant to Rule 5.3.3.

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