The Ontario Securities Commission

OSC Bulletin

April 10, 2014

Volume 37, Issue 15

(2014), 37 OSCB

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

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Published under the authority of the Commission by:
Carswell, a Thomson Reuters business
One Corporate Plaza
2075 Kennedy Road
Toronto, Ontario
M1T 3V4

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

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

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Outside North America	$400

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ISSN 0226-9325

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NOTICE OF EXCHANGE OF LETTERS CONCERNING COOPERATION BETWEEN MEMBERS OF THE CANADIAN SECURITIES ADMINSTRATORS AND THE SUPERINTENDENCIA DE VALORES Y SEGUROS OF CHILE

The Ontario Securities Commission, together with the Autorité des marchés financiers, Alberta Securities Commission and British Columbia Securities Commission, recently entered into an Exchange of Letters with the Superintendencia de Valores y Seguros of Chile (the "Exchange of Letters"). The Exchange of Letters is a pre-condition for allowing securities issued by Canadian-based issuers to be publicly offered in Chile on an exempt basis.

The Exchange of Letters is subject to the approval of the Minister of Finance. The Exchange of Letters was delivered to the Minister of Finance on **April 8, 2014.**

Questions may be referred to:

Jean-Paul Bureaud
Director (Acting)
Office of Domestic and International Affairs
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EXCHANGE OF LETTERS CONCERNING COOPERATION BETWEEN MEMBERS OF THE CANADIAN SECURITIES ADMINISTRATORS AND THE SUPERINTENDENCIA DE VALORES Y SEGUROS DE CHILE

The undersigned members of the Canadian Securities Administrators (hereinafter referred to as "CSA") and the Superintendencia de Valores y Seguros de Chile ("SVS Chile") have established the following cooperative arrangement. This arrangement is intended to facilitate the public offering of securities of Canadian reporting issuers[1] in Chile on an exempt basis under Chilean law.

The SVS Chile and each member of the CSA which is, or becomes, a signatory to the present letter (each a "Canadian Participating Regulator" or collectively the "Canadian Participating Regulators") agree to cooperate in accordance with the terms of this letter:

i) Pursuant to its laws, the SVS Chile may exempt from its securities registration requirements public offerings of any foreign securities, including securities issued by Canadian-based issuers, provided such securities are issued by issuers under the supervision of a regulator with whom the SVS Chile has entered into a cooperation arrangement, which supports Chilean investors having access to public information regarding the foreign issuer and its securities.

ii) In accordance with applicable securities legislation requirements in Canada, reporting issuers are subject to the regulatory jurisdiction of the members of the CSA, which requires reporting issuers to make continuous and on-going disclosure of information that is relevant to investors. This continuous disclosure is made available to the public electronically on the System for Electronic Document Analysis and Retrieval (**SEDAR**). SEDAR is a public database that may be accessed using the Web (www.sedar.com).

iii) Investors, irrespective of their location, can access information required to be filed by a reporting issuer in Canada on SEDAR, usually within fifteen minutes of it being uploaded on SEDAR. This includes continuous disclosure documents such as news releases, financial statements, MD&A, Annual Information Forms (AIF), notices of meeting date and other required information. It also includes prospectuses and related documentation that is required to be filed with a Canadian Participating Regulator in connection with a public offering of securities and for which the Canadian Participating Regulator has issued a prospectus receipt.

iv) The operation of SEDAR and the SEDAR website is undertaken by a third party service provider, engaged by the Canadian Participating Regulators.

To facilitate access to SEDAR by Chilean investors, the Canadian Participating Regulators will provide SVS Chile with a hyperlink that can be posted on the SVS Chile website.

SVS Chile acknowledges that Chilean investors are bound by the "Terms of Use" and "Privacy Statement" provisions of the SEDAR website, including, without limitation, the "no-liability and disclaimers" provision that restricts the responsibility and liability of the CSA and Canadian Participating Regulators for the content and operations of the SEDAR database and website. SVS Chile hereby confirms that it has read the "Terms of Use" and "Privacy Statement" provisions and that it agrees to be bound by each of such provisions, without limitation, with respect to the CSA and Canadian Participating Regulators.

SVS Chile, as a member of the International Organization of Securities Commissions ("IOSCO"), is actively seeking to become an Appendix A signatory to the IOSCO Multilateral Memorandum of Understanding Concerning Consultation and Cooperation and the Exchange of Information (the "IOSCO MMoU"); and it is anticipated that the Chilean government will enact the legislative amendments required for SVS Chile to become an Appendix A signatory.

If a Canadian Participating Regulator has any concerns regarding market manipulation, abuse or fraud involving a Canadian reporting issuer offering or listing its securities in Chile, the SVS Chile undertakes to provide the Canadian Participating Regulator with relevant information and trade data, upon request. This does not limit the SVS Chile's powers to investigate market manipulation, abuse or fraud in Chile regarding Canadian reporting issuers' securities or affect the information exchange agreements under other Exchange Letters or Memorandums of Understanding, including the IOSCO MMoU.

It is understood that if any other member of the CSA wishes to become a participant to this exchange of letters, it is allowed to do so at any time by executing a counterpart of this letter and providing notice and contact information to the SVS Chile and the other Canadian Participating Regulators.

[1] For purposes of this Exchange of Letters a "Canadian reporting issuer" refers to a company or investment fund that is required to file timely and continuous disclosure with one or more Canadian Participating Regulator.

The SVS Chile or any Canadian Participating Regulator may terminate its participation in this exchange of letters by giving thirty days' written notice to all other parties. However, should SVS Chile maintain its participation in this exchange of letters, it shall remain valid for the remaining Canadian Participating Regulators.

This exchange of letters will be effective after it is signed by the SVS Chile and the Canadian Participating Regulators and, in the case of the OSC, on the date determined in accordance with applicable legislation.

To facilitate cooperation under this exchange of letters, SVS Chile and the Canadian Participating Regulators designate contact persons as set forth in Appendix A, which may be amended from time to time by transmitting revised contact information to the other signatories. This exchange of letters is a statement of intent of the SVS Chile and the Canadian Participating Regulators and does not create any legally binding obligations, confer any rights or supersede domestic laws.

"Fernando Coloma Correa"
Fernando Coloma Correa
Superintendente
For the Superintendencia de Valores y Seguros de Chile
Date: March 6, 2014

"William Rice"
William S. Rice, Q.C.
Chair
For the Alberta Securities Commission
Date: March 27, 2014

"Louis Morisset"
Louis Morisset
President and Chief Executive Officer
For the Autorité des marchés financiers
Date: March 11, 2014

"Brenda Leong"
Brenda M. Leong
Chair and Chief Executive Officer
For the British Columbia Securities Commission
Date: April 3, 2014

"Howard Wetston"
Howard Wetston, Q.C.
Chair
For the Ontario Securities Commission
Date: March 25, 2014

APPENDIX "A"
CONTACT INFORMATION

Superintendencia de Valores y Seguros de Chile
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Attention: General Counsel

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Canada

Attention: Secretary to the Commission, and
Executive Director

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604 899 6727

Fax: 604 899 6506
Email: commsec@bcsc.bc.ca
pborque@bcsc.bc.ca

Ontario Securities Commission
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Email: jbureaud@osc.gov.on.ca

1.1.2 Notice of Memorandum of Understanding Respecting the Oversight of Certain Clearing and Settlement Systems

NOTICE OF MEMORANDUM OF UNDERSTANDING
RESPECTING THE OVERSIGHT OF CERTAIN CLEARING AND SETTLEMENT SYSTEMS

The Ontario Securities Commission entered into a Memorandum of Understanding (the **MOU**) with the Bank of Canada, Autorité des marchés financiers du Québec, and the British Columbia Securities Commission.

The main objective of the MOU is to promote the safety and efficiency of clearing and settlement systems in a consistent and coordinated fashion. Specifically, the MOU will enhance and formalize the cooperation and coordination among regulators to improve the efficiency and effectiveness of their oversight of commonly regulated clearing and settlement systems and to ensure consistency in their regulation to reduce regulatory burden; the MOU will also promote information sharing.

The MOU is subject to the approval of the Minister of Finance. The MOU was delivered to the Minister of Finance on April 8, 2014.

A copy of the MOU is attached as Appendix A.

Questions may be referred to:

Emily Sutlic
Senior Legal Counsel, Market Regulation
Tel: 416-593-2362
E-mail: esutlic@osc.gov.on.ca

APPENDIX A

March 19, 2014

Memorandum of Understanding ("MOU")
Respecting the Oversight of Certain Clearing and Settlement Systems

among:

Bank of Canada (the "Bank")
Ontario Securities Commission (the "OSC")
Autorité des marchés financiers (the "AMF") and
British Columbia Securities Commission (the "BCSC")

(each a "Party", collectively the "Parties")

The Parties hereby agree as follows:

1. Underlying Principles and Scope

(a) Each of the Parties has authority and responsibilities in accordance with its respective regulatory mandate for the regulatory oversight of the Regulated Systems for purposes of promoting the safety and efficiency of those systems and limiting and managing systemic risk. In accordance with the PFMIs, the Parties wish to cooperate in order to promote the safety and efficiency of the Regulated Systems and to mitigate systemic risks posed by them. The Parties establish this MOU to provide a mechanism for mutual cooperation and assistance in carrying out their respective oversight responsibilities in respect of the Regulated Systems and to formalize current cooperative arrangements among the Parties.

(b) In particular, the Parties seek to cooperate through this MOU in their respective oversight of the Regulated Systems in order to:

(i) promote a consistent regulatory approach among the Parties, which avoids conflicting or incompatible regulatory requirements and actions and eliminates regulatory gaps;

(ii) leverage the Parties' respective perspectives, expertise and experience to foster comprehensive and effective oversight by each of the Parties;

(iii) foster consistent and transparent communication and sharing of information among the Parties;

(iv) support fully informed judgments and assessments by the Parties when making their respective decisions regarding the Regulated Systems, recognizing that such decisions by a Party could have implications for the other Parties; and

(v) promote efficient oversight by minimizing the burden on the Regulated Systems of complying with the requirements of multiple regulators and by avoiding duplication of efforts by the Parties.

(c) While recognizing the benefits of cooperating through this MOU in their respective oversight of the Regulated Systems, the Parties also acknowledge that this MOU and their participation in this MOU do not in any way:

(i) modify or supersede the relevant legislation, regulations or rules in effect in their respective jurisdictions;

(ii) modify or supersede any relevant agreements between a Party and a Regulated System or any order, directive, designation or decision made by a Party in respect of a Regulated System;

(iii) constrain or limit the powers or discretion of the Parties in discharging their respective oversight responsibilities in respect of the Regulated Systems; or

(iv) create any legally binding rights, obligations or liabilities for the Parties apart from any rights, obligations and liabilities that might arise under the general law. In particular, this MOU does not confer upon any person any right to obtain information and does not create any liabilities in respect of the provision of information, any failure or delay in providing information or the accuracy of information that is provided.

2. Definitions

In the MOU, the following terms have the meanings set out below:

"Administrative Coordinator" means the Party responsible for organizing quarterly meetings pursuant to subsection 5(b) at any given time and for maintaining the contact list pursuant to section 3.

"Confidential Information" means any non-public information that is received by a Party through its participation in this MOU, including, without limitation, requests for information received pursuant to subsection 4(III)(c).

"Contact Person" means a person designated by a Party pursuant to section 3 as a person to receive communications from other Parties under this MOU.

"PFMIs" means the Principles for Financial Market Infrastructures of the Bank for International Settlements Committee on Payment and Settlement Systems and the International Organization of Securities Commissions, dated April, 2012, as such principles may be amended from time to time and includes any successors to such principles.

"Regulated Systems" means those clearing and settlement systems that are set out in Schedule 1, as such Schedule may be amended from time to time by the Parties and published by the OSC, AMF and BCSC, which Schedule does not form part of this MOU, and includes the operators of those systems.

"Rules" means the rules, operating procedures, user guides, manuals, agreements and similar instruments of the operator of a Regulated System, governing the operation of the Regulated System and participation in the Regulated System.

3. Contact Persons

(a) Immediately upon the effective date of this MOU, each Party will send to the Administrative Coordinator by e-mail a list of Contact Persons to receive communications under this MOU. Each Party may include on the list of Contact Persons a maximum of three persons in respect of each Regulated System and will provide the name, telephone number, fax number, e-mail address and mailing address of each Contact Person, as well as indicate the Regulated System for which each person has responsibility. Each Party will also promptly provide the Administrative Coordinator with a revised list of its Contact Persons when a Contact Person's contact information changes or the persons on the list change. Contact Persons may in turn delegate responsibilities for communicating with the other Parties on specific issues to other persons in their organizations upon notifying the other Parties of the delegation.

(b) The Administrative Coordinator will, promptly upon receiving the initial list of Contact Persons from each of the other Parties pursuant to subsection (a), compile a comprehensive list of Contact Persons and contact information of all the Parties and distribute the list to all of the Parties. The Administrative Coordinator will thereafter be responsible for updating the comprehensive list of Contact Persons as the Parties send in their revised lists of Contact Persons pursuant to subsection (a) and will promptly distribute updated lists of Contact Persons to the other Parties.

4. Oversight of Regulated Systems

(I) Principles of Consultation and Coordination

(a) The Parties will endeavour to consult with each other as appropriate on oversight issues of common interest and coordinate their respective actions and policies in respect of the oversight of the Regulated Systems. Without limiting the generality of the foregoing, such consultation and coordination may include, depending on the circumstances:

(i) each Party considering the views of the other Parties on issues of common interest when framing oversight policies and actions, so that the policies or actions of one Party will not adversely affect the other Parties' oversight of the Regulated Systems;

(ii) seeking to reach consensus where appropriate on views, policies and actions in relation to issues of common interest in the oversight of the Regulated Systems;

(iii) where such consensus on issues of common interest can be reached, taking coordinated action and decisions in respect of the Regulated Systems, so as to reduce the regulatory burden on the systems and minimize the risk of duplication of effort and conflicting or inconsistent responses among the Parties; and

(iv) where appropriate, conducting joint audits, reviews or assessments of Regulated Systems.

(II) Matters for Consultation and Coordination

(a) Each Party will endeavour to consult and coordinate with the other Parties, through their respective Contact persons and their delegates, in respect of the following:

(i) any concern, or any material issue or event, which the Party has identified that could affect the safety or efficiency of a Regulated System including any regulatory response that is being considered by the Party;

(ii) assessments of the Regulated Systems against the PFMIs and any other international standards that all Parties recognize as applying to a Regulated System, as well as the results of such assessments;

(iii) any default, or potential default, of a participant in a Regulated System including any regulatory response that is being considered by the Party; and

(iv) the review of information, filed pursuant to the respective recognition orders and designation of the Regulated Systems.

(b) Each Party will endeavour to consult and coordinate with the other Parties their reviews of proposed Rules and proposed amendments to Rules, to the extent applicable, in respect of the following:

(i) the publication of the proposed Rule or Rule amendments for public comment;

(ii) the identification and resolution of material issue(s) arising from the proposed Rule or Rule amendments; and

(iii) the publication of the notice of approval of the proposed Rule or Rule amendments.

(c) Each Party will endeavour to coordinate with the other Parties their independent reviews or audits of a Regulated System's systems and controls, to the extent applicable, in respect of the following:

(i) the approval of a qualified party to conduct the independent review or audit;

(ii) the finalisation of the scope of the independent review or audit; and

(iii) the resolution of any material issue(s) resulting from the independent reviews or audit.

(d) Each Party will endeavour to provide such prior notice as is reasonable of any on-site visits by the Party to a Regulated System for purposes of conducting assessments, audits or reviews, and to share with the other Parties any information arising from the on-site visits that the Party feels could be of common interest to the other Parties in discharging their respective oversight responsibilities.

(III) Information Sharing

(a) Each Party will endeavour to share with the other Parties, through their respective Contact Persons and their delegates, such information concerning the oversight of the Regulated Systems that the Party considers to be of common interest to the other Parties in discharging their respective oversight responsibilities.

(b) In particular, without limiting the generality of the foregoing, each Party will endeavour to share with the other Parties the following information:

(i) information pertaining to any material change to the operations, business, services, activities, affairs, financial resources, governance, membership, systems, Rules, design or risk controls of a Regulated System insofar as such change could affect the safety or efficiency of the system;

(ii) the results of any assessments, audits or reviews of a Regulated System or its operator conducted by the Party or by another person on behalf of the Party;

(iii) where the Party considers it practicable, prior notice to the other Parties of the making of a decision or the issuance of a directive, order or similar regulatory action in respect of a Regulated System that could have a material effect on the operation, management or risk controls of the Regulated System; and

(iv) notice and, where appropriate, prior notice, of any changes to the legislative, regulatory or legal framework governing a Regulated System in the Party's jurisdiction which could have a material effect on the safety, efficiency or oversight of the Regulated System.

(c) Without limiting the generality of the foregoing, each Party may request from the other Parties information relating to a Regulated System. To the extent practicable, a request for information should be made in writing and addressed to the relevant contact person as identified pursuant to section 3. A request for information should specify the following:

(i) the information sought by the requesting Party;

(ii) a general description of the matter to which the request relates and the purpose for which the information is sought; and

(iii) the degree of urgency of the request and the time period in which a response is requested.

5. Mechanisms for Information Sharing, Consultation and Coordination

(a) The Parties will, in the normal course of their respective day-to-day oversight of the Regulated Systems, share information and consult with each other as they consider appropriate on issues of common interest through communications among the Contact Persons at the respective Parties and their delegates. Such communications may be conducted on an *ad hoc* basis by telephone, e-mail or in-person meetings as issues of common interest arise.

(b) In addition to the *ad hoc* communications and consultations described in subsection (a), the Parties will endeavour to schedule regular quarterly meetings on mutually acceptable dates ("Quarterly Meeting"). The responsibility for organizing the Quarterly Meetings will rotate among the Parties at such intervals and in such order as mutually agreed upon by the Parties outside of the MOU.

(c) The Parties will endeavour, where possible, to organize at least one of the Quarterly Meetings per year as an in-person meeting hosted by one of the Parties. Each Party will be represented at each Quarterly Meeting by at least one of its Contact Persons and may also send such other representatives as it considers appropriate.

(d) The Parties will discuss at Quarterly Meetings matters of common interest in their respective oversight of the Regulated Systems. In particular, without limiting the generality of the foregoing, the Parties may discuss:

(i) emerging policy initiatives, issues and trends of common interest in the oversight of clearing and settlement systems;

(ii) financial industry vulnerabilities, the general financial and economic environment and their potential impact on the Regulated Systems;

(iii) issues or concerns that any Party might have with a Regulated System that may be of common interest to the Parties;

(iv) any material event that they feel could impact a Regulated System, including changes in the operating environment, operations, financial resources, management, systems controls and risk controls; and

(v) such general information concerning clearing and settlement systems, other than the Regulated Systems, that a Party having oversight responsibilities for the other clearing and settlement system may wish to discuss with the other Parties.

In addition, at the last Quarterly Meeting of each year, each party will present and discuss its work plan and key priorities and issues for the next year in respect of the Regulated Systems.

(e) If a Party identifies a particular issue or concern affecting the safety or efficiency of a Regulated System, which it believes requires urgent action or consideration (an "Urgent Matter"), the Party will immediately notify the Administrative Coordinator. The Parties will then consult in accordance with the Protocol for Consulting on Urgent Matters set out in Appendix1, which Appendix forms part of this MOU.

6. Confidentiality and Uses of Information

(a) Except for disclosure as provided for in subsections (b) through (e) below, all Confidential Information will be kept confidential by the Parties to the extent permitted by applicable law and will be used by the Parties only for oversight purposes or in connection with their respective statutory responsibilities.

(b) A Party that has obtained Confidential Information under this MOU may disclose the information:

(i) in the case of the Bank, to the Department of Finance Canada, the Office of the Superintendent of Financial Institutions, the Canada Deposit Insurance Corporation and the Financial Consumer Agency of Canada;

(ii) in the case of the OSC, the AMF and the BCSC, to their respective provincial finance ministries and other provincial government agencies

provided that the entities to which the information is being disclosed provide a written undertaking to keep the information confidential, subject to such disclosure as is required by applicable law, and the disclosing Party provides to the other Parties a copy of the signed undertaking as well as written notification of such disclosure, specifying the nature of the Confidential Information and the purpose for which it is disclosed.

(c) Except as provided for in subsection 6(b), a Party that has obtained Confidential Information under this MOU from another Party may disclose the information to any entity upon obtaining the prior written consent of the Party from whom it obtained the information. In the event that a Party has identified an Urgent Matter pursuant to subsection 5(e), such consent may be given in any form, including orally, provided that it is confirmed in writing as soon as possible following the giving of consent. If such consent is not given by the Party who provided the information under the MOU, the two Parties will consult to discuss the reasons for withholding consent and the circumstances, if any, under which disclosure to the entity might be allowed.

(d) In the event that a Party is required by statute or by legal process (including, without limitation, access to information legislation and discovery process relating to judicial or administrative proceedings) to disclose Confidential Information, the Party will, to the extent permitted by applicable law, inform the Party from whom it obtained the information of the required disclosure and seek that Party's prior consent. If such consent is not obtained, the Party from whom disclosure is required will assert all available legal exemptions from or privileges against disclosure. If, despite such efforts, disclosure of the Confidential Information is ultimately compelled, the Party from whom disclosure is required will, to the extent permitted by law, inform the Party from whom it obtained the information in advance of such disclosure.

(e) Nothing in this MOU restricts a Party from informing financial institutions or the operators of clearing and settlement systems of, or otherwise making public, risks or deficiencies that it has identified in respect of a Regulated System when doing so is in connection with its statutory responsibilities or pursuant to legal obligations, even when the knowledge of such risks or deficiencies is based in whole or part on Confidential Information, so long as no Confidential Information provided by any other Party is disclosed, except in accordance with this MOU.

7. Amendments to the MOU

(a) This MOU may be amended from time to time as mutually agreed upon in writing by the duly authorized representatives of the Parties. Any amendment is subject to Ministerial Approval in Ontario and to Governmental approval in Quebec.

(b) Any provincial or territorial securities or derivatives regulatory authority having regulatory authority over a Regulated System may become a party to this MOU by obtaining the written consent of the other Parties .Upon obtaining the consent of the other Parties, the authority will execute a counterpart of this MOU and provide an original copy of the counterpart to each of the other Parties.

8. Withdrawal from the MOU A Party may at any time withdraw from this MOU upon giving the other Parties at least ninety (90) days prior written notice. During the notice period, a Party wishing to withdraw from this MOU will continue to cooperate in accordance with this MOU. A Party that withdraws from this MOU will continue to treat information that it obtained under this MOU in the manner prescribed by section 6. If any Party withdraws from this MOU, the MOU will remain in effect between the remaining Parties.

9. Execution and Effective Date

(a) This MOU will come into effect on the date that all of the following requirements are met:

(i) the MOU is signed by all of the Parties;

(ii) in the case of the AMF, governmental approval is obtained; and

(iii) in the case of the OSC, on the date determined in accordance with applicable legislation.

(b) This MOU may be executed and delivered by the Parties in one or more counterparts, each of which when so executed and delivered will be deemed to be the original, and those counterparts will together constitute one and the same instrument.

Bank of Canada **Autorité des marchés financiers**

Per: "*Stephen S. Poloz*" Per: "*Louis Morisset*"

Title: Governor Title: President and Chief Executive Officer

Signed this 17th day of January, 2014. Signed this 19th day of March, 2014.

Ontario Securities Commission **British Columbia Securities Commission**

Per: "*Howard I. Wetston*" Per: "*Brenda Leong*"

Title: Chair Title: Chair and Chief Executive Officer

Signed this 30th day of January, 2014. Signed this 24th day of February, 2014.

The Minister for Canadian Intergovernmental Affairs, the Canadian Francophonie and Sovereignist Governance, represented by the Associate Secretary General of the *Secrétariat aux affaires intergouvernementales canadiennes*, takes part herein pursuant to the first paragraph of section 3.8 of *An Act respecting the Ministère du Conseil exécutif* (R.S.Q., c. M-30), acknowledges the undertakings set out in this MOU and declares to be satisfied therewith.

Per: "*Yves Castonguay*"

Title: Associate General Secretary

Schedule 1

Regulated Systems

The following clearing and settlement systems and their operators are Regulated Systems within the meaning of the MOU Respecting the Oversight of Certain Clearing and Settlement Systems among the Bank, the OSC, the AMF and the BCSC:

- CDSX;
- CDCS.

Appendix 1

Protocol for Consulting on Urgent Matters

Pursuant to subsection 5(e) of the MOU Respecting the Oversight of Certain Clearing and Settlement Systems among the Bank, the OSC, the AMF and the BCSC, the Parties will observe the following Protocol if any Party identifies an Urgent Matter.

1. The Party that identifies the Urgent Matter will immediately notify the Administrative Coordinator by telephone or e-mail, briefly describing the nature and the urgency of the matter.

2. The Administrative Coordinator will immediately organize and convene a teleconference among the Contact Persons in respect of the relevant Regulated System to discuss the Urgent Matter.

3. At the initial teleconference, the Parties will discuss the Urgent Matter and possible individual and collective responses by the Parties. In addition to discussing the substantive aspects of the Urgent Matter and responses thereto, the Parties will endeavour to reach decisions on the following matters of process to govern their responses to the matter going forward:

   (i) designate one of the Parties as the Party to coordinate regulatory consultations and responses to the Urgent Matter (the "Urgent Matter Coordinator")[1];

   (ii) designate certain persons within their respective organizations, who may be Contact Persons or other persons, to receive communications and participate in consultations relating to the Urgent Matter; and

   (iii) if appropriate, map out a general schedule of future meetings of the Parties to discuss the Urgent Matter, as well as the form of the meetings (i.e., by teleconference or in-person).

4. The Urgent Matter Coordinator will have primary responsibility for coordinating the consultations and regulatory responses of the Parties regarding the Urgent Matter. Without prejudice to the ability of the other Parties to liaise directly with the Regulated System, this includes, without limitation, primary responsibility for:

   (i) organizing and convening meetings to discuss the Urgent Matter, which meetings may involve, as is deemed appropriate and practicable, (a) the Parties, (b) the Parties and the Regulated System, or (c) the Parties, the Regulated System and other relevant regulatory and governmental bodies; and

   (ii) coordinating communications on the Urgent Matter among the persons designated by each Party in accordance with subparagraph 3(ii) above.

[1] Although which Party is the appropriate party to coordinate will depend on the circumstances, the Parties in designating an Urgent Matter Coordinator will have regard to: (i) in the case of the potential failure or default of a participant in the Regulated System, the jurisdiction that regulates the participant; (ii) whether the Urgent Matter is primarily a matter of risk to the Canadian financial system as a whole or rather is confined to risk/efficiency/access in a provincial market; and (iii) if the Urgent Matter is primarily a matter of operational risk resulting in a systems problem or failure, the jurisdiction where the systems problem or failure is likely to have the most impact.

1.2 Notices of Hearing

1.2.1 Matthew Schloen – ss. 127, 127.1

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

AND

IN THE MATTER OF
MATTHEW SCHLOEN

NOTICE OF HEARING
(Pursuant to sections 127 and 127.1 of the Securities Act)

TAKE NOTICE that the Ontario Securities Commission (the "Commission") will hold a hearing pursuant to sections 127 and 127.1 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, commencing on April 17, 2014 at 9:30 a.m. or 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 a settlement agreement dated March 30, 2014 entered into between Staff of the Commission ("Staff") and Matthew Schloen pursuant to sections 127 and 127.1 of the Act;

BY REASON OF the allegations set out in the Statement of Allegations of Staff dated April 3, 2014, 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 at the hearing;

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

DATED at Toronto, this 3rd day of April, 2014.

"Josée Turcotte"
Acting Secretary of the Commission

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

AND

IN THE MATTER OF
MATTHEW SCHLOEN

STATEMENT OF ALLEGATIONS
OF STAFF OF THE ONTARIO SECURITIES COMMISSION
(Section 127)

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

I. OVERVIEW

1. Between May 30, 2011 and June 15, 2011 (the "Material Time"), the Respondent, Matthew Schloen ("Schloen") was made aware of rumours within Bridgewater Systems Corp. ("Bridgewater") that constituted information of a material fact or change which was not generally disclosed (the "undisclosed information"), from which Schloen deduced that Bridgewater was an imminent takeover target. The undisclosed information was provided inadvertently by an employee of Bridgewater whom Schloen knew or reasonably ought to have known was a person in a special relationship with Bridgewater (the "Employee"). Schloen purchased shares in Bridgewater based upon the undisclosed information, and sold the shares immediately after the acquisition of Bridgewater became public knowledge, contrary to subsection 76(1) of the Ontario *Securities Act*, R.S.O. 1990, c.S.5, as amended (the "Act") and the public interest.

II. THE RESPONDENT

2. Schloen is a resident of Kanata, Ontario. Schloen is not and has never been a registrant.

III. EVENTS LEADING TO THE ACQUISITION OF BRIDGEWATER

3. Bridgewater was a software company that developed, designed and marketed mobile personalization products that enabled service providers to manage mobile data servers' content and commerce worldwide. It was listed on the TSX under the symbol "BWC". The company's head office was in Ottawa, and Ontario was the principal regulator. Bridgewater was a reporting issuer as defined in the Act.

4. Amdocs Ltd. ("Amdocs") is a global business and operational support systems company with reported revenue of about US$3.2 billion in 2011. Its shares are listed on the New York Stock Exchange under the symbol "DOX". Amdocs began negotiations to acquire Bridgewater in February 2011.

5. On May 25, 2011, the Strategy Committee established by Bridgewater met and concluded that an acquisition by Amdocs was in the best interests of Bridgewater. On May 30, 2011, the Bridgewater Board of Directors met to review Amdocs' financial proposal. Final details of the acquisition were negotiated from June 1 to June 16, 2011, when the Arrangement Agreement was signed.

6. On June 17, 2011, Bridgewater and Amdocs announced that Amdocs would acquire all of Bridgewater's common shares for $8.20 CAD per share. Immediately after the announcement on June 17, 2011, Bridgewater's shares opened at $8.15 per share, a 30% premium to the closing price of $6.33 on June 16, 2011. The completed acquisition was announced on August 17, 2011. Two days later Bridgewater ceased to be a reporting issuer.

IV. INSIDER TRADING AND CONDUCT CONTRARY BY SCHLOEN

7. Schloen had never purchased Bridgewater shares prior to May 30, 2011. Between May 30 and June 15, 2011, Schloen purchased a total of 15,000 shares of Bridgewater.

8. Schloen sold all the Bridgewater shares he purchased on June 17, 2011, the day the acquisition of Bridgewater was announced publicly, and made a profit of $23,000. The Employee was unaware of Schloen's purchase and sale of Bridgewater shares.

9. Schloen knew or reasonably ought to have known that the Employee (who was not considered to be an insider by the company) was a person in a special relationship with Bridgewater as defined in subsection 76(5)(c) of the Act. When Schloen learned the undisclosed information from the Employee, Schloen became a person in a special relationship with Bridgewater as

defined in subsection 76(5)(e). By purchasing shares in Bridgewater while in possession of the undisclosed information, Schloen engaged in insider trading, in breach of subsection 76(1) of the Act.

10. Schloen engaged in conduct contrary to the public interest by using undisclosed information not available to other investors in the marketplace at the time.

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

11. Staff allege that the foregoing conduct engaged in by the Respondent constituted breaches of Ontario securities law and/or was contrary to the public interest. In particular, Schloen was person in a special relationship under subsection 76(5)(e) and purchased shares in Bridgewater while in possession of a material fact with respect to a reporting issuer before the material fact was generally disclosed, in breach of subsection 76(1) of the Act and contrary to the public interest.

12. The course of conduct engaged in by the Respondent as described herein compromised the integrity of Ontario's capital markets, was abusive to Ontario's capital markets and was contrary to the public interest.

13. Staff reserve the right to make such other allegations as Staff may advise and the Commission may permit.

DATED at Toronto, this 3rd day of April, 2014.

1.2.2 JBI, Inc. and John W. Bordynuik – ss. 127(1), 127.1

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

AND

IN THE MATTER OF
JBI, INC., and JOHN W. BORDYNUIK

AND

IN THE MATTER OF
A SETTLEMENT AGREEMENT BETWEEN
STAFF OF THE ONTARIO SECURITIES COMMISSION AND
JOHN W. BORDYNUIK

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

TAKE NOTICE that the Ontario Securities Commission (the "Commission") will hold a hearing pursuant to section 127(1) and 127.1 of the *Securities Act*, R.S.O. c.S.5, as amended (the "Act") at its offices at 20 Queen Street West, 17th Floor, Toronto, Ontario, commencing on April 4, 2014 at 1:30 p.m. or as soon thereafter as the hearing can be heard;

AND TAKE NOTICE that the purpose of the hearing is for the Commission to consider whether it is in the public interest to approve the settlement agreement dated January 28, 2014 between Staff of the Commission and John W. Bordynuik;

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

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

DATED at Toronto this 3rd day of April, 2014.

"Josée Turcotte"
Acting Secretary to the Commission

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

AND

IN THE MATTER OF
JBI, INC., and JOHN W. BORDYNUIK

STATEMENT OF ALLEGATIONS

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

OVERVIEW

1. During the years 2008 to 2011 (the "Distribution Period") the Respondents John W. Bordynuik ("Bordynuik") and JBI, Inc. ("JBI") raised money for JBI and/or its predecessor entities.

2. In doing so Bordynuik caused JBI to raise a total of approximately $11.2 million U.S. from 433 Ontario investors through activities which breached Section 53 of the *Securities Act*, R.S.O. 1990 c.S.5 (the "Act"), were contrary to the public interest and which were not in compliance with Ontario securities law.

3. During part of the Distribution Period, Bordynuik caused to be prepared and signed financial statements of JBI in which JBI's financial position was misstated by approximately $10 million as a result of attributing an excessive value to one of the company's assets. This misrepresentation was first made in JBI's third quarter financial statements for the quarter ended September 30, 2009 and contained in its Form 10-Q. It was repeated in JBI's 2009 year-end financial statements contained in its Form 10K for the year ended December 31, 2009. Both documents were filed with the Securities Exchange Commission ("SEC").

4. In its third quarter financial statements filed on November 16, 2009 and in its year-end financial statements filed on March 31, 2010 for the year-ended December 31, 2009, JBI reported that it owned media credits having a valuation of $9,997,134.

5. This valuation was erroneous, and was not in compliance with Generally Accepted Accounting Principles or "GAAP".

6. Bordynuik certified that, based on his knowledge, the above financial statements fairly presented the financial condition of JBI when in fact they did not.

7. Monies were raised from the public, including from Ontario investors, during the time that JBI's financial statements contained the erroneously high valuation for the media credits. According to GAAP the media credits should have been written off in their entirety as of September 30, 2009.

8. While Bordynuik was raising funds on behalf of JBI, he established a trust for the benefit of his two minor children (the "Childrens' Trust"), which was governed by a formal trust agreement.

9. Bordynuik caused shares of JBI or John Bordynuik Inc. to be irrevocably settled on his mother as trustee of the Childrens' Trust. The Childrens' Trust held those shares in a securities account at RBC Dominion Securities.

10. Having irrevocably settled JBI shares in trust Bordynuik then directed his mother as trustee to transfer the shares out of the trust account at RBC Dominion Securities to a number of transferees whom he designated, contrary to the terms of the Childrens' Trust.

11. Bordynuik used the Childrens' Trust in part as a reservoir of JBI shares which could be distributed to others, including Bespoke Growth Partners, in aid of acquiring a listing on the AMEX or NASDAQ exchanges. Bordynuik's misuse of the Childrens' Trust for this purpose was conduct contrary to the public interest.

The Respondents

12. Bordynuik is an individual residing in the Province of Ontario. Bordynuik has never been registered by the Commission in any capacity.

13. JBI was formerly known as 310 Holdings Inc., and was incorporated in the State of Nevada on April 20, 2006.

14. Bordynuik bought 63% of the issued and outstanding shares of 310 Holdings Inc. on April 24, 2009.

15. Bordynuik was thereafter appointed President, CEO and CFO of 310 Holdings Inc.

16. On July 15, 2009, 310 Holdings Inc. purchased the assets of John Bordynuik, Inc.

17. Effective October 5, 2009, 310 Holdings Inc. changed its name to JBI. Bordynuik was the CEO and CFO of the newly named company.

18. JBI is quoted on the OTC Bulletin Board. JBI and its predecessor entities have been SEC reporting companies since 2006.

19. JBI's fiscal year ends on December 31.

ALLEGATIONS: THE ILLEGAL DISTRIBUTIONS CONTRARY TO SECTION 53 OF THE ACT

The Distribution During 2008

20. During 2008 Bordynuik distributed securities of JBI or John Bordynuik Inc. to residents of Ontario without a prospectus as required by Section 53(1) of the Act.

21. In documents filed with the Commission Bordnuik purported to rely on exemptions for the 2008 distribution, namely the accredited investor exemption and the family, friends and business associates exemption.

22. The distribution in 2008 raised roughly $2.9 million from approximately 204 Ontario investors. The 2008 distribution was contrary to Ontario securities law for the following reasons:

(a) The family, friends and business associates exemption does not apply to a trade in securities in Ontario hence was not an available exemption;

(b) It appears that the majority of the Ontario investors were not in fact accredited investors. Bordyuik's reliance upon that exemption was inappropriate.

23. The 2008 distribution of John Bordynuik Inc. shares was accordingly an illegal distribution insofar as it was marketed and sold to Ontario investors, contrary to Section 53 of the Act.

The PIPE Transactions

24. A private investment in public equity is known as a "PIPE offering". The acronym "PIPE" stands for Private Investment in Public Equity. In the United States a PIPE offering offering may be registered with the SEC or may be completed as an unregistered private placement.

25. Bordynuik caused JBI to raise money through four PIPE offerings and in each of the four PIPE offerings shares were marketed and sold to Ontario residents. The particulars are set out below.

26. The first PIPE offering was at $0.80 per share and took place from December 2009 through January 14, 2010. In the first PIPE offering Bordynuik assisted in the marketing and sale of shares to 176 Ontario residents and raised $4,105,000 US in proceeds from those Ontario investors. The first PIPE offering was made without a prospectus or offering memorandum and there was no exemption available. Bordynuik did not purport to claim any exemption on behalf of JBI. The distribution to Ontario investors during the first PIPE offering was contrary to Section 53 of the Act.

27. The second PIPE offering took place in May 2010. Bordynuik caused JBI to distribute its shares at $4.00 per share during the second PIPE offering and he caused JBI to market and sell shares to 40 Ontario investors who paid in aggregate $1,734,000 U.S. The second PIPE offering was made without a prospectus or offering memorandum and there was no exemption available. Bordynuik did not purport to claim any exemption on behalf of JBI. The distribution to Ontario investors during the second PIPE offering was contrary to Section 53 of the Act.

28. In December 2010 Bordynuik caused JBI to carry out the third PIPE offering, this time offering shares of JBI at $0.50 per share. A total of 6 Ontario investors participated in the third PIPE offering. A total of $1,215,000 US was raised from these 6 Ontario investors. There was no prospectus or offering memorandum during the third PIPE offering. There was no exemption available and Bordynuik did not purport to claim any exemption on behalf of JBI. The distribution to Ontario investors during the third PIPE offering was contrary to Section 53 of the Act.

29. Bordynuik caused JBI to undertake a fourth PIPE offering in April 2011. At this time JBI offered shares of JBI for sale at $0.70 per share. In the fourth PIPE offering the company marketed and sold its shares to 52 Ontario residents and raised a total of $1,215,000 US from Ontario investors. No prospectus or offering memorandum was provided in connection with the fourth PIPE offering. No exemption was available with respect to sales to Ontarians within that PIPE offering. Bordynuik did not purport to claim any exemption on behalf of JBI. The distribution to Ontario investors during the fourth PIPE offering was contrary to Section 53 of the Act.

ALLEGATIONS: MISLEADING FINANCIAL STATEMENTS CONTRARY TO SECTION 126.2 OF THE ACT

30. On or about August 29, 2009 JBI's predecessor entity 310 Holdings Inc. purchased 100% of the issued and outstanding shares of Javaco Inc., a wholly owned subsidiary of Domark International ("Domark").

31. In a separate agreement Domark's CEO assigned media credits purportedly representing $9,997,134 worth of prepaid print and radio ads to 310 Holdings Inc. to be used for marketing and advertising.

32. In exchange for the assignment of the media credits, 310 Holdings Inc. on August 24, 2009 issued a million shares of its own common stock to Domark, valued at $1.00 per share or $1 million dollars in total.

33. On October 5, 2009 310 Holdings Inc. changed its name to JBI and Bordynuik assumed the role of CEO and CFO of JBI. On January 1, 2010 Ronald Baldwin Jr. was appointed CFO of JBI.

34. The company's third quarter ended on September 30, 2009. Financial statements for the company for the period ended September 30, 2009 were included with the Form 10Q which the company filed with the SEC on November 16, 2009.

35. In the above financial statements JBI reported the media credits purchased from Domark as an asset of the company at their purported face value of $9,937,134. This valuation was contrary to GAAP. Bordynuik certified that, based on his knowledge, the financial statements fairly represented in all material respects the financial condition of JBI. The financial statements were not in fact GAAP-compliant as a result of the valuation applied to the media credits.

36. JBI's year end was December 31, 2009 and the company filed its 2009 year-end financial statements with its Form 10K on March 31, 2010. JBI's 2009 year-end financial statements also valued the media credits incorrectly at $9,997,134.

37. As CEO, Bordynuik certified that the year-end financial statements fairly presented in all material respects the financial condition of JBI. In fact the year-end financial statements were not GAAP-compliant in respect of the media credits valuation.

38. On May 21, 2010 JBI filed a Form 8K stating that the previously issued financial statements referenced above should not be relied upon due in part to questions about the valuation of the media credits.

39. On July 9, 2010 and on November 17, 2010 JBI issued two financial statement restatements. In those restatements JBI wrote down the media credits to zero and disclosed that the credits had previously been valued improperly.

40. Between November 16, 2009 and the eventual correction of the misrepresentation in July 2010, JBI raised money from the public through two PIPE offerings. The May 2010 PIPE offering was at $4.00 per share, a valuation which was premised in part on the erroneous value that had been attributed to the media credits.

41. By virtue of the misrepresentation Ontario investors who purchased during the first and second PIPE offerings may have been misled about the value of JBI. Bordynuik knew or ought reasonably to have known that the media credit valuation was unreliable and not in conformity with GAAP. The respondent's actions were contrary to 126.2 of the Act.

ALLEGATIONS: MISUSE OF THE CHILDRENS' TRUST ACCOUNT CONTRARY TO SECTION 127

42. On or about July 6, 2007 Bordynuik and others executed a document entitled "1683091 Trust Agreement".

43. The Childrens' Trust (previously defined in paragraph 8), set up pursuant to the 1683091 Trust Agreement, appears to have been a trust established by Bordynuik for the purpose of functioning as a repository for shares which he wished to settle in trust for the benefit of his two children.

44. The July 6, 2007 agreement created a trust for Bordynuik's two children and provided that his mother Shirley Bordynuik was to manage the trust assets as trustee. Bordynuik settled shares of John Bordynuik Inc. upon 1683091 Trust in trust for his children. The trust entity, 1683091 Trust, maintained an account with RBC Dominion Securities ("DS"). Shirley Bordynuik was the person authorized to give instructions on that account.

45. Pursuant to the Childrens' Trust agreement, shares were to be held in trust for the benefit of the two Bordynuik children.

46. The trust agreement and other trust documentation was filed with DS as part of the "Know Your Client" documents with respect to 1683091 Trust's account at DS. The DS trust account initially held 6,000 shares of John Bordynuik Inc.. In or about October 2009 an additional share certificate representing 1 million shares was deposited to the trust account at DS.

47. Immediately thereafter, on or about October 23, 2009, Bordynuik caused the shares represented by these certificates to be transferred to fourteen different transferees, none of whom were beneficiaries of the trust.

48. Again on December 10, 2009 Bordynuik caused 300,000 shares to be transferred improperly from the Childrens' Trust account to the benefit of Bespoke Growth Partners. Bespoke Growth Partners was not a beneficiary of the Childrens' Trust.

49. Bordynuik used the Childrens' Trust account at DS as a reservoir of JBI shares which he distributed to people who had been involved in or friendly to the company's operations. Bordynuik undertook some of these activities in pursuit of JBI becoming up-listed on American exchanges. His use of the trust account was improper in that he distributed shares subject to the Childrens' Trust to parties who were not beneficiaries of the Childrens' Trust.

50. The above conduct violated the terms of the Childrens' Trust, and was contrary to the public interest thereby justifying an Order under Section 127 of the Act.

STAFF'S ALLEGATIONS

51. Staff alleges that the conduct of Bordynuik as described above is contrary to the following provisions of the Act:

(a) the distribution of JBI's securities during the year 2008 purported to rely on prospectus exemptions which were not in fact applicable, and was accordingly an illegal distribution contrary to Section 53 of the Act;

(b) the distributions of JBI's securities which took place between December 2009 and April 2011 were made without a prospectus and without any available exemption, contrary to Section 53 of the Act;

(c) JBI's third quarter financial statements for the quarter ending September 30, 2009 and JBI's year-end financial statements for the fiscal year 2009 contained a materially incorrect valuation of an asset and hence were misleading financial statements, contrary to Section 126.2 of the Act; and

(d) Bordynuik established a trust for his children into which he deposited JBI shares and then transferred them out of the Childrens' Trust into the hands of persons who were not beneficiaries of that Trust, conduct which is contrary to the public interest, thereby meriting an Order under Section 127 of the Act.

April 1, 2014

1.4 Notices from the Office of the Secretary

1.4.1 Conrad M. Black et al.

FOR IMMEDIATE RELEASE
April 1, 2014

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

AND

IN THE MATTER OF
CONRAD M. BLACK, JOHN A. BOULTBEE
AND PETER Y. ATKINSON

TORONTO – The Commission issued an Order in the above named matter which provides that:

1. A further confidential pre-hearing conference shall take place on June 16, 2014 at 10:00 a.m., or such other date as may be ordered by the Commission; and

2. A motion requested by Mr. Boultbee for severance of the allegations against him will be heard on July 22 and July 23, 2014, commencing at 10:00 a.m., or such other date as may be ordered by the Commission; and

3. A hearing on the merits shall be scheduled to commence on October 3, 2014 and continue on the following dates in October 2014: 6, 8-10; 14-17; 20; 22-24; 27-31; and on the following dates in February 2015: 2-6, 9, 11-13, or on such other dates as may be ordered by the Commission.

The pre-hearing conference on June 16, 2014 will be held *in camera*.

A copy of the Order dated April 1, 2014 is available at www.osc.gov.on.ca.

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JOSÉE TURCOTTE
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1.4.2 Sino-Forest Corporation et al.

FOR IMMEDIATE RELEASE
April 1, 2014

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

AND

IN THE MATTER OF
SINO-FOREST CORPORATION, ALLEN CHAN, ALBERT IP, ALFRED C.T. HUNG, GEORGE HO, SIMON YEUNG and DAVID HORSLEY

TORONTO – The Commission issued an Order in the above named matter which provides that the pre-hearing conference in this matter be continued on April 22, 2014 at 3:00 p.m.

The pre-hearing conference will be held *in camera*.

A copy of the Order dated April 1, 2014 is available at www.osc.gov.on.ca.

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1.4.3 James Barnett (also known as John David)

FOR IMMEDIATE RELEASE
April 1, 2014

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

AND

IN THE MATTER OF
JAMES BARNETT (ALSO KNOWN AS JOHN DAVID)

AND

IN THE MATTER OF
A SETTLEMENT AGREEMENT BETWEEN
STAFF OF THE ONTARIO SECURITIES COMMISSION
AND JAMES BARNETT
(ALSO KNOWN AS JOHN DAVID)

TORONTO – Following a hearing held today, the Commission issued an Order in the above named matter approving the Settlement Agreement reached between Staff of the Commission and James Barnett (also known as John David).

A copy of the Order dated April 1, 2014 and Settlement Agreement dated March 21, 2014 are available at www.osc.gov.on.ca.

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1.4.4 Gold-Quest International and Sandra Gale

FOR IMMEDIATE RELEASE
April 2, 2014

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

AND

IN THE MATTER OF
GOLD-QUEST INTERNATIONAL and SANDRA GALE

TORONTO – The Commission issued an Order in the above named matter which provides that the hearing is adjourned and shall continue on June 4, 2014 at 10:00 a.m. to provide the Panel with a status update.

A copy of the Order dated April 1, 2014 is available at www.osc.gov.on.ca.

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1.4.5 A25 Gold Producers Corp. et al.

FOR IMMEDIATE RELEASE
April 2, 2014

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

AND

IN THE MATTER OF
A25 GOLD PRODUCERS CORP., DAVID AMAR,
JAMES STUART ADAMS and AVI AMAR

TORONTO – The Commission issued an Order in the above named matter which provides that:

(a) the hearing dates of October 20, 22, 23, and 24, 2014 be vacated;

(b) Staff shall provide Staff's hearing brief, will-say statements and witness list to the Respondents by July 11, 2014;

(c) the Respondents shall provide their hearing briefs, will-say statements and witness lists to Staff by September 11, 2014;

(d) a pre-hearing conference shall take place on October 20, 2014 at 10:00 a.m.; and

(e) the hearing on the merits in this matter shall commence on November 17, 2014 at 10:00 a.m. and shall continue on November 19, 20, 21, 24, 25, 26, 27, and 28, 2014.

The pre-hearing conference on October 20, 2014 will be held *in camera*.

A copy of the Order dated April 1, 2014 is available at www.osc.gov.on.ca.

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1.4.6 Ronald James Ovenden et al.

FOR IMMEDIATE RELEASE
April 2, 2014

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

AND

IN THE MATTER OF
RONALD JAMES OVENDEN,
NEW SOLUTIONS CAPITAL INC.,
NEW SOLUTIONS FINANCIAL CORPORATION AND
NEW SOLUTIONS FINANCIAL (II) CORPORATION

TORONTO – The Commission issued an Order in the above named matter which provides that the dates for the Merits Hearing, scheduled to commence on April 7, 2014 and continue, as required, on April 9-11, April 14-17, May 5, May 7-9 and May 12-16, 2014, shall be vacated and adjourned to commence on May 5, 2014 and shall continue on May 7-9, 12-16, 21-23 and 26-30, 2014.

A copy of the Order dated April 1, 2014 is available at www.osc.gov.on.ca.

OFFICE OF THE SECRETARY
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1.4.7 Matthew Schloen

FOR IMMEDIATE RELEASE
April 3, 2014

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

AND

IN THE MATTER OF
MATTHEW SCHLOEN

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 Matthew Schloen in the above named matter.

The hearing will be held on April 17, 2014 at 9:30 a.m. on the 17th floor of the Commission's offices located at 20 Queen Street West, Toronto.

A copy of the Notice of Hearing dated April 3, 2014 and Statement of Allegations of Staff of the Ontario Securities Commission dated April 3, 2014 are available at www.osc.gov.on.ca.

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ACTING SECRETARY

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1.4.8 JBI, Inc. and John W. Bordynuik

FOR IMMEDIATE RELEASE
April 3, 2014

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

AND

IN THE MATTER OF
JBI, INC., and JOHN W. BORDYNUIK

AND

IN THE MATTER OF
A SETTLEMENT AGREEMENT BETWEEN
STAFF OF THE ONTARIO SECURITIES COMMISSION
AND JOHN W. BORDYNUIK

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 John W. Bordynuik.

The hearing will be held on April 4, 2014 at 1:30 p.m. on the 17th floor of the Commission's offices located at 20 Queen Street West, Toronto.

A copy of the Notice of Hearing dated April 3, 2014 and Statement of Allegations of Staff of the Ontario Securities Commission dated April 1, 2014 are available at www.osc.gov.on.ca.

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1.4.9 Bluestream Capital Corporation et al.

FOR IMMEDIATE RELEASE
April 4, 2014

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

AND

IN THE MATTER OF
BLUESTREAM CAPITAL CORPORATION,
BLUESTREAM INTERNATIONAL INVESTMENTS INC.,
KROWN CONSULTING CORP., 1859585 ONTARIO LTD.
(operating as SOVEREIGN INTERNATIONAL
INVESTMENTS) and PETER BALAZS

TORONTO – The Commission issued an Order in the above named matter which provides that this matter be adjourned to a confidential pre-hearing conference on June 26, 2014 at 10:00 a.m. or to such other date as may be agreed to by the parties and fixed by the Office of the Secretary.

The pre-hearing conference will be held *in camera*.

A copy of the Order dated April 2, 2014 is available at www.osc.gov.on.ca.

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1.4.10 JBI, Inc. and John W. Bordynuik

FOR IMMEDIATE RELEASE
April 4, 2014

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

AND

IN THE MATTER OF
JBI, INC., and JOHN W. BORDYNUIK

AND

IN THE MATTER OF
A SETTLEMENT AGREEMENT BETWEEN
STAFF OF THE ONTARIO SECURITIES COMMISSION
AND JOHN W. BORDYNUIK

TORONTO – Following a hearing held today, the Commission issued an Order in the above named matter approving the Settlement Agreement reached between Staff of the Commission and John W. Bordynuik.

A copy of the Order dated April 4, 2014 and Settlement Agreement dated January 28, 2014 are available at www.osc.gov.on.ca.

OFFICE OF THE SECRETARY
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1.4.11 Ground Wealth Inc. et al.

FOR IMMEDIATE RELEASE
April 7, 2014

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

AND

IN THE MATTER OF
GROUND WEALTH INC., MICHELLE DUNK,
ADRION SMITH, JOEL WEBSTER, DOUGLAS DEBOER,
ARMADILLO ENERGY INC.,
ARMADILLO ENERGY, INC., and
ARMADILLO ENERGY, LLC
(aka ARMADILLO ENERGY LLC)

TORONTO – The Commission issued an Order in the above named matter which provides that:

1. the Merits Hearing is hereby converted to a hearing in writing, pursuant to Rule 11 of the Rules of Procedure with certain provisions;

2. the Respondents shall have 10 days from the date of this Order to serve any notice of objection under Rule 11.7 of the Rules of Procedure; and

3. the dates scheduled for the oral Merits Hearing, being April 14, 15, 21, 23-25, 28-30 and May 1-2, 5 and 7, 2014, are vacated.

A copy of the Order dated April 7, 2014 is available at www.osc.gov.on.ca.

OFFICE OF THE SECRETARY
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1-877-785-1555 (Toll Free)

1.4.12 Issam El-Bouji et al.

FOR IMMEDIATE RELEASE
April 7, 2014

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

AND

IN THE MATTER OF
ISSAM EL-BOUJI, GLOBAL RESP CORPORATION,
GLOBAL GROWTH ASSETS INC.,
GLOBAL EDUCATIONAL TRUST FOUNDATION
AND MARGARET SINGH

TORONTO –The Commission issued an Order in the above named matter which provides that the hearing dates scheduled for April 9, 10 and 11, 2014 be vacated and that the hearing in this matter shall commence on April 14, 2014 at 10:00 a.m. and shall continue on April 15, 16, 17, 21, 23, 24, 25, 28, 29 and 30, 2014 each day commencing at 10:00 a.m.

A copy of the Order dated April 7, 2014 is available at www.osc.gov.on.ca.

OFFICE OF THE SECRETARY
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1.4.13 Children's Education Funds Inc.

FOR IMMEDIATE RELEASE
April 8, 2014

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

AND

IN THE MATTER OF
CHILDREN'S EDUCATION FUNDS INC.

TORONTO – The Commission issued an Order in the above named matter approving the Settlement Agreement reached between Staff of the Commission and Children's Education Funds Inc.

A copy of the Order dated April 7, 2014 and Settlement Agreement dated March 31, 2014 are available at www.osc.gov.on.ca.

OFFICE OF THE SECRETARY
JOSÉE TURCOTTE
ACTING SECRETARY

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1.4.14 Eric Inspektor

FOR IMMEDIATE RELEASE
April 8, 2014

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

AND

IN THE MATTER OF
ERIC INSPEKTOR

TORONTO – Take notice that the hearing in the above named matter has been rescheduled to commence on April 30, 2014 at 10:00 a.m. at the offices of the Commission located at 20 Queen Street West, 17th Floor, Toronto.

OFFICE OF THE SECRETARY
JOSÉE TURCOTTE
ACTING SECRETARY

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Chapter 2

Decisions, Orders and Rulings

2.1 Decisions

2.1.1 Redwood Asset Management Inc. et al.

Headnote

NP 11-203 Process for Exemptive Relief Applications in Multiple Jurisdictions – Approval of change of manager of a mutual fund, and a mutual fund merger – merger approval required because merger does not meet the criteria for per-approval – continuing fund has different investment objectives than terminating fund – merger not a "qualifying exchange" or a tax-deferred transaction under the Income Tax Act – manager of continuing fund is not an affiliate of the manager of the terminating funds –securityholders provided with timely and adequate disclosure regarding the merger – change of manager is not detrimental to unitholders or contrary to the public interest.

Applicable Legislative Provisions

National Instrument 81-102 Mutual Funds, ss. 5.5(1)(a), 5.5(1)(b), 5.5(3), 5.6, 5.7 and 19.1

March 28, 2014

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
REDWOOD ASSET MANAGEMENT INC.
(Redwood)

AND

ASTON HILL ASSET MANAGEMENT INC.
(Aston Hill) (together, the Filers)

AND

REDWOOD INCOME STRATEGIES CLASS
(the Redwood Fund or the Terminating Fund)

AND

ASTON HILL GROWTH & INCOME FUND
(the Continuing Fund and together with
the Terminating Fund, the Funds)

DECISION

Background

The principal regulator in the Jurisdiction has received an application from the Filers for a decision under the securities legislation of the Jurisdiction of the principal regulator (the **Legislation**) for approval of: (a) the proposed change of manager of the Redwood Fund from Redwood to Aston Hill (the **Change of Manager**) under section 5.5(1)(a) of National Instrument 81-102 *Mutual Funds* (**NI 81-102**); and (b) the proposed merger of the Terminating Fund into the Continuing Fund (the **Merger** and together with the Change of Manager the **Proposed Transaction**) under section 5.5(1)(b) of NI 81-102 (together the **Approval Sought**).

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

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

(b) the Filers have provided notice that section 4.7(1) of Multilateral Instrument 11-102 *Passport System* (**MI 11-102**) is intended to be relied upon in all of the provinces and territories of Canada.

Interpretation

Terms defined in the Legislation, MI 11-102, National Instrument 14-101 – *Definitions*, NI 81-102 and National Instrument 81-107 – *Independent Review Committee for Investment Funds* (**NI 81-107**) have the same meanings if used in this decision, unless otherwise defined.

Representations

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

Redwood and the Redwood Fund

1. Redwood is currently the manager of the Redwood Fund pursuant to a management agreement originally made as of January 10, 2008 (the **Management Agreement**).

2. Redwood is a corporation incorporated under the *Business Corporations Act* (Ontario) (**OBCA**) with its head office in Toronto, Ontario and is not in

default of any requirements of applicable securities legislation.

3. Redwood is currently registered in Ontario under the applicable legislation as an exempt market dealer and portfolio manager. Redwood is currently registered in Quebec under the applicable legislation as an exempt market dealer. Redwood is also registered in Newfoundland and Labrador, Ontario and Quebec under the applicable legislation as an investment fund manager.

4. The Redwood Fund is a class of mutual fund shares of Ark Mutual Funds Ltd. (**Ark Ltd.**), a corporation formed under the *Business Corporations Act* (Ontario) (**OBCA**) by articles of incorporation dated November 2, 2007.

5. The Redwood Fund is a reporting issuer in all of the provinces of Canada and is not in default of any requirements of applicable securities legislation.

6. The securities of the Redwood Fund are currently offered under a simplified prospectus and annual information form each dated November 27, 2013, as amended by amendments to each dated February 13, 2014.

7. The Redwood Fund is subject to, among other laws and regulations, NI 81-102, National Instrument 81-106 *Investment Fund Continuous Disclosure* and NI 81-107.

8. Aston Hill is the portfolio manager of the Redwood Fund.

9. The Redwood Fund's investment objective is to achieve long-term capital growth by investing in income oriented equities, income trusts and convertible and fixed-income securities trading predominantly on Canadian markets. The Redwood Fund may also focus its assets in specific industry sectors and asset classes based on analysis of business cycles, industry sectors and market outlook.

10. The Terminating Fund calculates its net asset value as at the close of trading on each day that the Toronto Stock Exchange is open for trading.

Aston Hill and the Continuing Fund

11. Aston Hill was formed under the laws of the Province of Ontario pursuant to articles of amalgamation dated December 30, 2011.

12. The head office of Aston Hill is located in Toronto, Ontario.

13. Aston Hill is currently registered in Alberta, British Columbia, Manitoba, New Brunswick, Newfoundland and Labrador, Nova Scotia, Ontario and Quebec under the applicable legislation as an exempt market dealer and portfolio manager. Aston Hill is also registered in Newfoundland and Labrador, Ontario and Quebec under the applicable legislation as an investment fund manager.

14. Aston Hill is not in default of securities legislation in any jurisdiction of Canada.

15. Aston Hill is the manager of the Aston Hill Mutual Funds, a family of mutual funds currently offered by way of a combined simplified prospectus and amended and restated simplified prospectus (the **Aston Hill Prospectus**) and a combined annual information form and amended and restated annual information form (the **Aston Hill AIF**), each dated May 30, 2013.

16. One of the Aston Hill Mutual Funds managed by Aston Hill, and that is offered pursuant to the Aston Hill Prospectus, the Aston Hill AIF, and a related fund facts (collectively, the **Aston Hill Offering Documents**) is the Continuing Fund.

17. The Continuing Fund, a mutual fund governed by a declaration of trust, initially was called "*Lawrence Payout Ratio Trust*" and was a non-redeemable investment fund, the units of which were traded on the Toronto Stock Exchange. Effective August 27, 2007, its declaration of trust was amended and restated to make certain changes, including those necessary to convert the Continuing Fund into an open-ended mutual fund and to change its name to "Lawrence Income and Growth Fund". On December 18, 2009, the Continuing Fund's declaration of trust was further amended to change its name to "*Navina Income & Growth Fund*", and on December 22, 2010 the declaration of trust was amended again to change the name of the Continuing Fund to its current name.

18. The Continuing Fund is a reporting issuer in all of the provinces and territories of Canada and is not in default of any requirements of applicable securities legislation.

19. The Continuing Fund currently distributes Series A, Series F and Series I units in all of the provinces and territories of Canada pursuant to the applicable Aston Hill Offering Documents. Series X units of the Continuing Fund also exist but are not available for purchase through the Aston Hill Offering Documents.

20. The Continuing Fund is also subject to, among other laws and regulations, NI 81-102, NI 81-106 and NI 81-107.

21. The Continuing Fund's investment objectives are to (i) pay unitholders monthly cash distributions, and (ii) preserve the net asset value per unit, by

investing primarily in equity and debt securities of issuers located in Canada and around the world. The Continuing Fund may invest in Canadian income funds, convertible bonds, debentures, high yield debt instruments, listed equity securities, and cash or cash equivalents and may also invest in any other yield-based security or asset class that develops over time.

22. As with the Terminating Fund, the Continuing Fund calculates its net asset value as at the close of trading on each day that the Toronto Stock Exchange is open for trading.

Details of the Proposed Transaction

23. Redwood and Aston Hill entered into a purchase agreement on February 4, 2014 (the **Purchase Agreement**) pursuant to which Redwood has agreed to sell, assign and transfer all its right, title and interest in and to the Management Agreement to Aston Hill, as it pertains to the Redwood Fund. Under the terms of the Purchase Agreement, Aston Hill will pay Redwood a negotiated purchase price in consideration for such sale, assignment and transfer.

24. As a result, effective by or about April 15, 2014 (the **Effective Date**), and subject to receipt of all necessary regulatory and shareholder approvals and the satisfaction of all other required conditions precedent set out in the Purchase Agreement, including approval of the Merger, the Change of Manager will occur. As part of the Proposed Transaction, and also subject to receipt of all necessary approvals and completion of the Change of Manager, the Merger will occur after the close of business on the Effective Date.

25. A press release in connection with the Proposed Transaction was issued and disseminated on February 4, 2014. A related material change report was filed on February 5, 2014. Amendments to the simplified prospectus, annual information form and fund facts of the Redwood Fund were filed in connection with the Proposed Transaction on February 13, 2014 under SEDAR Project No. 02122406.

26. In accordance with the provisions of NI 81-107, Redwood referred the Proposed Transaction to the independent review committee of the Redwood Fund (the **Redwood IRC**) for its review. On February 3, 2014, the Redwood IRC advised Redwood that, after reasonable inquiry, the Proposed Transaction achieves a fair and reasonable result for the Redwood Fund. Aston Hill also referred the Merger to the independent review committee of the Continuing Fund (the **Aston Hill IRC**) for its review. On February 19, 2014, the Aston Hill IRC advised Aston Hill that, after reasonable inquiry, the Merger achieves a fair and reasonable result for the Continuing Fund.

27. Redwood will have no further responsibilities in respect of the Redwood Fund after the Effective Date. Redwood will continue to act as manager for certain other open-end funds that are not relevant to the Proposed Transaction.

28. Securityholders of the Redwood Fund will be asked to approve the Proposed Transaction at a special meeting to be held on March 28, 2014, as such special meeting may be postponed or adjourned (the **Special Meeting**). A notice of meeting and a management information circular (the **Circular**) was mailed to securityholders of the Redwood Fund on March 6, 2014 and filed on SEDAR in accordance with applicable securities legislation. The Circular contains: (a) sufficient information regarding the business, management and operations of Aston Hill, including details of the funds it manages and its officers and board of directors; (b) all information necessary to allow securityholders to make an informed decision about the Change of Manager and to vote on the Change of Manager; and (c) information required in connection with a fund merger as specified by section 5.6(1)(f) of NI 81-102. All other information and documents necessary to comply with the applicable proxy solicitation requirements of securities legislation for the Special Meeting have been mailed to securityholders of the Redwood Fund. The most recently filed fund facts of the Continuing Fund was also included with the Circular.

The Change of Manager

29. Redwood considers that the experience and integrity of each of the members of the Aston Hill current management team is apparent by their education and years of experience in the investment industry.

30. For the moment in time that the Redwood Fund will exist before the Merger occurs, Aston Hill will manage and administer the Redwood Fund in the same manner as Redwood. As noted above, Aston Hill is currently the portfolio manager of the Redwood Fund and will remain so.

31. The resignation of Redwood as manager of the Redwood Fund will be effective on the Effective Date. On that date, Aston Hill will assume the role of manager of the Redwood Fund under the Management Agreement.

Details of the Merger

32. The specific steps to implement the Merger are described below. The result of the Merger will be that investors in the Terminating Fund will cease to be shareholders in the Terminating Fund and will become unitholders in the Continuing Fund.

33. The proposed Merger will be structured as follows:

(a) the value of the Terminating Fund's portfolio and other assets will be determined at the close of business on the Effective Date;

(b) the Continuing Fund will acquire all or substantially all of the investment portfolio and the assets of the Terminating Fund in exchange for units of the Continuing Fund having an aggregate net asset value equal to the value of the investment portfolio and assets acquired;

(c) the Continuing Fund will not assume the Terminating Fund's liabilities and the Terminating Fund will retain sufficient assets to satisfy its estimated liabilities, if any, as of the date of the Merger. Such liabilities will not include any amounts relating to the incentive fee payable by the Fund as Redwood intends to waive such fee payable for the current year;

(d) if necessary, the Terminating Fund will declare, pay and automatically reinvest a dividend of net capital gains and income (if any);

(e) the shares of the Terminating Fund will be redeemed at their net asset value and paid for with units of a corresponding series of the Continuing Fund (as described below) having an equal aggregate net asset value as of the Effective Date. Such units will be distributed to shareholders of the Terminating Fund on a pro rata basis in exchange for their shares in the Terminating Fund; and

(f) as soon as reasonably practicable after the Effective Date, the articles of Ark Ltd. will be amended in order to delete the class of shares of Ark Ltd. represented by the Terminating Fund, thereby winding up the Terminating Fund.

34. If the Merger is approved, Shareholders of the Terminating Fund will receive units of an equivalent class of the Continuing Fund, as shown opposite in the table below:

Terminating Fund	Continuing Fund
Series A shares	*Series A units*
Series AA shares	*Series A units*
Series F shares	*Series F units*
Series FF shares	*Series F units*

35. The Merger will not constitute a material change for the Continuing Fund, as the net asset value of the Continuing Fund is significantly larger than the net asset value of the Terminating Fund.

36. In the opinion of Aston Hill, the Merger will be beneficial to securityholders of the Funds for the following reasons:

(a) the management fees of the Continuing Fund are lower than those of the Terminating Fund;

(b) unlike the Terminating Fund, no Series of units of the Continuing Fund charges an incentive fee;

(c) due to their investment strategies, each Fund may receive regular income and foreign dividend payments. Due to the different tax rules that apply to mutual funds trusts (such as the Continuing Fund) and mutual fund corporations (such as the Terminating Fund), it is more tax efficient to operate in a mutual fund trust structure as ordinary income and foreign dividends may be flowed through a mutual fund trust;

(d) the Continuing Fund will have a greater level of assets which is expected to allow for: increased portfolio diversification opportunities; greater liquidity of investments; and increased economies of scale for operating expenses; and

(e) the Merger will eliminate the administrative and regulatory costs of operating the Terminating Fund as a separate mutual fund.

37. If all required approvals for the Proposed Transaction are obtained, it is intended that the Merger will occur after the close of business on the Effective Date. Aston Hill therefore anticipates that each shareholder of the Terminating Fund will become a unitholder of the Continuing Fund after the close of business on the Effective Date. The Terminating Fund will be wound-up as soon as reasonably possible following the Merger.

38. The cost of effecting the Merger (consisting primarily of proxy solicitation, printing, mailing, legal and regulatory fees) will be borne by Redwood and Aston Hill.

39. The right of the shareholders of the Terminating Fund to redeem or switch their shares of the Terminating Fund will cease as of the close of business on the day prior to the Effective Date. Shareholders of the Terminating Fund will subsequently be able to redeem, in the ordinary course and without the imposition of any fees or

charges, the units of the Continuing Fund that they will acquire upon the Merger. Shareholders of the Terminating Fund with optional plans, including pre-authorized contribution plans, will have their plans automatically switched over to the Continuing Fund unless the Manager receives notice to the contrary. Redwood may suspend purchases of, or switches to, the Terminating Fund at any time prior to the Effective Date.

40. In the opinion of the Filers, the Merger satisfies all of the criteria for pre-approved reorganizations and transfers set forth in section 5.6(1) of NI 81-102 except that:

(a) the Merger will not be implemented as either a "qualifying exchange" within the meaning of section 132.2 of the *Income Tax Act* (Canada) (the **Tax Act**) or a tax-deferred transaction under section 85(1), 85.1(1), 86(1) or 87(1) of the Tax Act. The Merger will be implemented on a taxable basis as a corporate fund cannot be merged into a trust fund on a non-taxable basis. Consequently, the Merger will not meet the criteria for pre-approved reorganizations and transfers under subsection 5.6(1)(b) of NI 81-102; and

(b) a reasonable person may not consider the investment objective of the Terminating Fund to be substantially similar to the investment objective of the Continuing Fund. Accordingly, such Merger may not meet the criteria for pre-approved reorganizations and transfers under subsection 5.6(1)(a)(ii) of NI 81-102.

41. The Circular provided:

(a) a summary of the anticipated tax implications to securityholders of the Terminating Fund and the Continuing Fund; and

(b) a comparison of the investment objectives, investment strategies and other material differences of the Funds.

Decision

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

The decision of the principal regulator under the Legislation is that the Approval Sought is granted provided that Redwood obtains the prior approval of the securityholders of the Redwood Fund of the Proposed Transaction at the Special Meeting.

"Vera Nunes"
Manager, Investment Funds
Ontario Securities Commission

2.1.2 Dimensional Fund Advisors Canada ULC

Headnote

NP 11-203 Process for Exemptive Relief Applications in Multiple Jurisdictions – Application for an exemption from the restrictions on providing non-monetary benefits to participating dealers and their representatives in paragraph 2.1(1)(b) and subsection 2.2(1) of National Instrument 81-105 Mutual Fund Sales Practices (NI 81-105) to extent necessary to permit a member of the organization of mutual funds to directly invite the sales representatives of participating dealers to its education conferences – Exemption also required from paragraph 5.2(b) of NI 81-105 requiring that the selection of the representatives of a dealer to attend a conference be made exclusively by the dealer, uninfluenced by any member of the organization of a mutual fund – Exemption granted subject to conditions including that the member of the organization of mutual funds must obtain the written consent of a representative's participating dealer each time prior to directly inviting representative to a conference.

Rules Cited

National Instrument 81-105 Mutual Fund Sales Practices, ss. 2.1(1)(b), 2.2(1), 5.2(b), 9.1.

April 1, 2014

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
DIMENSIONAL FUND ADVISORS CANADA ULC
(the Filer)

DECISION

Background

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

(a) the restrictions on providing non-monetary benefits to participating dealers and their representatives in sections 2.1(1)(b) and 2.2(1) of NI 81-105 *Mutual Fund Sales Practices* (**NI 81-105**) to the extent necessary to permit the Filer to directly invite the sales representatives of participating dealers that may distribute mutual funds managed by the Filer and that are members of the Investment Industry Regulatory Organization of Canada, the Mutual Fund Dealers Association of Canada, or are dealers that are duly registered in Quebec (collectively, the **Participating Dealers**) to the Filer's education conferences; and

(b) the requirement contained in section 5.2(b) of NI 81-105 that the selection of the representatives of a dealer to attend a conference or seminar be made exclusively by the dealer, uninfluenced by any member of the organization of the mutual fund to the extent necessary to permit the Filer to directly invite a Participating Dealer's sales representatives to the Filer's education conferences

(collectively, the **Exemption Sought**).

Under the Process for Exemptive 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, Saskatchewan, Manitoba, Quebec, New Brunswick, Nova Scotia, Prince Edward Island, Newfoundland and Labrador, Yukon, Northwest Territories and Nunavut (together, the **Jurisdictions**).

Interpretation

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

Representations

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

1. The Filer is a portfolio manager in British Columbia, Manitoba, Nova Scotia and Ontario, a registered investment fund manager in British Columbia, Ontario, Quebec and Newfoundland and Labrador and is registered as an exempt market dealer in all provinces of Canada. The Filer has its head office in British Columbia.

2. The Filer is an indirect Canadian subsidiary of Dimensional Fund Advisors LP, formerly Dimensional Fund Advisors Inc. (**DFA U.S.**).

3. The Filer is or will be the manager, portfolio manager, and promoter of the Dimensional Funds (existing and future) (the **Funds**). The securities of the Funds are offered or may be offered by simplified prospectus in all the Jurisdictions. The Filer has retained (or will retain) DFA U.S. or other affiliates to act as sub-adviser(s) for the Funds.

4. Each of the Filer, DFA U.S., and other affiliates of the Filer (collectively, the **Dimensional Group**), is and will be a member of the organization of each of the Funds as defined in section 1.1 of NI 81-105.

5. The Funds are only available to retail investors through sales representatives authorized by the Filer (**Approved Representatives**).

6. Approved Representatives and the Filer conduct due diligence on each other that includes the following steps:

   (a) The Filer will give the representative applying for approval materials about the Dimensional Group and the research behind its investment philosophy.

   (b) The Filer's Regional Directors and the representative will meet (in person or by phone) to review and discuss the materials provided by the Filer.

   (c) If the Filer and the representative want to take the next step in the due diligence process, the Filer will invite the representative to attend one or more introductory conferences, where in each case basic investing concepts used by the Funds are covered (each an **Introductory Conference**) to learn about the Dimensional Group's approach to investing. The Filer will only invite representatives to an Introductory Conference who have completed the preliminary stages of the due diligence process.

   (d) The Filer will obtain the Participating Dealer's written consent prior to directly inviting the representative to attend the Introductory Conference.

   (e) The Filer will enter into a distribution agreement with the Approved Representative's Participating Dealer.

   (f) The Filer will authorize the representative as an Approved Representative.

   (g) The Filer will request that an Approved Representative provide its clients with written disclosure explaining the Approved Representative's relationship with the Filer.

7. The Filer and other members of the Dimensional Group will also organize and present regular seminars and educational conferences (**Educational Seminars**) for Approved Representatives. Only Approved Representatives will be invited to attend Educational Seminars. The Filer will obtain the Participating Dealer's written consent prior to directly inviting an Approved Representative to an Educational Seminar.

8. The Filer's Introductory Conferences and Educational Seminars will be held exclusively for educational purposes. Except as exempted under this Decision, the Filer's Introductory Conferences and Educational Seminars will comply in all respects with NI 81-105 including the requirements that:

   (a) restrict the location of an Introductory Conference or Educational Seminar to Canada, the continental United States of America, or a location where a portfolio adviser of the Funds carries on business, if the primary purposes of the Introductory Conference or Educational Seminar is the provision of educational information about the investments or activities of the Funds carried on by that portfolio adviser; and

   (b) prohibit a member of the organization of the Funds from paying any travel, accommodation or personal incidental expenses associated with the attendance of a representative at an Introductory Conference or an Educational Seminar.

9. The Filer does not provide incentives, agree to provide incentives, or imply that it will provide incentives to Approved Representatives or to potential Approved Representatives going through the mutual due diligence process with the Filer.

10. The Exemption Sought was previously requested by the Filer and granted by an MRRS decision document dated May 24, 2006 for a period of one year, which expired on May 24, 2007. Further relief was requested by the Filer and granted by an MRRS decision document dated May 18, 2007 for a period of two years, which expired on May 18, 2009 and an MRRS decision document May 9, 2009 (the **Third Decision**), which expires on May 5, 2014. This Decision will replace the Third Decision.

11. The Filer obtained an exemption from NI 81-105 in British Columbia on March 20, 2006.

Decision

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

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

1. The Filer explains to a representative that they must attend an Introductory Conference in order to become an Approved Representative and may attend Educational Seminars after they become Approved Representatives.

2. The Filer explains to the representative that the Filer must obtain the written consent of the representative's Participating Dealer prior to directly inviting the representative to an Introductory Conference or Educational Seminar.

3. The Filer explains that the representative's Participating Dealer will decide whether the representative can attend an Introductory Conference or Educational Seminar.

4. The Filer obtains the written consent from the person in charge of compliance for the representative at the Participating Dealer prior to directly inviting the representative to each Introductory Conference or Educational Seminar.

5. The Filer requests that an Approved Representative provide its clients with written disclosure explaining the Approved Representative's relationship with the Filer.

"Edward P. Kerwin"
Commissioner
Ontario Securities Commission

"Deborah Leckman"
Commissioner
Ontario Securities Commission

2.1.3 Timbercreek Asset Management Ltd.

Headnote

National Policy 11-203 – Process for Exemptive Relief Applications in Multiple Jurisdictions – relief granted from the self-dealing prohibition in National Instrument 31-103 Registration Requirements, Exemptions and Ongoing Registrant Obligations to allow non-redeemable investment funds to invest in securities of underlying funds under common management, domiciled in Luxembourg – relief subject to certain conditions.

Applicable Legislative Provisions

National Instrument 31-103 Registration Requirements, Exemptions and Ongoing Registrant Obligations, ss. 13.5(2)(a), 15.1.

January 13, 2014

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
TIMBERCREEK ASSET MANAGEMENT LTD.
(the Filer)

DECISION

Background

The principal regulator in the Jurisdiction has received an application from the Filer for a decision under the securities legislation of the Jurisdiction of the principal regulator (the **Legislation**) exempting the Filer or an affiliate of the Filer with respect to each of

- Timbercreek Global Real Estate Fund (**Global**),

- Timbercreek Four Quadrant Global Real Estate Partners (**4Q**) (Global and 4Q collectively referred to as the **Existing Top Funds**), and

- any future non-redeemable investment fund that is a reporting issuer in a jurisdiction of Canada or any future non-redeemable investment fund organized under the laws of a province or territory of Canada or the federal laws of Canada, which is not a reporting issuer in a

jurisdiction in Canada, in each case, established, advised or managed by the Filer or an affiliate of the Filer after the date hereof (the **Future Top Funds** and, together with the Existing Top Funds, the **Top Funds**)

that invests its assets in Sub-Fund 2 (as defined below) and any additional future sub-funds of Timbercreek Real Estate Fund (the **Additional Sub-Funds** and, together with Sub-Fund 2, the **Sub-Funds**) from the restriction in section 13.5(2)(a) of National Instrument 31-103 *Registration Requirements, Exemptions and Ongoing Registrant Obligations* (**NI 31-103**) that prohibits a registered adviser from knowingly causing an investment portfolio managed by it, including an investment fund for which it acts as an adviser, to purchase securities of an issuer in which a responsible person or an associate of the responsible person is a partner, officer or director unless this fact is disclosed to the client and the written consent of the client to the purchase is obtained before the purchase (the **Exemption Sought**).

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

1. the Ontario Securities Commission is the principal regulator for this application (the **Principal Regulator**); and

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

Representations

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

1. The Filer is a corporation incorporated under the laws of the Province of Ontario with its head office and registered office located in Toronto, Ontario.

2. The Filer is a direct wholly-owned subsidiary of Timbercreek Asset Management Inc.

3. The Filer is registered in Ontario in the categories of Exempt Market Dealer, Investment Fund Manager and Portfolio Manager. The Filer is also registered in Alberta, British Columbia and Quebec in the category of Exempt Market Dealer.

4. The Filer is not a reporting issuer in any jurisdiction in Canada and is not in default of securities legislation in any jurisdiction of Canada.

The Top Funds

5. None of the Top Funds are, or will be, a mutual fund for the purposes of the *Securities Act* (Ontario) (the **Act**).

6. Each of the Top Funds is, or will be, a non-redeemable investment fund within the meaning of the Act.

7. Global is a trust formed under the laws of the Province of Ontario pursuant to a declaration of trust.

8. 4Q is a limited partnership formed under the *Limited Partnerships Act* (Ontario).

9. Securities of the Top Funds are, and will be, offered in Canada pursuant to a prospectus or applicable prospectus exemption under National Instrument 45-106 *Prospectus and Registration Exemptions* (**NI 45-106**) in accordance with applicable securities laws.

10. Global's investment objectives are to provide holders of units with quarterly distributions and preserve capital while providing the opportunity for long-term capital appreciation for unitholders by investing in a diversified portfolio of premier real estate securities including common equity, preferred shares and debt of both public and private real estate investment trusts and real estate companies in Canada, United States, United Kingdom, Continental Europe, Japan, Australia, Hong Kong, Singapore and other countries.

11. 4Q's investment objective is to maximize total returns for holders of units, consisting of income and capital appreciation and to provide holders of units with quarterly distributions by investing in a diversified portfolio of real estate investments comprised of both debt and equity investments in private and public issuers and transactions.

12. In order to achieve its objective, each of the Existing Top Funds actively allocates and re-allocates capital based upon the Filer's opinion of the position of the market cycle. The Filer believes that this approach will allow for timely capital allocation decisions on behalf of each of the Existing Top Funds.

13. Pursuant to an investment advisory and management agreement, the Filer or an affiliate of the Filer:

- is, or will be, the manager and/or investment adviser of each of the Top Funds;

- is, or will be, responsible for managing the assets of the Top Funds;

- has, or will have, complete discretion to invest and reinvest the Top Funds' assets; and
- is, or will be, responsible for executing all portfolio transactions in respect of the Top Funds.

14. The Filer or an affiliate of the Filer, as investment fund manager and the portfolio manager of the Top Funds will have full duties and obligations of an investment fund manager and portfolio manager under the Legislation in connection with all aspects of the business, operations and affairs of the Top Funds, including monitoring the underlying investment of the Top Funds and making decisions regarding the Top Funds' exposure to the Sub-Funds.

15. Each of the Existing Top Funds is not in default of securities legislation of any jurisdiction of Canada.

The Sub-Funds

16. Timbercreek Real Estate Fund is an investment company organized as a public limited company (société anonyme) qualifying as an investment company with variable capital (société d'investissement à capital variable) specialised investment fund (fonds d'investissement spécialisé) incorporated in Luxembourg for an unlimited period of time (the **SICAV**).

17. The SICAV is an umbrella entity that will be composed of one or more sub-funds, each with its own portfolio. The SICAV has filed a prospectus in Luxembourg. Currently, only one sub-fund of the SICAV exists which is capitalized by one investor.

18. After the Exemption Sought is granted, a second sub-fund (**Sub-Fund 2**) will be created by way of an amendment to the prospectus of the SICAV and the investment restrictions and redemption provisions specific to Sub-Fund 2 will be included in an appendix to the prospectus. Sub-Fund 2 may be capitalized by investments from the Top Funds, the Filer or each of their respective affiliates.

19. In the future, as additional investors to the SICAV are determined, Additional Sub-Funds will be created to accommodate such additional investors and any specific investment restrictions required thereby. In the future, the Top Funds may invest in such Additional Sub-Funds.

20. The Top Funds, the Filer or each of their respective affiliates will be the only investors in any Sub-Fund in which a Top Fund invests.

21. Any Sub-Fund in which a Top Fund invests will not be a mutual fund for the purposes of the Act.

22. The Sub-Funds will not be reporting issuers under the Act.

23. Securities of the Sub-Funds may be offered in Canada, subject to compliance with Canadian securities laws.

24. The investment objectives of each of the Sub-Funds is, or will be, to construct, on a discretionary basis, a diversified, actively managed portfolio of real estate investments by means of investing in real assets, in securities and other assets, including without limitation equity securities, preferred shares, claims and debt of any kind (including loans), convertible or not into common shares and warrants (including origination, mezzanine and secondary transactions) of both public and private real estate investment trusts and real estate companies. Any Sub-Fund in which a Top Fund invests will invest primarily in real estate mortgage financing. Such Sub-Funds may also invest in other financial instruments that may be either listed on recognized stock exchanges or unlisted. Such Sub-Funds may employ leverage to enhance investment returns and use other financial instruments including cash, options, futures, swaps and other derivative instruments in order to enhance returns and/or mitigate risk to achieve an optimal risk/return profile.

Investment in the Sub-Funds

25. Each Top Fund's total investment in the Sub-Funds will not exceed ten percent (10%) of such Top Fund's total assets at the time of the investment.

26. The aggregate amount of borrowing by Global will not exceed 25% of the aggregate value of the total assets of Global at the time of borrowing.

27. If the Filer co-invests with a Top Fund in any Sub-Fund, the amount of the Filer's co-investment will not exceed thirty-five percent (35%) of the net asset value of such Sub-Fund at the time of the investment.

28. Any co-investment with a Top Fund by the Filer in a Sub-Fund will be subject to the prior approval of an independent review committee constituted in accordance with National Instrument 81-*107 Independent Review Committee for Investment Funds* (an **Independent Review Committee**).

29. To the extent that the Filer has made a co-investment with a Top Fund in a Sub-Fund, any such investment by a Top Fund will be subject to the prior approval of an Independent Review Committee.

Valuation

30. Subject to the law applicable to the Sub-Funds, the Filer will use valuation procedures substantially as follows in calculating the net asset value of any Sub-Fund in which a Top Fund, the Filer or each of their respective affiliates invest:

    (a) the value of any cash, receivables and prepaid expenses, will be carried at face value, unless the Filer deems otherwise;

    (b) mortgage loans will be stated at fair value. Interest income on such loans will be recorded on the accrual basis provided that the mortgage loan is not impaired. An impaired mortgage loan is any loan where, in the Filer's opinion, there has been a deterioration of credit quality to the extent that the Sub-Fund no longer has a reasonable assurance as to the timely collection of the full amount of principal and interest. As the mortgage loans comprising the portfolio do not trade in actively quoted markets, the Filer will estimate fair value based upon: (i) market interest rates; (ii) credit spreads for similar loans; and (iii) the specific creditworthiness and status of an existing borrower. The Filer will consider, but not be limited in considering, the following as part of the creditworthiness and status of a borrower: (i) payment history; (ii) value of underlying property securing the loan or mortgage; (iii) overall economic conditions; (iv) status of construction or property development (if applicable); and (v) other conditions specific to the underlying property or building;

    (c) the value of short-term investments (treasury bills, money market instruments, or similar) will be the cost of such instrument plus accrued interest up to and including the date of calculation; and

    (d) the value of any other property will be the value determined by the Filer, which most accurately reflects its fair value.

    If an investment cannot be valued under the above guidelines, or if the Filer determines that the above guidelines are at any time inappropriate under the circumstances, then notwithstanding such guidelines, the Filer will make such valuation as it considers fair and reasonable and, if there is an appropriate industry practice, in a manner consistent with such industry practice for valuing such investment.

    The directors of the SICAV, together with the Filer or an affiliate of the Filer, will review and, if required from time to time, consider the appropriateness of the valuation guidelines adopted by the Sub-Fund.

31. The valuation procedures in paragraph 30 are and will be applied consistently in calculating the net asset value of each sub-fund of Timbercreek Real Estate Fund whether or not a Top Fund, the Filer or each of their respective affiliates invest in such sub-fund.

Fund-on-Fund Structure

32. The Top Funds allow investors in the Top Funds to obtain exposure to the investment portfolios of the Sub-Funds and their investment strategies through direct investments by the Top Funds in securities of the Sub-Funds (the **Fund-on-Fund Structure**).

33. Investing in the Sub-Funds will allow the Top Funds to achieve their investment objectives in a cost efficient manner and will not be detrimental to the interests of other securityholders of the Sub-Funds.

34. An investment by a Top Fund in a Sub-Fund can, or will be able to, provide greater diversification for a Top Fund in particular asset classes on a basis which is not materially more expensive than investing directly in the securities held by the applicable Sub-Fund.

35. An investment by a Top Fund in a Sub-Fund is, or will be, compatible with the investment objectives of the Top Fund.

36. The Filer or an affiliate of the Filer is, or will be, entitled to receive monthly management fees, payable in arrears, and/or performance fees with respect to the Top Funds and the Sub-Funds.

37. The Filer or an affiliate of the Filer will ensure that the arrangements between or in respect of a Top Fund and a Sub-Fund, in respect of an investment pursuant to the Fund-on-Fund Structure, avoid the duplication of management fees and incentive fees.

38. There will be no sales fees or redemption fees payable by a Top Fund in respect of an acquisition, disposition or redemption of securities of a Sub-Fund by the Top Fund.

39. The Filer or an affiliate of the Filer will act as the manager and/or investment adviser of any Sub-Fund in which a Top Fund invests, will be responsible for managing the assets of such Sub-Fund, will have complete discretion to invest and reinvest the assets of such Sub-Fund in which the Top Fund's assets are invested, and will be responsible for executing all portfolio transactions in respect thereof.

40. The Filer or an affiliate of the Filer, as manager of the Top Funds, and the portfolio manager of the Tops Funds have or will have controls and processes to monitor any Sub-Fund, including the activities of any such Sub-Fund, in which a Top Fund invests.

41. The Filer or an affiliate of the Filer, in its capacity as manager of the Sub-Funds, will notify the manager of the Top Funds, promptly in writing of any material changes in respect of the Sub-Funds, as the term "material change" is defined in National Instrument 81-106 *Investment Fund Continuous Disclosure* (**NI 81-106**), so that the manager of the Top Funds will be able to comply with the material change disclosure requirements under NI 81-106.

42. As soon as practicable following the date of this decision but in any event prior to the initial investment in the Sub-Funds, the Filer or an affiliate of the Filer will issue a press release on behalf of the Filer and each of the Existing Top Funds disclosing: (a) that the Exemption Sought has been granted; (b) the fact that the Existing Top Funds may purchase securities of the Sub-Funds; (c) the fact that the Sub-Funds are managed and/or advised by the Filer or an affiliate of the Filer; (d) the approximate percentage of total assets of each Existing Top Fund that is intended to be invested in securities of the Sub-Funds; (e) the process or criteria used to select the Sub-Funds; (f) the type of continuous disclosure documents that the Sub-Funds provide to their securityholders and that the securityholders of an Existing Top Fund will receive, upon request, a copy of each continuous disclosure document a Sub-Fund provides to its securityholders for any Sub-Fund in which the Existing Top Fund invests; (g) the name of the auditor of the Sub-Funds; (h) the financial year-end of the Sub-Funds; (i) that the securityholders of an Existing Top Fund will receive, upon request, a copy of the financial statements and any other financial reports for any Sub-Fund in which the Existing Top Fund invests and the date such financial statements and other financial reports, if any, will be available; (j) the Filer's or the affiliate of the Filer's allocation policy; (k) that substantially all of the assets of each Sub-Fund are held by one custodian which meets substantially the same standards required of custodians as set out in Part 14 of National Instrument 41-101 *General Prospectus Requirements*; (l) a risk factor that the Sub-Funds are not reporting issuers in Canada; (m) the fact that the Filer may co-invest with a Top Fund in any Sub-Fund provided that the amount of the Filer's co-investment does not exceed thirty-five percent (35%) of the net asset value of such Sub-Fund at the time of the investment; (n) the fact that any co-investment by the Filer in a Sub-Fund will be subject to the prior approval of an Independent Review Committee; and (o) the fact that to the extent the Filer has invested in a Sub-Fund, any investment by a Top Fund in such Sub-Fund will be subject to the prior approval of an Independent Review Committee.

43. The Filer or an affiliate of the Filer will disclose, in any offering memorandum or prospectus, as applicable, that is prepared in connection with an offering of securities of a Future Top Fund or in connection with a subsequent offering of securities of an Existing Top Fund the disclosure in items (b) to (o) of paragraph 42 with respect to such Future Top Fund or Existing Top Fund, as applicable.

44. The Filer or an affiliate of the Filer will disclose in the next regular written communication made after the date of this decision to existing investors in the Existing Top Funds the disclosure in items (b) to (o) of paragraph 42 with respect to such Existing Top Fund.

45. The Filer or an affiliate of the Filer will disclose in the next annual information form for each Existing Top Fund, as applicable, filed after the date of this decision the disclosure in items (b) to (o) of paragraph 42 with respect to such Existing Top Fund.

46. The securityholders of a Top Fund will receive, on request, a copy of each continuous disclosure document a Sub-Fund provides to its security-holders for any Sub-Fund in which the Top Fund invests.

47. Each Top Fund's Management Reports of Fund Performance will include, in respect of any Sub-Fund in which the Top Fund invests, the disclosure mandated by items 2.3, 2.4, 2.5, 4 and 5 of Form 81-106F1 *Contents of Annual and Interim Management Report of Fund Performance*.

48. The Filer or an affiliate of the Filer will not cause the securities of a Sub-Fund held by a Top Fund to be voted at any meeting of the securityholders of the Sub-Fund, but the Filer or an affiliate of the Filer may, if it chooses, arrange for all the securities the Top Fund holds of the Sub-Fund to be voted by the beneficial holders of securities of the Top Fund.

49. A Top Fund and any Sub-Fund in which such Top Fund invests will be valued on the last business day of each month and will, accordingly, have a matching valuation date each month.

50. Units of Global are redeemable on a monthly and annual basis on the last business day of each month, subject to the manager's right to suspend the redemption of units or payment of proceeds in certain circumstances. Units of 4Q are redeemable on a quarterly basis on the last

business day of the quarter commencing June 30, 2013, subject to limitations on the percentage of units which may be redeemed and the manager's right to suspend the redemption of units in certain circumstances. Securities of any Sub-Fund in which a Top Fund invests will be redeemable on the last business day of each month, subject to availability of capital, as determined by the manager in its sole discretion, and certain other limitations and restrictions similar to those relating to the Top Funds.

51. No Sub-Fund will also be a Top Fund.

Generally

52. Since the Top Funds are not, or will not be, mutual funds, they are not, or will not be, subject to National Instrument 81-102 *Mutual Funds* (**NI 81-102**) and therefore the Top Funds are unable to rely upon the exemption codified under sub-section 2.5(7) of NI 81-102.

53. In the absence of the Exemption Sought, each of the Top Funds would be precluded from investing in a Sub-Fund, unless the consent of each investor in the Top Fund is obtained, since the Filer or an affiliate of the Filer or, an officer and/or director of the Filer or an affiliate of the Filer (considered a responsible person within the meaning of the applicable provisions of NI 31-103) may also be an officer and/or director of, or may perform a similar function for or occupy a similar position with, the Sub-Fund.

54. The Fund-on-Fund Structure does not result in any material increase in fees or expenses to investors in the Top Funds and there are also no sales or redemption charges applicable to the transactions.

55. Investments in the Sub-Funds should not result in a decrease of diversification of investment exposure for investors in the Top Funds as the Sub-Funds will be appropriately diversified. Investing the assets of the Top Funds in the Sub-Funds will enable the Filer or an affiliate of the Filer to achieve greater portfolio diversification in the assets of the Top Funds than investing directly in a portfolio of securities.

56. A Top Fund's investment in the Sub-Funds represents the business judgment of responsible persons uninfluenced by considerations other than the best interests of the investment funds concerned.

Decision

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

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

I. the Filer or an affiliate of the Filer ensures that:

(a) securities of the Top Funds are distributed in Canada pursuant to a prospectus or applicable prospectus exemption under NI 45-106;

(b) the investment by a Top Fund in a Sub-Fund is compatible with the fundamental objectives of the Top Fund;

(c) no management fees or incentive fees are payable by a Top Fund that, to a reasonable person, would duplicate a fee payable by the Sub-Fund for the same service;

(d) no sales fees or redemption fees are payable by the Top Fund in relation to its purchases or redemptions of securities of a Sub-Fund other than brokerage fees incurred on the purchase or disposition of securities of a Sub-Fund that are purchased or disposed of in the secondary market;

(e) no Top Fund will invest in a Sub-Fund unless the Sub-Fund invests less than 10% of its net asset value in mutual funds other than mutual funds that are "money market funds" (as defined by NI 81-102) or mutual funds that issue "index participation units" (as defined by NI 81-102);

(f) each Top Fund's total investment in the Sub-Funds will not exceed ten percent (10%) of such Top Fund's total assets at the time of the investment;

(g) the Filer or an affiliate of Filer will not cause the securities of a Sub-Fund held by a Top Fund to be voted at any meeting of the securityholders of the Sub-Fund, but the Filer or an affiliate of the Filer may, if it chooses, arrange for all the securities the Top Fund holds of the Sub-Fund to be voted by the beneficial holders of securities of the Top Fund;

(h) as soon as practicable following the date of this decision but in any event prior the initial investment in the Sub-Funds, the Filer or an affiliate of the Filer will issue a press release on behalf of the Filer and each of the Existing Top Funds disclosing items (a) to (o) of paragraph 42;

(i) the Filer or an affiliate of the Filer will disclose, in any offering memorandum or prospectus, as applicable, that is prepared in connection with an offering of securities of a Future Top Fund or in connection with a subsequent offering of securities of an Existing Top Fund the disclosure in items (b) to (o) of paragraph 42 with respect to such Future Top Fund or Existing Top Fund, as applicable;

(j) the Filer or an affiliate of the Filer will disclose in the next regular written communication made after the date of this decision to existing investors in the Existing Top Funds the disclosure in items (b) to (o) of paragraph 42 with respect to such Existing Top Fund;

(k) the Filer or an affiliate of the Filer will disclose in the next annual information form for each Existing Top Fund, as applicable, filed after the date of this decision the disclosure in items (b) to (o) of paragraph 42 with respect to such Existing Top Fund;

(l) the securityholders of a Top Fund will receive, on request, a copy of each continuous disclosure document a Sub-Fund provides to its securityholders for any Sub-Fund in which the Top Fund invests;

(m) each Top Fund's Management Reports of Fund Performance will include, in respect of any Sub-Fund in which the Top Fund invests, the disclosure mandated by items 2.3, 2.4, 2.5, 4 and 5 of Form 81-106F1 Contents of Annual and Interim Management Report of Fund Performance; and

II. the Exemption Sought ceases to apply on the coming into force of any securities legislation relating to purchases by an investment fund of securities issued by an issuer that has a partner, officer or director in common with a 'responsible person' or with an 'associate of a responsible person' as defined in NI 31-103.

"Raymond Chan"
Manager, Investment Funds Branch
Ontario Securities Commission

2.2 Orders

2.2.1 Conrad M. Black et al.

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

AND

IN THE MATTER OF
CONRAD M. BLACK, JOHN A. BOULTBEE AND PETER Y. ATKINSON

ORDER

WHEREAS on March 18, 2005 the Ontario Securities Commission (the "Commission") issued a Notice of Hearing (the "**Notice of Hearing**") pursuant to sections 127 and 127.1 of the *Securities Act*, R.S.O. 1990, c. S.5, as amended (the "**Act**") in relation to a Statement of Allegations (the "**Original Proceeding**") filed by Staff of the Commission ("**Staff**") with respect to Hollinger Inc., Conrad M. Black ("**Black**"), F. David Radler ("**Radler**"), John A. Boultbee ("**Boultbee**") and Peter Y. Atkinson ("**Atkinson**") (collectively, the "**Original Respondents**");

AND WHEREAS the Commission held a contested hearing on October 11 and November 16, 2005, to determine the appropriate date for a hearing on the merits of the Original Proceeding;

AND WHEREAS on January 24, 2006, the Commission issued its Reasons and Order setting down the matter for a hearing on the merits commencing June 2007, subject to each of the individual Original Respondents agreeing to execute an undertaking to the Commission to abide by interim terms of a protective nature within 30 days of that decision;

AND WHEREAS following the Reasons and Order dated January 24, 2006, each of the individual Original Respondents provided an undertaking in a form satisfactory to the Commission;

AND WHEREAS on March 30, 2006, the Commission issued an Order with attached undertakings provided by the individual Original Respondents and ordered, among other things, that the hearing on the merits commence on Friday, June 1, 2007, or as soon thereafter as may be fixed by the Secretary to the Commission and agreed to by the parties;

AND WHEREAS the individual Original Respondents further provided to the Commission amended undertakings, in a form satisfactory to the Commission, stating that each of the Original Respondents agreed to abide by interim terms of a protective nature (the "**Amended Undertakings**"), pending the Commission's final decision regarding liability and sanctions in the proceeding commenced by the Notice of Hearing;

AND WHEREAS on April 4, 2007, the Commission issued an Order which attached the Amended Undertakings, and ordered that the hearing on the merits be scheduled to commence on November 12 through to December 14, 2007, and January 7 to February 15, 2008 or such other dates as may be fixed by the Secretary to the Commission and agreed to by the parties;

AND WHEREAS Black and Boultbee brought motions and requests to adjourn the Original Proceeding pending the outcome of a criminal proceeding in the United States and Staff consented to the adjournment requests;

AND WHEREAS on September 11, 2007, the Commission issued an Order which adjourned the hearing on the merits of this matter and scheduled a hearing on December 11, 2007 for the purpose of addressing the scheduling of the Original Proceeding;

AND WHEREAS Black and Boultbee brought a series of additional motions and requests to adjourn the Original Proceeding, pending the outcome of criminal proceedings in the United States, and Staff consented to the adjournment requests;

AND WHEREAS the Commission issued orders on December 10, 2007, January 7, March 27, and September 25, 2008, February 12, May 20 and July 9, 2009, which granted Black and Boultbee's motions and adjourned the hearing of the matter;

AND WHEREAS by Order dated October 7, 2009, the Commission adjourned the hearing sine die, pending the release of a decision of the United States Supreme Court, in relation to an appeal brought by Boultbee, or until such further order as may be made by the Commission;

AND WHEREAS on November 12, 2012, Staff filed a new Statement of Allegations against Radler alone;

AND WHEREAS on November 13, 2012, Radler provided a new undertaking to the Commission;

AND WHEREAS on November 14, 2012, the Commission approved a settlement agreement reached between Staff and Radler and approved an Order resolving the new proceeding against Radler and releasing Radler from the Amended Undertakings;

AND WHEREAS on November 15, 2013, Staff withdrew its allegations in the Original Proceeding with respect to Radler;

AND WHEREAS on July 12, 2013, Staff withdrew its allegations in the Original Proceeding with respect to Hollinger;

AND WHEREAS on July 12, 2013, the Commission issued a new Notice of Hearing pursuant to sections 127 and 127.1 of the Act in relation to an Amended Statement of Allegations filed by Staff with respect to Black, Boultbee and Atkinson (together, the "**Respondents**");

AND WHEREAS the new Notice of Hearing stated that a hearing before the Commission would be held on August 16, 2013;

AND WHEREAS on August 16, 2013, the Commission heard submissions from counsel for Staff, counsel for Black, and from Atkinson and Boultbee on their own behalf;

AND WHEREAS on August 16, 2013, Staff requested that the matter be adjourned to a pre-hearing conference and the Respondents consented to this request;

AND WHEREAS on August 16, 2013, the Commission ordered that the matter be adjourned to a confidential pre-hearing conference to be held on Monday, October 21, 2013;

AND WHEREAS on September 23, 2013, the Commission approved a settlement agreement reached between Staff and Atkinson and approved an Order releasing Atkinson from the Amended Undertakings and requiring Atkinson to comply with a new undertaking;

AND WHEREAS counsel for Black filed a signed consent of all parties to reschedule the confidential pre-hearing conference of October 21, 2013 to Wednesday, October 23, 2013;

AND WHEREAS a confidential pre-hearing conference was held on October 23, 2013 and the Commission heard submissions from counsel for Staff, counsel for Black, and from Boultbee on his own behalf;

AND WHEREAS all parties agreed to adjourn the matter to a further confidential pre-hearing conference to be held on December 2, 2013;

AND WHEREAS a confidential pre-hearing conference was held on December 2, 2013 and the Commission heard submissions from counsel for Staff, counsel for Black, and from Boultbee on his own behalf;

AND WHEREAS all parties agreed to adjourn the matter to a further confidential pre-hearing conference to be held on January 9, 2014;

AND WHEREAS a confidential pre-hearing conference was held on January 9, 2014 and the Commission heard submissions from counsel for Staff, counsel for Black, and from Boultbee on his own behalf;

AND WHEREAS on January 9, 2014, the Commission ordered that Black's motion to stay proceedings or alternatively, for directions regarding the scope of issues to be determined at the hearing would be heard on March 26 and March 27, 2014, and that a further confidential pre-hearing would be held on February 26, 2014;

AND WHEREAS a confidential pre-hearing conference was held on February 26, 2014 and the Commission heard submissions from counsel for Staff and counsel for Black;

AND WHEREAS on February 26, 2014, the Commission ordered that Black's motion scheduled for March 26 and March 27, 2014 to stay proceedings or alternatively, for directions regarding the scope of issues to be determined at the hearing would be re-scheduled to April 10 and April 11, 2014, and that a further confidential pre-hearing conference take place on March 20, 2014, or such other date as agreed by the parties and set by the Office of the Secretary.

AND WHEREAS a confidential pre-hearing conference was held on March 20, 2014 and the Commission heard submissions from counsel for Staff and counsel for Black, and from Boultbee on his own behalf;

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

IT IS HEREBY ORDERED THAT:

1. A further confidential pre-hearing conference shall take place on June 16, 2014 at 10:00 a.m., or such other date as may be ordered by the Commission; and

2. A motion requested by Mr. Boultbee for severance of the allegations against him will be heard on July 22 and July 23, 2014, commencing at 10:00 a.m., or such other date as may be ordered by the Commission; and

3. A hearing on the merits shall be scheduled to commence on October 3, 2014 and continue on the following dates in October 2014: 6, 8-10; 14-17; 20; 22-24; 27-31; and on the following dates in February 2015: 2-6, 9, 11-13, or on such other dates as may be ordered by the Commission.

DATED at Toronto this 1st day of April, 2014.

“Mary G. Condon”

2.2.2 Sino-Forest Corporation et al.

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

AND

IN THE MATTER OF
SINO-FOREST CORPORATION, ALLEN CHAN, ALBERT IP, ALFRED C.T. HUNG,
GEORGE HO, SIMON YEUNG and DAVID HORSLEY

ORDER

WHEREAS the Ontario Securities Commission ("the Commission") issued a Notice of Hearing (the "Notice of Hearing") and Statement of Allegations in this matter dated May 22, 2012 pursuant to sections 127 and 127.1 of the *Securities Act*, R.S.O. 1990 c. S.5, as amended in respect of Sino-Forest Corporation ("Sino-Forest"), Allen Chan ("Chan"), Albert Ip ("Ip"), Alfred C.T. Hung ("Hung"), George Ho ("Ho"), Simon Yeung ("Yeung") and David Horsley ("Horsley");

AND WHEREAS on May 22, 2012, the Notice of Hearing gave notice that a hearing would be held on July 12, 2012 at 10:00 a.m. before the Commission;

AND WHEREAS on July 12, 2012, counsel for Staff, counsel for Sino-Forest, counsel for Chan, counsel for Ip, Hung, Ho and Yeung and counsel for Horsley appeared before the Commission and consented to the hearing being adjourned to October 10, 2012;

AND WHEREAS on July 12, 2012 the hearing in this matter was adjourned to October 10, 2012 at 10:00 a.m.;

AND WHEREAS on October 10, 2012 the hearing in this matter was adjourned to January 17, 2013;

AND WHEREAS on January 17, 2013 counsel for Staff, counsel for Chan, counsel for Ip, Hung, Ho and Yeung and counsel for Horsley appeared before the Commission and requested that the hearing be adjourned to May 13, 2013 for the purpose of conducting a pre-hearing conference;

AND WHEREAS on January 17, 2013 the Commission ordered that a pre-hearing conference be held on May 13, 2013;

AND WHEREAS on May 13, 2013 a pre-hearing conference was commenced before the Commission, at which counsel for Staff, counsel for Chan, counsel for Ip, Hung, Ho and Yeung and counsel for Horsley appeared and no one appeared on behalf of Sino-Forest;

AND WHEREAS the Commission was satisfied that Sino-Forest was provided with notice of the May 13, 2013 pre-hearing conference;

AND WHEREAS on May 13, 2013 the Commission ordered that the pre-hearing conference in this matter continue on July 19, 2013;

AND WHEREAS on July 19, 2013 the pre-hearing conference continued before the Commission, at which counsel for Staff, counsel for Chan, counsel for Ip, Hung, Ho and Yeung and counsel for Horsley appeared and no one appeared on behalf of Sino-Forest;

AND WHEREAS the Commission was satisfied that Sino-Forest was provided with notice of the July 19, 2013 pre-hearing conference;

AND WHEREAS on July 19, 2013 the Commission ordered that the pre-hearing conference in this matter continue on August 13, 2013;

AND WHEREAS on August 13, 2013 the pre-hearing conference continued before the Commission, at which counsel for Staff, counsel for Chan, counsel for Ip, Hung, Ho and Yeung and counsel for Horsley appeared and no one appeared on behalf of Sino-Forest;

AND WHEREAS the Commission was satisfied that Sino-Forest was provided with notice of the August 13, 2013 pre-hearing conference;

AND WHEREAS on August 13, 2013 counsel for Staff, counsel for Chan, counsel for Ip, Hung, Ho and Yeung and counsel for Horsley all made submissions regarding the scheduling of the hearing on the merits (the "Merits Hearing");

AND WHEREAS on August 13, 2013 counsel for Ip, Hung, Ho and Yeung requested that a motion for particulars and further disclosure be scheduled (the "Particulars Motion");

AND WHEREAS on August 13, 2013 the Commission ordered that:

1. the Merits Hearing shall commence on June 2, 2014 at 10:00 a.m., and continue as follows:

   a) Staff's case in the Merits Hearing shall be held on the following dates: June 2, 2014; June 4 to June 6, 2014; June 10 to June 13, 2014; June 16, 2014; June 18 to June 20, 2014; June 24 to June 27, 2014; June 30, 2014; July 3 to 4, 2014; July 8 to 11, 2014; July 14, 2014; July 16 to 18, 2014; July 22 to 25, 2014; August 11, 2014; August 13 to 15, 2014; August 19 to 22, 2014; August 25, 2014; August 27 to 29, 2014; September 2 to 5, 2014; September 8, 2014; September 10 to 12, 2014, and September 15, 2014 or on such other dates as ordered by the Commission;

   b) the Respondents' case in the Merits Hearing be held October 15 to 17, 2014; October 20, 2014; October 22 to 24, 2014; October 28 to 31, 2014; November 3, 2014; November 5 to 7, 2014; November 11, 2014; November 19 to 21, 2014; November 25 to 28, 2014; December 1, 2014; December 3 to 5, 2014; December 9 to 12, 2014; December 15, 2014; December 17 to 19, 2014; January 7 to 9, 2015; January 12, 2015; January 14 to 16, 2015; January 20 to 23, 2015; January 26, 2015; January 28 to 30, 2015; February 3 to 6, 2015; February 9, 2015; and February 11 to 13, 2015 or on such other dates as ordered by the Commission;

2. the Particulars Motion be held on October 16, 2013 commencing at 10:00 a.m., or such other date and time as ordered by the Commission; and

3. the pre-hearing conference in this matter be continued on September 10, 2013, at 2:00 p.m., or such other date and time as ordered by the Commission.

AND WHEREAS on September 10, 2013 the pre-hearing conference continued before the Commission, at which counsel for Staff, counsel for Chan, counsel for Ip, Hung, Ho and Yeung and counsel for Horsley appeared and no one appeared on behalf of Sino-Forest;

AND WHEREAS on September 10, 2013 counsel for Staff, counsel for Chan, counsel for Ip, Hung, Ho and Yeung and counsel for Horsley all made submissions with respect to the timetable for service of Staff's hearing briefs in connection with the Merits Hearing;

AND WHEREAS on September 10, 2013 the Commission ordered that (i) Staff shall serve its hearing briefs in connection with the Merits Hearing on the Respondents on or before February 3, 2014; and (ii) the pre-hearing conference in this matter be continued on October 10, 2013 at 10:00 a.m. (the "September 10 Order");

AND WHEREAS on October 10, 2013 the pre-hearing conference continued before the Commission, at which counsel for Staff, counsel for Chan, counsel for Ip, Hung, Ho and Yeung and counsel for Horsley appeared and no one appeared on behalf of Sino-Forest;

AND WHEREAS on October 10, 2013 counsel for Ip, Hung, Ho and Yeung requested that the hearing date scheduled for the Particulars Motion be vacated;

AND WHEREAS on October 10, 2013 counsel for Ip, Hung, Ho and Yeung further requested that the Commission vacate the dates scheduled for the Merits Hearing on October 20 and 22 to 24, 2014 to accommodate a scheduling conflict;

AND WHEREAS on October 10, 2013 the Commission ordered that:

1. the hearing date scheduled for the Particulars Motion, namely October 16, 2013, is vacated;

2. the hearing dates scheduled for October 20 and 22 to 24, 2014 for the Respondents' case in the Merits Hearing are vacated and further hearing dates are hereby scheduled for February 17 to 20, 2015; and

3. the pre-hearing conference in this matter be continued on November 21, 2013 at 11:00 a.m. or such other date and time as agreed to by the parties and set by the Office of the Secretary.

AND WHEREAS on November 21, 2013 the pre-hearing conference continued before the Commission, at which counsel for Staff, counsel for Chan, counsel for Ip, Hung, Ho and Yeung and counsel for Horsley appeared and no one appeared on behalf of Sino-Forest;

AND WHEREAS on November 21, 2013, the Commission ordered that the pre-hearing conference in this matter be continued on December 2, 2013 at 10:00 a.m.;

AND WHEREAS on December 2, 2013 the pre-hearing conference continued before the Commission, at which counsel for Staff, counsel for Chan, counsel for Ip, Hung, Ho and Yeung and counsel for Horsley appeared and no one appeared on behalf of Sino-Forest;

AND WHEREAS on December 2, 2013, counsel for Chan requested that a motion in connection with certain translated documents be scheduled (the "Translation Motion");

AND WHEREAS on December 2, 2013 counsel for Ip, Hung, Ho and Yeung requested that certain dates scheduled for the Merits Hearing be vacated and counsel for Chan and counsel for Horsley joined in the request;

AND WHEREAS Staff opposed the request to vacate the hearing dates;

AND WHEREAS on December 2, 2103 the Commission ordered that:

1. the hearing dates scheduled for June 2, 2014; June 4 to June 6, 2014; June 10 to June 13, 2014; June 16, 2014; June 18 to June 20, 2014; June 24 to June 27, 2014; June 30, 2014; July 3 to 4, 2014; July 8 to 11, 2014; July 14, 2014; July 16 to 18, 2014; July 22 to 25, 2014; August 11, 2014; August 13 to 15, 2014; August 19 to 22, 2014; August 25, 2014; August 27 to 29, 2014 are vacated;

2. the Merits Hearing shall commence on September 2, 2014 and continue on the dates previously agreed to by the parties and ordered by the Commission;

3. the parties shall discuss their availability for further hearing dates in advance of the next pre-hearing conference and further dates for the Merits Hearing shall be set at the next pre-hearing conference;

4. the September 10 Order is varied such that Staff shall serve its hearing briefs in connection with the Merits Hearing on the Respondents on or before April 1, 2014;

5. the Translation Motion shall be held on January 31, 2014 commencing at 10:00 a.m., or such other date and time as ordered by the Commission; and

6. the pre-hearing conference in this matter be continued on January 31, 2014 at 10:00 a.m. or such other date and time as agreed to by the parties and set by the Office of the Secretary;

AND WHEREAS by email to the Secretary's Office on January 24, 2014, counsel for Chan requested that the date scheduled for the Translation Motion be vacated;

AND WHEREAS on January 31, 2014 the pre-hearing conference continued before the Commission, at which counsel for Staff, counsel for Chan, counsel for Ip, Hung, Ho and Yeung and counsel for Horsley appeared and no one appeared on behalf of Sino-Forest;

AND WHEREAS on January 31, 2014, the parties requested that a further Translation Motion be scheduled (the "Revised Translation Motion");

AND WHEREAS on January 31, 2014, the parties provided the Panel with their availability for further hearing dates for the Merits Hearing;

AND WHEREAS on January 31, 2014, the Commission ordered that:

1. additional hearing dates for the Merits Hearing are hereby added on September 16-19, 2014; September 22 , 2014; September 24-26, 2014; September 30; 2014; October 1-3, 2014; October 6, 2014; October 8-10, 2014; October 14, 2014; November 12-14, 2014; November 17, 2014; February 23, 2015; February 25 to 27, 2015; March 3 to 6, 2015; March 9, 2015; March 11 to 13, 2015; March 17 to 20, 2015; March 23, 2015; March 25 to 27, 2015; March 31, 2015; April 1 to 2, 2015; April 8 to 10, 2015; April 14 to 17, 2015; April 20, 2015; April 22 to 24, 2015; April 28 to 30, 2015; May 1, 2015; May 4, 2015; May 6 to 8, 2015; May 12 to 15, 2015; May 20 to 22, 2015; May 26 to 29, 2015; June 3 to 5, 2015; and June 9, 2015;

2. the hearing dates scheduled for January 7 to 9, 2015; January 12, 2015; January 14 to 16, 2015; January 20 to 23, 2015; January 26, 2015; January 28 to 30, 2015; February 3 to 6, 2015; February 9, 2015; February 11 to 13, 2015; and February 17 to 20, 2015 are hereby vacated;

3. for clarity, Staff's case shall commence on September 2, 2014 and continue on all scheduled Merits Hearing dates up to and including December 19, 2014 and the Respondents' case shall commence on February 23, 2015 and continue on all scheduled Merits Hearing dates up to and including June 9, 2015;

4. the Revised Translations Motion shall be held on June 23, 2014 commencing at 10:00 a.m. and shall continue on June 24 and 25, 2014, or such other dates and times as ordered by the Commission; and

5. the pre-hearing conference in this matter be continued on February 18, 2014 at 10:00 a.m. or such other date and time as agreed to by the parties and set by the Office of the Secretary.

AND WHEREAS on February 18, 2014 the pre-hearing conference continued before the Commission, at which counsel for Staff, counsel for Chan, counsel for Ip, Hung, Ho and Yeung, counsel for Horsley and counsel for Sino-Forest appeared and made submissions;

AND WHEREAS on February 18, 2014, the Commission ordered that:

1. Staff shall serve its witness statements on the Respondents in compliance with the following schedule:

   a) for witnesses who are members of Staff, Staff shall serve its witness statements on the Respondents on or before May 1, 2014;

   b) for witnesses who are not members of Staff, Staff shall serve its witness statements on the Respondents on or before June 2, 2014;

2. the Respondents shall each serve their respective hearing briefs in connection with the Merits Hearing on Staff on or before July 2, 2014;

3. the Respondents shall each serve their respective witness lists and witness statements on Staff on or before August 1, 2014; and

4. the pre-hearing conference in this matter be continued on March 18, 2014 at 10:00 a.m. or such other date and time as agreed to by the parties and set by the Office of the Secretary;

AND WHEREAS on March 18, 2014 the pre-hearing conference continued before the Commission, at which counsel for Staff, counsel for Chan, counsel for Ip, Hung, Ho and Yeung and counsel for Horsley appeared and made submissions;

IT IS HEREBY ORDERED that the pre-hearing conference in this matter be continued on April 22, 2014 at 3:00 p.m. or such other date and time as agreed to by the parties and set by the Office of the Secretary.

DATED at Toronto this 1st day of April, 2014.

"Mary G. Condon"

2.2.3 James Barnett (also known as John David) – ss. 127(1), 127(2), 127.1

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

AND

**IN THE MATTER OF
JAMES BARNETT (ALSO KNOWN AS JOHN DAVID)**

AND

**IN THE MATTER OF
A SETTLEMENT AGREEMENT BETWEEN
STAFF OF THE ONTARIO SECURITIES COMMISSION
AND
JAMES BARNETT (ALSO KNOWN AS JOHN DAVID)**

**ORDER
(Subsections 127(1) and 127(2) and Section 127.1)**

WHEREAS the Ontario Securities Commission (the "Commission") issued a Notice of Hearing dated March 21, 2014 (the "Notice of Hearing") pursuant to sections 127 and 127.1 of the *Securities Act*, R.S.O. 1990, c. S.5, as amended (the "Act") in connection with a Statement of Allegations dated March 21, 2014 filed by Staff of the Commission ("Staff") to consider whether it is in the public interest to make certain orders against James Barnett (also known as John David) ("Barnett");

AND WHEREAS Barnett entered into a Settlement Agreement with Staff dated March 21, 2014 (the "Settlement Agreement") in which Barnett and Staff agreed to a proposed settlement of the matter commenced by the Notice of Hearing, subject to the approval of the Commission;

AND WHEREAS the Commission has reviewed the Notice of Hearing, the Statement of Allegations and the Settlement Agreement;

AND WHEREAS Barnett has entered into an undertaking as part of the Settlement Agreement whereby he shall make a voluntary payment to the Commission in the amount of $75,000, which will be designated for allocation or for use by the Commission in accordance with subsection 3.4(2)(b) of the Act;

AND WHEREAS Barnett has provided to Staff a certified cheque in the payment of $75,000 in full payment of the voluntary undertaking;

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

IT IS HEREBY ORDERED THAT:

(a) the Settlement Agreement is approved;

(b) pursuant to paragraph 8.1 of subsection 127(1) of the Act, Barnett resign any position he holds as a director of a registrant or as a chief executive officer, chief financial officer or chief operating officer of a registrant or the functional equivalent of any of these positions;;

(c) pursuant to paragraph 8.2 of subsection 127(1) of the Act, Barnett shall be prohibited from becoming or acting as a director of a registrant except as described in subparagraph (g) below or from becoming or acting as a chief executive officer, chief financial officer or chief operating officer of a registrant or the functional equivalent of any of these positions permanently;

(d) pursuant to paragraph 8.2 of subsection 127(1) of the Act, Barnett shall be prohibited from becoming or acting as an "ultimate designated person" or chief compliance officer" as defined in subsection 1(1) of the Act permanently;

(e) pursuant to paragraph 8.5 of subsection 127(1) of the Act, Barnett shall be prohibited from becoming or acting as a registrant, or as an individual who has beneficial ownership of, or direct or indirect control or direction over, 10% or more of the voting securities of a registered firm until the later of a period of four years from the date of the approval of the Settlement Agreement and the date on which Barnett completes, in addition to any proficiency requirements, the Conduct and Practices Handbook Course;

(f) pursuant to 8.2 of subsection 127(1) of the Act, Barnett shall be prohibited from becoming or acting as a director of a registrant until the later of a period of four years from the date of the approval of the Settlement Agreement and the date the date on which Barnett completes the Directors Education Program;

(g) subject to the satisfaction of subparagraph (e) and upon becoming a registered by the Director under subsection 27(1) of the Act, Barnett's registration shall be subject to a term and condition requiring he be subject to strict supervision of a sponsoring firm for a period of one year;

(e) pursuant to paragraph 6 of subsection 127(1) of the Act, Barnett is reprimanded;

(f) the voluntary payment of $75,000 to the Commission made by Barnett upon the approval of the Settlement Agreement is designated for allocation or use by the Commission in accordance with subsection 3.4(2(b) of the Act;

(g) pursuant to paragraph 9 of subsection 127(1) of the Act, Barnett shall pay an administrative penalty of $125,000 to the Commission which is designated for allocation or use by the Commission in accordance with section 3.4(2)(b) of the Act;

(h) pursuant to section 127.1 of the Act, Barnett shall pay the costs of the Commission's investigation in the amount of $25,000 within 180 days of the signing of this Order; and

(i) in satisfaction of term (g) above, Barnett shall pay $25,000 by certified cheque or bank draft payable to the Ontario Securities Commission within one year of the signing of this Order and shall pay a further $50,000 by certified cheque or bank draft payable to the Ontario Securities Commission within one year of each preceding payment until the administrative penalty has been paid in full.

DATED AT TORONTO this 1st day of April, 2014.

"Alan Lenczner"

2.2.4 Gold-Quest International and Sandra Gale – s. 127

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

AND

IN THE MATTER OF
GOLD-QUEST INTERNATIONAL and SANDRA GALE

ORDER
(Section 127 of the Securities Act)

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

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

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

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

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

AND WHEREAS on April 15, 2008 the Temporary Order was extended by the Commission with some amendments (the "**Amended Temporary Order**");

AND WHEREAS the Amended Temporary Order has been extended from time to time, most recently, on December 10, 2009, until the completion of the hearing on the merits;

AND WHEREAS on March 13, 2009, the Commission issued a Notice of Hearing of pursuant to sections 127 and 127.1 of the Act, accompanied by a Statement of Allegations dated March 12, 2009, issued by Staff of the Commission ("**Staff**") with respect to Gold-Quest, 1725587 Ontario Inc. carrying on business as

Health and HarMONEY, the Harmoney Club, Donald Iain Buchanan, Lisa Buchanan and Sandra Gale;

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

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

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

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

AND WHEREAS on October 9, 2009, a pre-hearing conference was commenced and counsel for Staff, counsel for Sandra Gale and counsel for Donald Iain Buchanan and Lisa Buchanan attended before the Commission;

AND WHEREAS on October 9, 2009, counsel for Staff, counsel for Sandra Gale and counsel for Donald Iain Buchanan and Lisa Buchanan requested, and it was ordered, that the pre-hearing conference be continued on December 10, 2009;

AND WHEREAS on December 10, 2009, the pre-hearing conference was continued and counsel for Staff, Sandra Gale, counsel for Sandra Gale and counsel for Donald Iain Buchanan and Lisa Buchanan made submissions to the Commission;

AND WHEREAS Staff advised that certain of the parties intended to file an agreed statement of facts prior to the commencement of the hearing scheduled to commence on March 25, 2010 to consider sanctions and other related matters;

AND WHEREAS on December 10, 2009, the Commission ordered that the hearing be adjourned to March 25, 2010 and March 26, 2010 for the purpose of considering sanctions for certain of the respondents and for any other purpose that the parties may advise the Office of the Secretary;

AND WHEREAS on December 10, 2009, it was further ordered that the motion for leave of the Commission to withdraw brought by counsel for Sandra Gale was granted and leave of the Commission was granted for counsel to withdraw;

AND WHEREAS Staff and the respondents agreed to request that the hearing should be further adjourned;

AND WHEREAS on March 23, 2010, the hearing was adjourned to April 28, 2010 and April 29, 2010 for the purpose of considering sanctions against certain of the respondents and for any other purpose that the parties may advise the Office of the Secretary;

AND WHEREAS on April 28, 2010, Staff and counsel for Donald Iain Buchanan and Lisa Buchanan submitted an Agreed Statement of Facts on behalf of each of Donald Iain Buchanan and Lisa Buchanan;

AND WHEREAS on April 28 and September 3, 2010, Staff and counsel for Donald Iain Buchanan and Lisa Buchanan appeared before the Commission for the purpose of considering sanctions and costs;

AND WHEREAS on November 26, 2010, the Commission issued its reasons and decision on sanctions and costs with respect to Donald Iain Buchanan and Lisa Buchanan;

AND WHEREAS on March 4, 2013, Staff withdrew the allegations against Harmoney Club and Health and HarMONEY, because these companies had been administratively dissolved and cancelled, respectively;

AND WHEREAS on March 6, 2013, Staff filed an Amended Statement of Allegations with respect to Gold-Quest and Sandra Gale;

AND WHEREAS Staff requested that a pre-hearing conference be held on February 6, 2014 and such pre-hearing conference was scheduled for that date;

AND WHEREAS counsel for Sandra Gale requested that the pre-hearing conference be adjourned and Staff consented to the adjournment;

AND WHEREAS on February 5, 2014, the Commission ordered that the pre-hearing conference scheduled for February 6, 2014 be vacated and was adjourned to April 1, 2014 at 10:00 a.m.;

AND WHEREAS on April 1, 2014, the Commission held a confidential pre-hearing conference, and Staff appeared and requested that the hearing be adjourned to a status update and advised the Commission that counsel for Sandra Gale consented to adjourning the hearing to a status update;

AND WHEREAS Gold-Quest did not appear, although properly served with notice of the hearing;

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

IT IS ORDERED that the hearing is adjourned and shall continue on June 4, 2014 at 10:00 a.m. to provide the Panel with a status update.

DATED at Toronto this 1st day of April, 2014.

"Alan J. Lenczner"

2.2.5 A25 Gold Producers Corp. et al.

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

AND

**IN THE MATTER OF
A25 GOLD PRODUCERS CORP., DAVID AMAR,
JAMES STUART ADAMS and AVI AMAR**

ORDER

WHEREAS on December 19, 2013, the Ontario Securities Commission ("the Commission") issued a Notice of Hearing pursuant to sections 127 and 127.1 of the *Securities Act*, R.S.O. 1990 c.S.5, as amended (the "Act") in connection with a Statement of Allegations filed by Staff of the Commission ("Staff") on December 18, 2013 with respect to A25 Gold Producers Corp., David Amar, James Stuart Adams, and Avi Amar (collectively, the "Respondents");

AND WHEREAS the Notice of Hearing set a hearing in this matter for January 16, 2014;

AND WHEREAS on January 16, 2014, Staff and counsel for the Respondents appeared before the Commission and the Commission ordered that a pre-hearing conference take place on February 28, 2014 at 9:00 a.m.;

AND WHEREAS on February 28, 2014, Staff and counsel to the Respondents appeared and made submissions before the Commission and the Commission ordered that:

(a) a pre-hearing conference take place on April 1, 2014 at 9:00 a.m.; and

(b) the hearing on the merits in this matter commence on October 20, 2014 at 10:00 a.m. and continue on October 22, 23, and 24, 2014;

AND WHEREAS on April 1, 2014, Staff and counsel to the Respondents appeared and made submissions before the Commission;

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

IT IS ORDERED that:

(a) the hearing dates of October 20, 22, 23, and 24, 2014 be vacated;

(b) Staff shall provide Staff's hearing brief, will-say statements and witness list to the Respondents by July 11, 2014;

(c) The Respondents shall provide their hearing briefs, will-say statements and witness lists to Staff by September 11, 2014;

(d) a pre-hearing conference shall take place on October 20, 2014 at 10:00 a.m.; and

(e) the hearing on the merits in this matter shall commence on November 17, 2014 at 10:00 a.m. and shall continue on November 19, 20, 21, 24, 25, 26, 27, and 28, 2014.

DATED at Toronto this 1st day of April, 2014.

"James E. A. Turner"

2.2.6 Ronald James Ovenden et al.

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

AND

**IN THE MATTER OF
RONALD JAMES OVENDEN,
NEW SOLUTIONS CAPITAL INC.,
NEW SOLUTIONS FINANCIAL CORPORATION AND
NEW SOLUTIONS FINANCIAL (II) CORPORATION**

ORDER

WHEREAS on March 28, 2013, the Ontario Securities Commission (the "Commission") issued a Notice of Hearing pursuant to sections 127 and 127.1 of the *Securities Act*, R.S.O. 1990, c. S.5, as amended (the "Securities Act") in respect of Ronald James Ovenden ("Ovenden"), New Solutions Capital Inc. ("NSCI"), New Solutions Financial Corporation ("NSFC") and New Solutions Financial (II) Corporation ("NSFII");

AND WHEREAS on March 28, 2013, Staff of the Commission ("Staff") filed a Statement of Allegations (the "Statement of Allegations") in respect of the same matter;

AND WHEREAS NSFC and NSFII entered into a Settlement Agreement dated March 28, 2013 (the "Settlement Agreement") in relation to certain matters set out in the Statement of Allegations;

AND WHEREAS on April 1, 2013 the Commission issued a Notice of Hearing in respect of the Settlement Agreement;

AND WHEREAS on April 10, 2013, the Commission approved the Settlement Agreement;

AND WHEREAS on April 11, 2012, the Commission ordered that all trading in the securities of NSFC, NSFII, New Solutions Financial (III) Corporation ("NSFIII") and New Solutions Financial (VI) Corporation ("NSFVI") cease immediately, that NSCI, NSFC, NSFII, NSFIII, NSFVI, their employees and representatives and Ovenden cease trading in all securities of NSFC, NSFII, NSFIII, and NSFVI immediately, that any exemptions contained in Ontario securities law do not apply to NSCI, NSFC, NSFII, NSFIII, NSFVI, their employees and representatives and Ovenden, and that the order take effect immediately and expire on the fifteenth day after its making unless extended by an order of the Commission (the "Temporary Order");

AND WHEREAS the Temporary Order was extended on April 25, 2012 and October 11, 2012 and was continued until May 10, 2013;

AND WHEREAS on May 1, 2013, upon reviewing the Notice of Hearing dated March 28, 2013, the Statement of Allegations and the affidavit of service of Tia Faerber

sworn April 25, 2013, and upon considering the submissions of Staff and counsel to Ovenden, no one appearing for NSCI although duly served in accordance with the Commission's *Rules of Procedure* (2012), 35 O.S.C.B. 10071 (the "*Rules of Procedure*"), the Commission adjourned the hearing of this matter (the "Merits Hearing") to August 1, 2013;

AND WHEREAS on May 9, 2013, upon considering the submissions of Staff, who advised that counsel to Ovenden and NSCI indicated that Ovenden and NSCI did not oppose a further extension of the Temporary Order until the completion of the Merits Hearing, the Commission vacated the Temporary Order as against NSFC, NSFII, NSFIII and NSFVI, adjourned the hearing of the Temporary Order to the completion of the Merits Hearing or to such other date or time as set by the Office of the Secretary and agreed to by the parties, and extended the Temporary Order until the completion of the Merits Hearing;

AND WHEREAS on August 1, 2013, the Commission ordered that the Merits Hearing be adjourned to Monday, March 31, 2014 at 10:00 a.m. and continue as required until Friday, April 11, 2014, but for Tuesday, April 8, 2014;

AND WHEREAS on March 17, 2014, Ovenden and NSCI filed a Notice of Motion and supporting materials to adjourn the Merits Hearing to April 7, 2014 (the "Adjournment Motion"), and requested additional dates beyond the number of dates originally allocated for the Merits Hearing;

AND WHEREAS Staff does not oppose the Adjournment Motion and is agreeable to the additional dates requested by Ovenden and NSCI;

AND WHEREAS on March 18, 2014, the Commission ordered that the Merits Hearing scheduled to commence on March 31, 2014 is adjourned and shall commence on April 7, 2014 at 10:00 a.m., and continue, as required, on April 9-11, April 14-17, May 5, May 7-9 and May 12-16, 2014.

AND WHEREAS on March 31, 2014, Staff, Ovenden and NSCI jointly requested that the dates of the Merits Hearing scheduled in this matter be vacated;

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

IT IS HEREBY ORDERED that the dates for the Merits Hearing, scheduled to commence on April 7, 2014 and continue, as required, on April 9-11, April 14-17, May 5, May 7-9 and May 12-16, 2014, shall be vacated and adjourned to commence on May 5, 2014 and shall continue on May 7-9, 12-16, 21-23 and 26-30, 2014.

DATED at Toronto this 1st day of April, 2014.

"James D. Carnwath"

2.2.7 Magna International Inc. – s. 104(2)(c)

Headnote

Section 104(2)(c) of the Act – Issuer bid – relief from issuer bid requirements in sections 94 to 94.8 and 97 to 98.7 of the Act – Issuer proposes to purchase, at a discounted purchase price, up to 600,000 of its common shares from one of its shareholders – due to the discounted purchase price, proposed purchases cannot be made through the TSX trading system – but for the fact that the proposed purchases cannot be made through the TSX trading system, the Issuer could otherwise acquire the subject shares in reliance upon the issuer bid exemption available under section 101.2 of the Act and in accordance with the TSX rules governing normal course issuer bid purchases – no adverse economic impact on, or prejudice to, the issuer or public shareholders – proposed purchases exempt from issuer bid requirements in sections 94 to 94.8 and 97 to 98.7 of the Act, subject to conditions, including that the issuer not purchase, in the aggregate, more than one-third of the maximum number of shares to be purchased under its normal course issuer bid by way of off-exchange block purchases.

Statutes Cited

Securities Act, R.S.O. 1990, c. S.5, as am., ss. 94 to 94.8, 97 to 98.7, 104(2)(c).

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

AND

IN THE MATTER OF
MAGNA INTERNATIONAL INC.

ORDER
(Clause 104(2)(c))

UPON the application (the "**Application**") of Magna International Inc. (the "**Issuer**") to the Ontario Securities Commission (the "**Commission**") for an order pursuant to clause 104(2)(c) of the *Securities Act* (Ontario) (the "**Act**") exempting the Issuer from the requirements of sections 94 to 94.8, inclusive, and sections 97 to 98.7, inclusive, of the Act (the "**Issuer Bid Requirements**") in connection with the proposed purchases (the "**Proposed Purchases**") by the Issuer of up to 600,000 common shares of the Issuer (the "**Subject Shares**") in one or more tranches, from National Bank of Canada (the "**Selling Shareholder**");

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

AND UPON the Issuer (and the Selling Shareholder in respect of paragraphs 5, 6, 7, 8, 12, 23 and 24 as they relate to the Selling Shareholder) having represented to the Commission that:

1. The Issuer is a corporation governed by the *Business Corporations Act* (Ontario).

2. The registered and principal business office of the Issuer is 337 Magna Drive, Aurora, Ontario, L4G 7K1.

3. The Issuer is a reporting issuer in each of the provinces of Canada and its common shares are listed for trading on the Toronto Stock Exchange (the "**TSX**") and the New York Stock Exchange (the "**NYSE**") under the symbols "MG" and "MGA", respectively. The Issuer is not in default of any requirement of the securities legislation in the jurisdictions in which it is a reporting issuer.

4. The Issuer's authorized share capital consists of an unlimited number of common shares ("**Common Shares**"), of which 221,187,872 are issued and outstanding as of February 28, 2014, and 99,760,000 preference shares ("**Preference Shares**") issuable in series. As of February 28, 2014, no Preference Shares are issued or outstanding.

5. The Selling Shareholder has advised the Issuer that its corporate headquarters are located in the Province of Quebec. The trades contemplated by this application will be executed and settled in the Province of Ontario. The Selling Shareholder's corporate branch office located in the Province of Ontario has undertaken the negotiation, execution and delivery of the Agreement (defined below) and the execution and settlement of the trades contemplated thereunder.

6. The Selling Shareholder has advised the Issuer that it does not directly or indirectly beneficially own more than 5% of the issued and outstanding Common Shares.

7. The Selling Shareholder has advised the Issuer that it is the beneficial owner of at least 600,000 Common Shares and that the Subject Shares were not acquired in anticipation of resale pursuant to private agreements under an issuer bid exemption order by a securities regulatory authority ("**Off-Exchange Block Purchase**").

8. The Selling Shareholder is at arm's length to the Issuer and is not an "insider" of the Issuer or an "associate" of an "insider" of the Issuer, or an "associate" or "affiliate" of the Issuer, as such terms are defined in the Act. The Selling Shareholder is an "accredited investor" within the meaning of National Instrument 45-106 – *Prospectus and Registration Exemptions*.

9. Pursuant to the Issuer's Notice of Intention to make a Normal Course Issuer Bid (the "**Notice**"), which was accepted by the TSX effective November 11, 2013, the Issuer is permitted to make a normal course issuer bid (the "**Normal Course Issuer Bid**") to purchase up to 12,000,000 Common Shares, representing approximately 5.4% of the Issuer's public float of Common Shares.

10. The Issuer was granted an order on November 22, 2013 (the "**November 2013 Order**") pursuant to clause 104(2)(c) of the Act exempting the Issuer from the requirements of sections 94 to 94.8, inclusive, and sections 97 to 98.7, inclusive, of the Act in connection with the proposed purchases by the Issuer of up to 3,200,000 Common Shares in tranches from an arm's length selling shareholder. To date, the Issuer has purchased 2,400,000 Common Shares under the November 2013 Order.

11. In accordance with the Notice, the Normal Course Issuer Bid is conducted through the facilities of the TSX and purchases may also be made on the NYSE or by such other means as may be permitted by the TSX and/or the NYSE, in accordance with sections 628 to 629.3 of Part VI of the TSX Company Manual (the "**TSX NCIB Rules**"), including private agreements under an issuer bid exemption order issued by a securities regulatory authority.

12. The Issuer and the Selling Shareholder currently intend to enter into one or more agreements of purchase and sale (each, an "**Agreement**"), pursuant to which the Issuer will, subject to market conditions, agree to acquire some or all of the Subject Shares from the Selling Shareholder in one or more tranches, such tranches to occur not more than once per calendar week, each to occur prior to November 13, 2014 (each such purchase, a "**Proposed Purchase**") for a purchase price (each, a "**Purchase Price**") that will be negotiated at arm's length between the Issuer and the Selling Shareholder. The Purchase Price will be at a discount to the prevailing market price on the TSX and below the prevailing bid-ask price for the Issuer's Common Shares at the time of each Proposed Purchase.

13. The Subject Shares acquired under each Proposed Purchase will constitute a "block", as that term is defined in section 628 of the TSX NCIB Rules.

14. The purchases of the Subject Shares by the Issuer pursuant to each Agreement will constitute an "issuer bid" for purposes of the Act, to which the Issuer Bid Requirements would apply.

15. Because the Purchase Price will be at a discount to the prevailing market price on the TSX and below the prevailing bid-ask price for the Issuer's Common Shares, at the time of each Proposed Purchase, each Proposed Purchase cannot be made through the TSX trading system and, therefore, will not occur "through the facilities" of

the TSX. As a result, the Issuer will be unable to acquire the Subject Shares from the Selling Shareholder in reliance upon the exemption from the Issuer Bid Requirements that is available pursuant to section 101.2(1) of the Act.

16. But for the fact that the Purchase Price will be at a discount to the prevailing market price on the TSX and below the prevailing bid-ask price for the Issuer's Common Shares, at the time of each Proposed Purchase, the Issuer could otherwise acquire the Subject Shares as a "block purchase" (a "**Block Purchase**") in accordance with the block purchase exception in section 629(1)(7) of the TSX NCIB Rules and the exemption from the Issuer Bid Requirements available pursuant to section 101.2(1) of the Act.

17. The sale of any of the Subject Shares to the Issuer will not be a "distribution" (as defined in the Act).

18. For each Proposed Purchase, the Issuer will be able to acquire the Subject Shares from the Selling Shareholder without the Issuer being subject to the dealer registration requirements of the Act.

19. Management of the Issuer is of the view that the Issuer will be able to purchase the Subject Shares at a lower price than the price at which it would be able to purchase the Subject Shares under the Normal Course Issuer Bid, through the facilities of the TSX, and management is of the view that this is an appropriate use of funds to increase shareholder value.

20. The purchase of the Subject Shares will not adversely affect the Issuer or the rights of any of the Issuer's securityholders and will not materially affect control of the Issuer. To the knowledge of the Issuer, the Proposed Purchases will not prejudice the ability of other securityholders of the Issuer to otherwise sell Common Shares in the open market at the prevailing market price. The Proposed Purchases will be carried out with a minimum cost to the Issuer.

21. To the best of the Issuer's knowledge, as of February 28, 2014, the "public float" for the Issuer's Common Shares represented approximately 99.5% of all issued and outstanding Common Shares for purposes of the TSX NCIB Rules.

22. The Common Shares are "highly-liquid securities" within the meaning of section 1.1 of OSC Rule 48-501 *Trading during Distributions, Formal Bids and Share Exchange Transactions* and section 1.1 of the Universal Market Integrity Rules.

23. Other than the Purchase Price, no additional fee or other consideration will be paid in connection with the Proposed Purchases.

24. At the time that each Agreement is entered into by the Issuer and the Selling Shareholder and at the time of each Proposed Purchase, neither the Issuer nor the trading products group of, nor personnel of, the Selling Shareholder that have negotiated the Agreement or have made, or participated in the making of, or provided advice in connection with, the decision to enter into the Agreement and sell the Subject Shares will be aware of any "material change" or any "material fact" (each as defined in the Act) in respect of the Issuer that has not been generally disclosed.

25. The Issuer will not purchase Common Shares pursuant to the Proposed Purchases or its Normal Course Issuer Bid during designated blackout periods administered in accordance with the Issuer's corporate policies.

26. The Issuer will not purchase, pursuant to private agreements under issuer bid exemption orders by a securities regulatory authority, in aggregate, more than one-third of the maximum number of Common Shares that the Issuer can purchase under its Normal Course Issuer Bid.

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

IT IS ORDERED pursuant to clause 104(2)(c) of the Act that the Issuer be exempt from the Issuer Bid Requirements in connection with the Proposed Purchases, provided that:

(a) the Proposed Purchases will be taken into account by the Issuer when calculating the maximum annual aggregate limit that is imposed upon the Issuer's Normal Course Issuer Bid in accordance with the TSX NCIB Rules;

(b) the Issuer will refrain from conducting a Block Purchase in accordance with the TSX NCIB Rules or from making a purchase of Common Shares in reliance on the November 2013 Order during the calendar week that it completes each Proposed Purchase and may not make any further purchases under its Normal Course Issuer Bid for the remainder of that calendar day on which it completes each Proposed Purchase;

(c) the Purchase Price for each Proposed Purchase is not higher than the last "independent trade" (as that term is used in paragraph 629(l)1 of the TSX NCIB Rules) of a board lot of Common Shares

immediately prior to the execution of each Proposed Purchase;

(d) the Issuer will otherwise acquire any additional Common Shares pursuant to the Issuer's Normal Course Issuer Bid in accordance with the Notice and the TSX NCIB Rules, as applicable;

(e) immediately following each Proposed Purchase of the Subject Shares from the Selling Shareholder, the Issuer will report the purchase of the Subject Shares to the TSX;

(f) the Issuer will issue a press release disclosing (i) its intention to make the Proposed Purchases, and where such Proposed Purchases are made in tranches, in advance of the first tranche with the Selling Shareholder, and (ii) that information regarding each Proposed Purchase, including the number of Common Shares purchased and the aggregate purchase price, will be available on the System for Electronic Document Analysis and Retrieval ("SEDAR") following the completion of each Proposed Purchase;

(g) the Issuer will report information regarding each Proposed Purchase including the number of Common Shares purchased and the aggregate purchase price, on SEDAR before 5:00 p.m. (Toronto time) on the business day following such purchase;

(h) at the time that each Agreement is entered into by the Issuer and the Selling Shareholder and at the time of each Proposed Purchase, neither the Issuer nor the trading products group of, nor personnel of, the Selling Shareholder that have negotiated the Agreement or have made, or participated in the making of, or provided advice in connection with, the decision to enter into the Agreement and sell the Subject Shares will be aware of any "material change" or any "material fact" (each as defined in the Act) in respect of the Issuer that has not been generally disclosed; and

(i) the Issuer does not purchase, pursuant to Off-Exchange Block Purchases, in the aggregate more than one-third of the maximum number of Common Shares that the Issuer can purchase under its Normal Course Issuer Bid.

DATED at Toronto this 18th day of March, 2014.

"Deborah Leckman"
Commissioner
Ontario Securities Commission

"Sarah B. Kavanagh"
Commissioner
Ontario Securities Commission

2.2.8 Bluestream Capital Corporation et al. – s. 127

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

AND

IN THE MATTER OF
BLUESTREAM CAPITAL CORPORATION,
BLUESTREAM INTERNATIONAL INVESTMENTS INC.,
KROWN CONSULTING CORP.,
1859585 ONTARIO LTD. (operating as
SOVEREIGN INTERNATIONAL INVESTMENTS)
and PETER BALAZS

ORDER
(Section 127)

WHEREAS on March 12, 2014, the Ontario Securities Commission (the "Commission") issued a Notice of Hearing pursuant to sections 127 and 127.1 of the *Securities Act*, R.S.O. 1990, c. S.5, as amended (the "Act"), in relation to a Statement of Allegations filed by Staff of the Commission ("Staff") on March 11, 2014, to consider whether it is in the public interest to make certain orders against Bluestream Capital Corporation ("Bluestream Capital"), Bluestream International Investment Inc. ("Bluestream International"), Krown Consulting Corp. ("Krown"), 1859585 Ontario Ltd. (operating as Sovereign International Investments) ("Sovereign") (together, the "Corporate Respondents") and Peter Balazs ("Balazs") (together with the Corporate Respondents, the "Respondents");

AND WHEREAS the Notice of Hearing set a hearing in this matter for April 2, 2014 at 10:00 a.m.;

AND WHEREAS on April 2, 2014, Staff attended the hearing and Balazs attended on his own behalf and on behalf of Bluestream International, Krown, and Sovereign;

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

IT IS ORDERED that this matter be adjourned to a confidential pre-hearing conference on June 26, 2014 at 10:00 a.m. or to such other date as may be agreed to by the parties and fixed by the Office of the Secretary.

DATED at Toronto this 2nd day of April, 2014.

"James E. A Turner"

2.2.9 JBI, Inc. and John W. Bordynuik – ss. 127(1), 127.1

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

AND

IN THE MATTER OF
JBI, INC., and JOHN W. BORDYNUIK

AND

IN THE MATTER OF
A SETTLEMENT AGREEMENT BETWEEN
STAFF OF THE ONTARIO SECURITIES COMMISSION
AND JOHN W. BORDYNUIK

ORDER
(Sections 127(1) and 127.1)

WHEREAS on April 3, 2014, the Ontario Securities Commission ("the Commission") issued a Notice of Hearing (the "Notice of Hearing"), pursuant to sections 127 and 127.1 of the *Securities Act*, R.S.O. 1990, c. S.5, as amended (the "Act"), to consider whether it is in the public interest to make orders as specified therein against and respect of John W. Bordynuik ("Bordynuik");

AND WHEREAS Bordynuik entered into a Settlement Agreement with Staff of the Commission dated January 28, 2014, (the "Settlement Agreement") in which Bordynuik agreed to a proposed settlement of the proceeding commenced by the Notice of Hearing dated April 3, 2014 subject to the approval of the Commission;

AND WHEREAS on April 3, 2014, the Commission issue a Notice of Hearing pursuant to sections 127 and 127.1 of the Act to announce that it proposed to hold a hearing to consider whether it is in the public interest to approve a settlement agreement entered into between Staff and Bordynuik;

AND UPON reviewing the Settlement Agreement, and the Notice of Hearing and the Statement of Allegations of Staff and upon hearing submission from counsel for Bordynuik and from Staff;

AND WHEREAS the Commission is of the opinion that it is in the public interest to make this order pursuant to sections 127 and 127.1 of the Act;

IT IS HEREBY ORDERED THAT:

a) The Settlement Agreement is approved;

b) pursuant to paragraph 7 of subsection 127(1) of the Act, Bordynuik shall forthwith resign any positions that he holds as an officer and/or director of any reporting issuer, as defined in the Act;

c) pursuant to paragraph 8 of subsection 127(1) of the Act, Bordynuik is prohibited from becoming or acting as an officer and/or director of any reporting issuer, as defined in the Act, for 5 years, effective from the date of the order of the Commission approving the Settlement Agreement;

d) prior to becoming or acting as an officer and/or director of any reporting issuer, as defined in the Act, Bordynuik will successfully complete the Partners, Directors and Senior Officers Course administered by the Canadian Securities Institute and report his completion thereof to the Commission;

e) pursuant to paragraph 9 of subsection 127(1) of the Act, Bordynuik shall pay an administrative penalty in the amount of $125,000 to be designated for allocation or for use by the Commission pursuant to subsection 3.4 (2)(b) of the Act;

f) Bordynuik shall contribute $45,000 towards Staff's investigation costs in this matter;

g) pursuant to paragraph 6 of subsection 127(1) of the Act Bordynuik is reprimanded by the Commission; and

h) the allegations against JBI, Inc. are withdrawn.

DATED at Toronto this 4th day of April, 2014.

"Alan Lenczner"

2.2.10 Ground Wealth Inc. et al. – Rule 9 of the OSC Rules of Procedure

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

AND

IN THE MATTER OF
GROUND WEALTH INC., MICHELLE DUNK, ADRION SMITH, JOEL WEBSTER, DOUGLAS DEBOER, ARMADILLO ENERGY INC., ARMADILLO ENERGY, INC., and ARMADILLO ENERGY, LLC (aka ARMADILLO ENERGY LLC)

ORDER
(Rule 11 of the Ontario Securities Commission's Rules of Procedure (2012), 35 O.S.C.B. 10071)

WHEREAS the Ontario Securities Commission (the "Commission") issued a temporary order on July 27, 2011 (the "Temporary Order") pursuant to subsections 127(1) and 127(5) of the *Securities Act*, R.S.O. 1990, c. S.5, as amended (the "Act") that:

1. Pursuant to paragraph 2 of subsection 127(1) of the Act, all trading in the securities of Armadillo Energy Inc. ("the Armadillo Securities") shall cease;

2. Pursuant to paragraph 2 of subsection 127(1) of the Act, Armadillo Energy Inc. ("Armadillo Texas"), Ground Wealth Inc. ("GWI"), Paul Schuett ("Schuett"), Doug DeBoer ("DeBoer"), James Linde ("Linde"), Susan Lawson ("Lawson"), Michelle Dunk ("Dunk"), Adrion Smith ("Smith"), Bianca Soto ("Soto") and Terry Reichert ("Reichert") (collectively, the "Respondents to the Temporary Order") shall cease trading in all securities; and

3. Pursuant to subsection 127(6) of the Act, the Temporary Order shall take effect immediately and shall expire on the fifteenth day after its making unless extended by order of the Commission;

AND WHEREAS on August 11, 2011, the Commission held a hearing to consider whether it was in the public interest to extend the Temporary Order, and heard submissions from Staff of the Commission ("Staff") and counsel to the Respondents to the Temporary Order;

AND WHEREAS on August 11, 2011, the Commission extended the Temporary Order to February 13, 2012 (the "Amended Temporary Order") on the same terms and conditions as provided for in the Temporary Order; provided that the Temporary Order shall not prevent a Respondent from trading for the Respondent's own account, solely through a registered dealer or a registered dealer in a foreign jurisdiction (which dealer must be given a copy of the Amended Temporary Order), in (a) any "exchange traded security" or "foreign exchange traded security" within the meaning of National Instrument 21-101, provided the Respondent does not own beneficially or exercise control or direction over more than 5 per cent of the voting or equity securities of the issuer of any such securities, or (b) any security issued by a mutual fund that is a reporting issuer; and provided the Respondent provides Staff with the particulars of the accounts in which such trading is to occur before any trading in such accounts occurs;

AND WHEREAS on February 8, 2012, the Commission held a hearing to consider whether it was in the public interest to extend the Amended Temporary Order pursuant to subsections 127(7) and 127(8) of the Act, and heard submissions from Staff and from counsel to the Respondents to the Temporary Order;

AND WHEREAS on February 8, 2012, the Commission extended the Amended Temporary Order to August 8, 2012 (the "February 2012 Temporary Order") on the following terms:

1. Pursuant to paragraph 2 of subsection 127(1) of the Act, all trading in the Armadillo Securities shall cease;

2. Pursuant to paragraph 2 of subsection 127(1) of the Act, the Respondents to the Temporary Order shall cease trading in Armadillo Securities and/or in securities of a nature similar to Armadillo Securities, which are securities evidencing an interest in the production of barrels of oil still in the ground; and

3. This Order shall not prevent Staff from applying to the Commission for a variation of this Order if Staff considers that doing so was in the public interest;

AND WHEREAS on August 2, 2012, the Commission held a hearing to consider whether it was in the public interest to extend the February 2012 Temporary Order pursuant to subsections 127(7) and 127(8) of the Act, and heard submissions from Staff and from counsel to the Respondents to the Temporary Order;

AND WHEREAS on August 2, 2012, the Commission extended the February 2012 Temporary Order until February 4, 2013, and ordered that the matter return before the Commission on February 1, 2013;

AND WHEREAS on February 1, 2013, the Commission held a hearing to consider whether it was in the public interest to further extend the February 2012 Temporary Order pursuant to subsections 127(7) and 127(8) of the Act;

AND WHEREAS on February 1, 2013, Staff appeared, made submissions and requested that the February 2012 Temporary Order be extended against GWI, Armadillo Texas, DeBoer, Dunk and Smith only;

AND WHEREAS on February 1, 2013 Staff advised that they would be initiating proceedings in this matter under section 127 of the Act shortly and would not be naming Schuett, Linde, Lawson, Soto or Reichert as respondents;

AND WHEREAS on February 1, 2013, counsel to the Respondents to the Temporary Order did not appear, but email correspondence setting out his position and advising that he did not oppose the extension of the February 2012 Temporary Order to March 6, 2013 was filed by Staff;

AND WHEREAS on February 1, 2013, the Commission extended the February 2012 Temporary Order to March 6, 2013, as against the respondents GWI, Armadillo Texas, DeBoer, Dunk and Smith and ordered that a further hearing be held before the Commission on March 5, 2013 (the "February 2013 Temporary Order");

AND WHEREAS on February 1, 2013, the Commission issued a Notice of Hearing (the "Notice of Hearing") pursuant to sections 127 and 127.1 of the Act, in relation to a Statement of Allegations filed by Staff on February 1, 2013 (the "Statement of Allegations") naming as respondents GWI, Armadillo Texas, DeBoer, Dunk and Smith, as well as Joel Webster ("Webster"), Armadillo Energy, Inc., a Nevada company ("Armadillo Nevada") and Armadillo Energy LLC, an Oklahoma company ("Armadillo Oklahoma") (collectively, the "Respondents");

AND WHEREAS on March 5, 2013, a hearing was held to consider whether it was in the public interest to further extend the February 2013 Temporary Order pursuant to subsections 127(7) and 127(8) of the Act, and a concurrent hearing was held in relation to the Notice of Hearing;

AND WHEREAS on March 5, 2013, Staff appeared, made submissions and advised that Smith, GWI, Dunk and Armadillo Nevada had been successfully served with the Notice of Hearing and the Statement of Allegations, but that Staff required additional time to serve the Notice of Hearing and the Statement of Allegations on Webster, DeBoer, Armadillo Texas and Armadillo Oklahoma;

AND WHEREAS on March 5, 2013, counsel to GWI and Dunk appeared, made submissions and did not oppose the extension of the February 2013 Temporary Order; Smith appeared personally but made no submissions; and Webster, DeBoer, Armadillo Texas, Armadillo Nevada and Armadillo Oklahoma did not appear;

AND WHEREAS on March 5, 2013, the Commission continued the February 2013 Temporary Order to April 9, 2013, as against the respondents GWI, Armadillo Texas, DeBoer, Dunk and Smith, and adjourned the proceeding in relation to the February 2013 Temporary Order to April 8, 2013;

AND WHEREAS on April 8, 2013, a hearing was held to consider whether it was in the public interest to further extend the February 2013 Temporary Order pursuant to subsections 127(7) and 127(8) of the Act, and a concurrent hearing was held in relation to the Notice of Hearing;

AND WHEREAS on April 8, 2013, Staff appeared, made submissions and filed the Affidavit of Stephen Carpenter, sworn March 27, 2013;

AND WHEREAS Staff also filed materials confirming that (a) GWI, Dunk, Smith, Webster, DeBoer, Armadillo Texas and Armadillo Nevada were served with the Notice of Hearing and the Statement of Allegations, and that Armadillo Oklahoma was an inactive company, and (b) disclosure was being prepared and that Staff estimated that eight weeks would be required to complete production of the electronic disclosure briefs;

AND WHEREAS on April 8, 2013, counsel to GWI, Dunk and DeBoer appeared, made submissions and did not oppose the further extension of the February 2013 Temporary Order without prejudice, and also advised that he had been in contact with Smith and that Smith also did not oppose the further extension of the February 2013 Temporary Order;

AND WHEREAS counsel to GWI, Dunk and DeBoer also advised that his clients did not oppose an eight week adjournment of the proceeding in relation to the Notice of Hearing without prejudice, and that Smith also did not oppose the requested adjournment;

AND WHEREAS on April 8, 2013, Smith, Webster, Armadillo Texas, Armadillo Nevada and Armadillo Oklahoma did not appear;

AND WHEREAS on April 8, 2013, Schuett, Linde, Lawson, Soto and Reichert were no longer respondents to the February 2013 Temporary Order and were not respondents to the proceeding initiated by the Notice of Hearing;

AND WHEREAS on April 8, 2013, the remaining respondents to the February 2013 Temporary Order, being GWI, Armadillo Texas, DeBoer, Dunk and Smith, were all respondents to the proceeding initiated by the Notice of Hearing;

AND WHEREAS on April 8, 2013, the Commission ordered that:

1. The February 2013 Temporary Order be extended to June 7, 2013, or until further order of the Commission, as against the respondents GWI, Armadillo Texas, DeBoer, Dunk and Smith;

2. A further hearing in relation to the February 2013 Temporary Order be held on June 6, 2013;

3. The hearing in relation to the Notice of Hearing be adjourned to June 6, 2013; and

4. Any further notices or orders in this matter would proceed under a single style of cause of the proceeding initiated by the February 1, 2013 Notice of Hearing, being "IN THE MATTER OF GROUND WEALTH INC., MICHELLE DUNK, ADRION SMITH, JOEL WEBSTER, DOUGLAS DeBOER, ARMADILLO ENERGY INC., ARMADILLO ENERGY, INC. and ARMADILLO ENERGY LLC.";

AND WHEREAS on June 6, 2013, a hearing was held to consider whether it was in the public interest to further extend the February 2013 Temporary Order pursuant to subsections 127(7) and 127(8) of the Act, and a concurrent hearing was held in relation to the Notice of Hearing;

AND WHEREAS Staff appeared, made submissions and filed the Affidavit of Stephen Carpenter, sworn May 22, 2013, and advised that disclosure was prepared and available for delivery to all the Respondents, upon their signing of an undertaking in such terms suitable to protect the personal and private information contained in the disclosure brief;

AND WHEREAS at the hearings, Staff provided counsel to GWI, Dunk and DeBoer with three copies of the electronic disclosure brief;

AND WHEREAS counsel to GWI, Dunk and DeBoer made submissions and did not oppose the further extension of the February 2013 Temporary Order without prejudice;

AND WHEREAS Smith, Webster, Armadillo Texas, Armadillo Nevada and Armadillo Oklahoma did not appear;

AND WHEREAS the Commission advised the parties that it expected to set the dates for a hearing on the merits at the next appearance on this matter;

AND WHEREAS on June 6, 2013, the Commission ordered that:

1. The hearing in relation to the Notice of Hearing be adjourned to a pre-hearing conference to be held on August 20, 2013 at 10:00 a.m.;

2. The hearing in relation to the February 2013 Temporary Order be adjourned to August 20, 2013 at 10:30 a.m.; and

3. The February 2013 Temporary Order against the Respondents be extended to August 22, 2013;

AND WHEREAS on August 20, 2013, a confidential pre-hearing conference was held, followed by a public hearing to consider whether it was in the public interest to further extend the February 2013 Temporary Order pursuant to subsections 127(7) and 127(8) of the Act;

AND WHEREAS Staff appeared and made submissions and counsel to GWI, Dunk and DeBoer appeared, made submissions and did not oppose the further extension of the February 2013 Temporary Order without prejudice;

AND WHEREAS Smith, Webster, Armadillo Texas, Armadillo Nevada and Armadillo Oklahoma did not appear, although properly served with notice of the hearings;

AND WHEREAS after hearing the submissions of Staff and counsel to GWI, Dunk and DeBoer, the Commission deferred setting the dates for a hearing on the merits and advised the parties that it expected to set such dates at the next appearance on this matter;

AND WHEREAS on August 20, 2013 the Commission ordered that:

1. The pre-hearing conference be adjourned and would continue on October 1, 2013 at 10:00 a.m.;

2. The hearing in relation to the extension of the February 2013 Temporary Order be adjourned and would continue on October 1, 2013, at 10:30 a.m.; and

3. The February 2013 Temporary Order be extended to October 3, 2013, as against the respondents GWI, Armadillo Texas, DeBoer, Dunk and Smith;

AND WHEREAS on September 20, 2013, the Registrar of the Commission received a written request on behalf of counsel to GWI, Dunk and DeBoer, requesting an adjournment of the next appearances on this matter (the "Adjournment Request");

AND WHEREAS Staff and counsel to GWI, Dunk and DeBoer agreed that the next pre-hearing conference be rescheduled to October 11, 2013 and the February 2013 Temporary Order be extended to October 16, 2013;

AND WHEREAS Armadillo Texas, Armadillo Nevada and Smith were provided with an opportunity to object to the Adjournment Request and did not do so;

AND WHEREAS Staff submitted that Armadillo Oklahoma and Webster could not be served;

AND WHEREAS on September 30, 2013, the Commission ordered that:

1. The pre-hearing conference scheduled for October 1, 2013 at 10:00 a.m. be adjourned and would continue on October 11, 2013 at 10:00 a.m.;

2. The hearing in relation to the extension of the February 2013 Temporary Order scheduled for October 1, 2013 at 10:30 a.m. be adjourned and would continue on October 11, 2013 at 10:30 a.m.; and

3. The February 2013 Temporary Order be extended to October 16, 2013, as against the respondents GWI, Armadillo Texas, DeBoer, Dunk and Smith;

AND WHEREAS on October 11, 2013, a confidential pre-hearing conference was held, followed by a public hearing to consider whether it was in the public interest to further extend the February 2013 Temporary Order pursuant to subsections 127(7) and 127(8) of the Act;

AND WHEREAS Staff appeared and made submissions and counsel to GWI, Dunk and DeBoer appeared, made submissions and did not oppose the further extension of the February 2013 Temporary Order without prejudice;

AND WHEREAS Smith, Webster, Armadillo Texas, Armadillo Nevada and Armadillo Oklahoma did not appear, although properly served with notice of the hearings;

AND WHEREAS after hearing the submissions of Staff and counsel to GWI, Dunk and DeBoer, the Commission deferred setting the dates for a hearing on the merits and advised the parties that it expects to set such dates at the next appearance on this matter;

AND WHEREAS on October 11, 2013, the Commission ordered that:

1. The pre-hearing conference be adjourned and would continue on November 5, 2013, at 2:30 p.m.;

2. The hearing in relation to the extension of the February 2013 Temporary Order be adjourned and would continue on November 5, 2013, at 3:00 p.m.; and

3. The February 2013 Temporary Order be extended to November 8, 2013, as against the respondents GWI, Armadillo Texas, DeBoer, Dunk and Smith;

AND WHEREAS on October 31, 2013, the Commission issued an Amended Notice of Hearing and Staff filed an Amended Statement of Allegations, which amended the title of this proceeding by replacing the name "Armadillo Energy LLC" with "Armadillo Energy, LLC (aka Armadillo Energy LLC)" (collectively, "Armadillo Oklahoma", as defined above);

AND WHEREAS on November 5, 2013, a confidential pre-hearing conference was held, followed by a public hearing to consider whether it was in the public interest to further extend the February 2013 Temporary Order pursuant to subsections 127(7) and 127(8) of the Act;

AND WHEREAS Staff appeared and made submissions and counsel to GWI, Dunk and DeBoer appeared, made submissions and did not oppose the further extension of the February 2013 Temporary Order without prejudice;

AND WHEREAS Smith, Webster, Armadillo Texas, Armadillo Nevada and Armadillo Oklahoma did not appear, although properly served with notice of the hearings;

AND WHEREAS on November 5, 2013, the Commission ordered that:

1. The pre-hearing conference was adjourned to continue on January 15, 2014 at 10:00 a.m.;

2. A motion requested by Staff would be heard at a confidential hearing on February 6, 2014 at 10:00 a.m. ("Staff's Motion");

3. The hearing on the merits would commence on April 14, 2014 at 10:00 a.m. and continue until May 7, 2014, save and except for April 16, 17, 18 and 22 and May 6, 2014 (the "Merits Hearing"); and

4. The February 2013 Temporary Order was extended as against the respondents GWI, Armadillo Texas, DeBoer, Dunk and Smith, to two days following the conclusion of this proceeding, including the issuance of the Commission's decision on sanctions and costs should a sanctions hearing be required following the conclusion of the Merits Hearing in this matter;

AND WHEREAS on January 15, 2014, the Commission held a confidential pre-hearing conference, and Staff and counsel to GWI, Dunk and DeBoer appeared and made submissions;

AND WHEREAS Smith, Webster, Armadillo Texas, Armadillo Nevada and Armadillo Oklahoma did not appear, although properly served with notice of the hearing;

AND WHEREAS Staff undertook to make its best efforts to serve on each party and file its motion materials, in connection with Staff's Motion, by January 22, 2014;

AND WHEREAS on January 15, 2014, the Commission ordered that the pre-hearing conference be adjourned and would continue on March 24, 2014 at 10:00 a.m.;

AND WHEREAS on January 21, 2014, at the request of Staff and counsel to GWI, Dunk and DeBoer, the Commission held a confidential pre-hearing conference;

AND WHEREAS Staff and counsel to GWI, Dunk and DeBoer appeared and made submissions, and Smith, Webster, Armadillo Texas, Armadillo Nevada and Armadillo Oklahoma did not appear;

AND WHEREAS Staff requested that the scheduled date for Staff's Motion on February 6, 2014 be re-scheduled and counsel to GWI, Dunk and DeBoer consented;

AND WHEREAS, on January 21, 2014, the Commission ordered that the scheduled date for Staff's Motion on February 6, 2014 be vacated and the hearing for Staff's Motion would be held on March 4, 2014 at 10:00 a.m.

AND WHEREAS Staff's Motion did not proceed on March 4, 2014;

AND WHEREAS on March 20, 2014, Staff applied to convert the Merits Hearing from an oral hearing to a written hearing, pursuant to Rule 11 of the Commission's *Rules of Procedure* (2012), 35 O.S.C.B. 10071 (the "*Rules of Procedure*");

AND WHEREAS on March 24, 2014, the Commission held a further confidential pre-hearing conference, and Staff and counsel to GWI, Dunk, DeBoer and Webster appeared and made submissions;

AND WHEREAS Smith, Armadillo Texas, Armadillo Nevada and Armadillo Oklahoma did not appear, although properly served with notice of the hearing;

AND WHEREAS on March 24, 2014, the Commission ordered that the pre-hearing conference be adjourned and would continue on March 28, 2014 at 9:45 a.m.;

AND WHEREAS on March 28, 2014, the Commission held a further confidential pre-hearing conference, and Staff and counsel to GWI, Dunk, DeBoer and Webster appeared and made submissions;

AND WHEREAS Smith, Armadillo Texas, Armadillo Nevada and Armadillo Oklahoma did not appear, although properly served with notice of the hearing;

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

IT IS HEREBY ORDERED that:

1. the Merits Hearing is hereby converted to a hearing in writing, pursuant to Rule 11 of the *Rules of Procedure* and shall proceed on the following schedule:

    a. Staff shall serve and file evidence briefs by May 2, 2014 at 4:00 p.m.;

    b. counsel to GWI, Dunk, DeBoer and Webster shall advise Staff by May 23, 2014 if he intends to examine any of his former clients in this matter;

    c. the Respondents shall serve and file evidence briefs by June 13, 2014 at 4:00 p.m.;

    d. Staff shall serve and file any evidence brief in reply by June 25, 2014 at 4:00 p.m.;

    e. Staff shall serve and file its written submissions by July 11, 2014 at 4:00 p.m.;

    f. the Respondents shall serve and file their written submissions by August 1, 2014 at 4:00 p.m.; and

    g. Staff shall serve and file any written submissions in reply by August 11, 2014 at 4:00 p.m.;

2. the Respondents shall have 10 days from the date of this Order to serve any notice of objection under Rule 11.7 of the Rules of Procedure; and

3. the dates scheduled for the oral Merits Hearing, being April 14, 15, 21, 23-25, 28-30 and May 1-2, 5 and 7, 2014, are vacated.

DATED at Toronto this 7th day of April, 2014.

"Mary G. Condon"

2.2.11 Issam El-Bouji et al. – Rule 9 of the OSC Rules of Procedure

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

AND

IN THE MATTER OF
ISSAM EL-BOUJI, GLOBAL RESP CORPORATION,
GLOBAL GROWTH ASSETS INC.,
GLOBAL EDUCATIONAL TRUST FOUNDATION
AND MARGARET SINGH

ORDER
(Rule 9 of the Commission's
Rules of Procedure (2012), 35 O.S.C.B. 10071)

WHEREAS on January 10, 2013, the Ontario Securities Commission (the "Commission") issued a Notice of Hearing (the "Notice of Hearing") pursuant to section 127 of the *Securities Act*, R.S.O. 1990, c. S.5, as amended (the "Act"), accompanied by a Statement of Allegations dated January 10, 2013 (the "Statement of Allegations") filed by Staff of the Commission ("Staff") against Issam El-Bouji, Global RESP Corporation, Global Growth Assets Inc., Global Educational Trust Foundation and Margaret Singh (collectively the "Respondents");

AND WHEREAS on January 28, 2013, the Commission ordered that the hearing be adjourned to February 27, 2013 at 11:00 a.m.;

AND WHEREAS on February 27, 2013, the Commission ordered that the matter be adjourned to a confidential pre-hearing conference to be held on June 19, 2013 at 10:00 a.m. and that June 5, 2013 at 10:00 a.m. be reserved for a potential disclosure motion to be brought by the Respondents;

AND WHEREAS on May 22, 2013, the Commission ordered that the matter be adjourned to a confidential pre-hearing conference to be held on July 5, 2013 and that June 19, 2013 be reserved for a potential disclosure motion to be brought by the Respondents;

AND WHEREAS the Respondents withdrew their disclosure motion and on June 6, 2013, the Commission ordered that the date for the potential disclosure motion to be brought by the Respondents be vacated;

AND WHEREAS on July 5, 2013, the parties attended a confidential pre-hearing conference in this matter;

AND WHEREAS on July 5, 2013, the Commission adjourned the matter to a further confidential pre-hearing conference to be held on March 3, 2014 and ordered that the hearing on the merits in this matter take place on March 31, 2014 at 10:00 a.m. and continue on April 1, 2, 3, 4, 7, 9, 10, 11, 14, 15, 16, 17, 21, 23, 24, 25, 28, 29 and 30, 2014 each day commencing at 10:00 a.m.;

AND WHEREAS on March 3, 2014, the parties attended a confidential pre-hearing conference in this matter and requested that the hearing dates of March 31, April 1, 2, 3, 4 and 7, 2014 be vacated to allow the parties additional time to discuss settlement of certain of the allegations contained in the Statement of Allegations;

AND WHEREAS on March 3, 2014, upon being advised at a confidential pre-hearing conference in this matter that the parties requested additional time to discuss settlement of certain of the allegations contained in the Statement of Allegations, the Commission ordered that the hearing dates scheduled for March 31, April 1, 2, 3, 4 and 7, 2014 be vacated and that the hearing in this matter commence on April 9, 2014 at 10:00 a.m. and continue on April 10, 11, 14, 15, 16, 17, 21, 23, 24, 25, 28, 29 and 30, 2014 each day commencing at 10:00 a.m.;

AND WHEREAS on April 3, 2014, the parties requested that the hearing dates of April 9, 10 and 11, 2014 be vacated to allow the parties additional time to continue settlement discussions in this matter;

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

IT IS ORDERED that the hearing dates scheduled for April 9, 10 and 11, 2014 be vacated and that the hearing in this matter shall commence on April 14, 2014 at 10:00 a.m. and shall continue on April 15, 16, 17, 21, 23, 24, 25, 28, 29 and 30, 2014 each day commencing at 10:00 a.m.

DATED at Toronto this 7th day of April, 2014.

"James E. A. Turner"

2.2.12 Children's Education Funds Inc.

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

AND

IN THE MATTER OF
CHILDREN'S EDUCATION FUNDS INC.

ORDER

WHEREAS on March 31, 2014, the Ontario Securities Commission (the "Commission") issued a Notice of Hearing pursuant to section 127 of the *Securities Act*, R.S.O. 1990, c. S.5, as amended (the "Act") in relation to the Statement of Allegations filed by Staff of the Commission ("Staff") on March 31, 2014 with respect to Children's Education Funds Inc. ("CEFI");

AND WHEREAS CEFI entered into a Settlement Agreement dated March 31, 2014, (the "Settlement Agreement") in relation to certain of the matters set out in the Statement of Allegations;

AND WHEREAS the Settlement Agreement acknowledges CEFI's co-operation with Staff and sets out the costs incurred by CEFI in retaining an independent consultant (the "Consultant") to prepare and assist CEFI in implementing a plan to strengthen CEFI's "compliance system" within the meaning of section 11.1 of National Instrument 31-103 – *Registration Requirements, Exemptions and Ongoing Registrant Obligations*;

AND WHEREAS the Settlement Agreement sets out that a manager in the Compliance and Registrant Regulation Branch of the Commission (the "OSC Manager") approved the Consultant's plan dated October 1, 2012 and the addendum to the Consultant's plan dated November 12, 2012 and that the OSC Manager reviewed the progress reports detailing CEFI's progress with respect to the implementation of the amended Consultant's plan as revised by various progress reports (the "Amended Consultant's Plan");

AND WHEREAS the Settlement Agreement sets out that the Consultant confirmed by letter dated November 5, 2013 that CEFI has implemented the procedures and controls recommended by the Consultant to address each of the deficiencies identified in the 2012 Compliance Report and to strengthen CEFI's compliance system;

AND WHEREAS the Commission issued a Notice of Hearing dated March 31, 2014, setting out that it proposed to consider the Settlement Agreement;

AND WHEREAS Staff and counsel for CEFI have advised that the parties have amended the Settlement Agreement to delete the words "KYC and Suitability" from paragraphs 10 and 41 of the Settlement Agreement and from paragraph (b) of the draft order at Schedule "A" of the Settlement Agreement;

AND UPON reviewing the Settlement Agreement, the Notice of Hearing, the Statement of Allegations and upon considering submissions from CEFI's counsel and from Staff of the Commission;

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

IT IS HEREBY ORDERED THAT:

(a) the Settlement Agreement as amended is approved;

(b) pursuant to clause 4 of subsection 127(1) of the Act, no later than June 3, 2015, CEFI will provide the OSC Manager as defined in the Terms and Conditions with a report by the Consultant, based on a work plan to be agreed upon jointly by CEFI, the Consultant and the OSC Manager, which reports on whether the revised policies and procedures and internal controls set out in the Amended Consultant's Plan as well as any subsequent revisions thereto are: (i) being followed by CEFI; (ii) working appropriately and (iii) being adequately administered and enforced by CEFI, such report to include a description of the Consultant's testing to support its conclusions for the 12 month period ending April 3, 2015; and

(c) pursuant to clause 6 of subsection 127(1) of the Act, CEFI is reprimanded.

DATED at Toronto, Ontario this 7th day of April, 2014.

"James E. A. Turner"

Chapter 3

Reasons: Decisions, Orders and Rulings

3.1 OSC Decisions, Orders and Rulings

3.1.1 James Barnett (also known as John David)

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

AND

IN THE MATTER OF
JAMES BARNETT (ALSO KNOWN AS JOHN DAVID)

SETTLEMENT AGREEMENT BETWEEN
STAFF OF THE ONTARIO SECURITIES COMMISSION and
JAMES BARNETT (ALSO KNOWN AS JOHN DAVID)

PART I – INTRODUCTION

1. The Ontario Securities Commission (the "Commission") will issue a Notice of Hearing to announce that it will hold a hearing to consider whether, pursuant to section 127 of the Act, it is in the public interest for the Commission to approve this Settlement Agreement between Staff of the Commission ("Staff") and James Barnett (also known as John David) ("Barnett") (the "Settlement Agreement"), and to make certain orders in respect of Barnett.

PART II – JOINT SETTLEMENT RECOMMENDATION

2. Staff agree to recommend settlement of the proceeding initiated by the Notice of Hearing against Barnett in accordance with the terms and conditions set out below. Barnett consents to the making of an order against him in the form attached as Schedule "A" on the basis of the facts set out below.

PART III – AGREED FACTS

A. Background

3. During the period between 2002 and October 12, 2012, Barnett was a *de facto* officer of MineralFields Management Inc. ("MFMI"), Limited Market Dealer Inc. ("LMDI") and Pathway Investment Counsel Inc. ("Pathway") which comprised a group of companies, the MineralFields Group.

4. The MineralFields Group was involved in the distribution and management of flow-through limited partnerships. These limited partnerships invested primarily in flow-through shares of junior Canadian resource issuers through private placement issues.

5. MFMI was registered in the category of investment fund manager. It acted as the investment fund manager for flow-through limited partnerships the units of which were sold to investors through prospectuses and offering memoranda under the branding of "MineralFields", "Pathway", and "EnergyFields LPs" (the "MineralFields LPs").

6. LMDI was registered as a dealer in the category of exempt market dealer. LMDI sourced private placement issues of resource companies for the MineralFields LPs to invest in, and received a finder's fee (in cash and/or warrants) from these resource issuers for its services as an agent/finder. LMDI was also involved in negotiating the terms of the private placement issues on behalf of the MineralFields LPs with management of the resource issuers in connection with the purchase of securities by the MineralFields LPs.

7. Pathway was registered as an adviser in the category of portfolio manager. It was retained by MFMI to provide portfolio management services to the MineralFields LPs.

8. Between April 28, 2011 and August 31, 2011, Staff conducted reviews of MFMI, LMDI and Pathway (the "Compliance Reviews") for the period between April 1, 2010 and March 31, 2011 (the "Review Period"). During the course of the Compliance Reviews, certain matters came to the attention of Staff respecting Barnett.

9. The Compliance Reviews conducted by Staff revealed that Barnett breached Ontario securities law and acted contrary to the public interest. In particular:

B. Omissions to the Commission

10. During the Compliance Reviews, it was revealed that commencing in 2002 and continuing until 2011, there was a consistent failure to disclose in regulatory filings with the Commission that Barnett had beneficial interest in 49.99% of the non-voting shares of MFMI and LMDI since inception of these firms in 2002 and 2004, respectively, until after the Compliance Reviews. Barnett had an understanding with the individual who eventually became the Ultimate Designated Person (the "UDP") of the firms of the MineralFields Group that Barnett would have a 49.9% interest and the UDP would have a 50.1% interest in the companies from the date each company was incorporated. Between 2002 and 2011:

(a) a document dated March 25, 2002 and signed by the UDP was filed with the Commission certifying that the UDP owned 100% of the shares of LMDI;

(b) in 2005, a limited market dealer survey questionnaire was signed by the UDP as president of LMDI and submitted to the Commission. It stated that the UDP was the sole director, officer and shareholder of LMDI;

(c) during a compliance field review conducted by Staff in November 2005 of LMDI, Staff were told by LMDI's Chief Compliance Officer ("CCO") that the UDP was the sole shareholder of LMDI;

(d) in 2010, the Commission was provided with an ownership chart of MFMI signed by the UDP which stated that the UDP "owns 100% of the shares of MineralFields Fund Management Inc."; and

(e) during the compliance reviews of the MineralFields Group that commenced with the compliance review of MFMI on April 28, 2011, Staff sent a books and records request that included a request "for a copy of the Registrant's current organization chart and employee list with telephone numbers." In response to this request, Staff received from the CCO and Chief Financial Officer of LMDI an organizational chart showing that the UDP (directly and through his companies) as the 100% owner of MFMI and LMDI.

11. Barnett was not registered under the Act in any capacity and was not disclosed as a "permitted individual" within the meaning of National Instrument 33-109 – *Registration Information*.

12. Barnett's failure to disclose his ownership of non-voting shares constituted conduct contrary to the public interest.

C. Barnett engaged in trading and advising without registration

13. During the Review Period and until August 2011, Barnett engaged in registerable activities on behalf of LMDI and Pathway without registration. His activities included:

(a) soliciting private placement deals from resource issuers for investment by the flow-through MineralFields LPs managed by MFMI;

(b) negotiating deal terms with resource issuers regarding such private placement issues;

(c) making investment recommendations on behalf of and/or to Pathway;

(d) determining the subscription price and subscription amount based on the recommendation made by LMDI's in-house mining analysis. Barnett did not act based on instructions from Pathway's registered advising representative. Instead, Barnett made the investment decisions; and

(e) sending out engagement letters to resource issuers which were signed by himself or the UDP, although even where the UDP's "signature" appears on the engagement letters, the UDP did not actually sign the engagement letters as Barnett simply sent the letters out in the UDP's name. The engagement letters include the relevant subscription amount and were sent out before Pathway's registered adviser approved the investments.

14. By engaging in the trading and advising activity without being registered, Barnett acted contrary to Ontario securities law.

D. Respondent's Position

15. The Respondent submits:

(a) prior to the establishment of the MineralFields Group, Barnett had not worked in the securities industry;

(b) for reasons of personal protection relating to incidents which occurred between 1998 and 2002, Barnett structured his affairs in a manner to protect his identity including adopting a pseudonym;

(c) there is no evidence that the Respondent's conduct contrary to Ontario securities law or conduct contrary to the public interest caused investor losses; and

(d) after the compliance deficiencies at the MineralFields Group were discovered by Compliance Staff, Barnett cooperated with Staff in replacing the UDP, the CCO and the portfolio manager and appointing a monitor until the assets of the MineralFields Group were transferred to another registrant. The MineralFields Group entities are no longer in business.

PART IV – CONDUCT CONTRARY TO ONTARIO SECURITIES LAW AND CONTRARY TO THE PUBLIC INTEREST

16. By engaging in the conduct described above, Barnett admits and acknowledges that he contravened Ontario securities law by trading and advising without being registered and acted contrary to the public interest by omitting to disclose his ownership of 49.99% of the non-voting securities of MFMI and LMDI.

PART V – TERMS OF SETTLEMENT

17. Barnett agrees to the terms of settlement listed below.

18. The Commission will make an order, pursuant to subsection 127(1) and section 127.1 of the Act, that:

(a) the Settlement Agreement is approved;

(b) Barnett resign any position he holds as a director of a registrant or as a chief executive officer, chief financial officer or chief operating officer of a registrant or the functional equivalent of any of these positions;

(c) Barnett shall be prohibited from becoming or acting as a "chief compliance officer" or "ultimate designated person" as defined in subsection 1(1) of the Act or, with the exception of a director of or owner as described in subparagraph (d) below, a "permitted individual" within the meaning of section 1.1 of National Instrument 33-109 of a registrant permanently;

(d) Barnett shall be prohibited from becoming or acting as a registrant, a director of a registrant or as an individual who has beneficial ownership of, or direct or indirect control or direction over, 10% or more of the voting securities of a registered firm until the later of a period of four years from the date of the approval of the Settlement Agreement and the date on which Barnett successfully completes, in addition to any applicable proficiency requirements, the Conduct and Practices Handbook Course and, if seeking to become a director of a registered firm, until the later of a period of four years from the date of the approval of the Settlement Agreement and the date on which Barnett completes the Directors Education Program;

(e) subject to the satisfaction of (d) and upon becoming registered by the Director under subsection 27(1) of the Act, Barnett will be subject to strict supervision of a sponsoring firm for a period of one year;

(f) Barnett is reprimanded;

(g) Barnett shall pay an administrative penalty of $125,000 for breaching Ontario securities law by trading and advising without registration to the Commission which is designated for allocation or use by the Commission in accordance with section 3.4(2)(b) of the Act; and

(h) Barnett shall pay the costs of the Commission's investigation in the amount of $25,000 within 180 days of the approval of the Settlement Agreement.

19. For his conduct contrary to the public interest, Barnett undertakes to make a voluntary payment in the amount of $75,000 which is designated for allocation or is by the commission in accordance with subsection 3.4(2)(b) of the Act.

20. With respect to sub-paragraphs 18(g) and (h), Barnett agrees to personally make a payment of $25,000 by certified cheque or bank draft payable to the Ontario Securities Commission within one year of the approval of this Settlement Agreement and agrees to pay a further $50,000 by certified cheque or bank draft payable to the Ontario Securities Commission within one year of each preceding payment until the sum of the administrative penalty and costs has been paid in full.

21. Barnett undertakes to consent to a regulatory order made by any provincial or territorial securities regulatory authority in Canada containing any or all sanctions set out in subparagraphs 18 (b) to (e) above.

PART VI – STAFF COMMITMENT

22. If this Settlement Agreement is approved by the Commission, Staff will not initiate any other proceeding under the Act against Barnett in relation to the facts set out in Part III herein, subject to the provisions of paragraph 23 below.

23. If this Settlement Agreement is approved by the Commission, and at any subsequent time Barnett fails to honour the terms of the Settlement Agreement, Staff reserve the right to bring proceedings under Ontario securities law against Barnett based on, but not limited to, the facts set out in Part III herein as well as the breach of the Settlement Agreement.

PART VII – PROCEDURE FOR APPROVAL OF SETTLEMENT

24. Approval of this Settlement Agreement will be sought at a hearing of the Commission scheduled on a date to be determined by the Secretary to the Commission, or such other date as may be agreed to by Staff and Barnett for the scheduling of the hearing to consider the Settlement Agreement.

25. Staff and Barnett agree that this Settlement Agreement will constitute the entirety of the agreed facts to be submitted at the settlement hearing regarding their conduct, unless the parties agree that further facts should be submitted at the settlement hearing.

26. If this Settlement Agreement is approved by the Commission, Barnett agrees to waive all rights to a full hearing, judicial review or appeal of this matter under the Act.

27. If this Settlement Agreement is approved by the Commission, none of the parties shall make any public statement that is inconsistent with this Settlement Agreement or inconsistent with any additional agreed facts submitted at the settlement hearing.

28. Whether or not this Settlement Agreement is approved by the Commission, Barnett agrees that he will not, in any proceeding, refer to or rely upon this Settlement Agreement or the settlement negotiations as the basis of any attack on the Commission's jurisdiction, alleged bias or appearance of bias, alleged unfairness or any other remedies or challenges that may otherwise be available.

PART VIII – DISCLOSURE OF SETTLEMENT AGREEMENT

29. If, for any reason whatsoever, this Settlement Agreement is not approved by the Commission or the order attached as Schedule “A” is not made by the Commission:

(a) this Settlement Agreement and its terms, including all settlement negotiations between Staff and Barnett leading up to its presentation at the settlement hearing, shall be without prejudice to Staff and Barnett; and

(b) Staff and Barnett shall be entitled to all available proceedings, remedies and challenges, including proceeding to a hearing on the merits of the allegations in the Notice of Hearing and the Statement of Allegations of Staff, unaffected by the Settlement Agreement or the settlement discussions/negotiations.

30. The terms of this Settlement Agreement will be treated as confidential by all parties hereto until approved by the Commission. Any obligations of confidentiality shall terminate upon approval of this Settlement Agreement by the Commission. The terms of the Settlement Agreement will be treated as confidential forever if the Settlement Agreement is not approved for any reason whatsoever by the Commission, except with the written consent of Barnett and Staff or as may be required by law.

PART IX – EXECUTION OF SETTLEMENT AGREEMENT

31. This Settlement Agreement may be signed on one or more counterparts which together will constitute a binding agreement.

32. A facsimile copy of any signature will be as effective as an original signature.

Signed in the presence of:

"Jennifer Martinez"
Witness

"Jennifer Martinez"
(Print Name)
Dated this "21st" day of March, 2014

"James Barnett"
James Barnett

STAFF OF THE ONTARIO SECURITIES COMMISSION

"Tom Atkinson"
Tom Atkinson
Director, Enforcement Branch

Dated this "21st" day of March, 2014.

Schedule "A"

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

AND

IN THE MATTER OF
JAMES BARNETT (ALSO KNOWN AS JOHN DAVID)

AND

IN THE MATTER OF
A SETTLEMENT AGREEMENT BETWEEN
STAFF OF THE ONTARIO SECURITIES COMMISSION AND
JAMES BARNETT (ALSO KNOWN AS JOHN DAVID)

ORDER
(Subsections 127(1) and 127(2) and Section 127.1)

WHEREAS the Ontario Securities Commission (the "Commission") issued a Notice of Hearing (the "Notice of Hearing") pursuant to sections 127 and 127.1 of the *Securities Act*, R.S.O. 1990, c. S.5, as amended (the "Act") in connection with a Statement of Allegations filed by Staff of the Commission ("Staff") to consider whether it is in the public interest to make certain orders against James Barnett (also known as John David) ("Barnett");

AND WHEREAS Barnett entered into a Settlement Agreement with Staff (the "Settlement Agreement") in which Barnett and Staff agreed to a proposed settlement of the matter commenced by the Notice of Hearing, subject to the approval of the Commission;

AND WHEREAS the Commission has reviewed the Notice of Hearing, the Statement of Allegations and the Settlement Agreement;

AND WHEREAS Barnett has entered into an undertaking as part of the Settlement Agreement whereby he shall make a voluntary payment to the Commission in the amount of $75,000, which will be designated for allocation or for use by the Commission in accordance with subsection 3.4(2)(b) of the Act;

AND WHEREAS Barnett has provided to Staff a certified cheque in the payment of $75,000 in full payment of the voluntary undertaking;

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

IT IS HEREBY ORDERED THAT:

(a) the Settlement Agreement is approved;

(b) pursuant to paragraph 8.1 of subsection 127(1) of the Act, Barnett resign any position he holds as a director of a registrant or as a chief executive officer, chief financial officer or chief operating officer of a registrant or the functional equivalent of any of these positions;

(c) pursuant to paragraph 8.2 of subsection 127(1) of the Act, Barnett shall be prohibited from becoming or acting as a director of a registrant except as described in subparagraph (g) below or from becoming or acting as a chief executive officer, chief financial officer or chief operating officer of a registrant or the functional equivalent of any of these positions permanently;

(d) pursuant to paragraph 8.2 of subsection 127(1) of the Act, Barnett shall be prohibited from becoming or acting as an "ultimate designated person" or chief compliance officer" as defined in subsection 1(1) of the Act permanently;

(e) pursuant to paragraph 8.5 of subsection 127(1) of the Act, Barnett shall be prohibited from becoming or acting as a registrant, or as an individual who has beneficial ownership of, or direct or indirect control or direction over, 10% or more of the voting securities of a registered firm until the later of a period of four years from the

date of the approval of the Settlement Agreement and the date on which Barnett completes, in addition to any proficiency requirements, the Conduct and Practices Handbook Course;

(f) pursuant to 8.2 of subsection 127(1) of the Act, Barnett shall be prohibited from becoming or acting as a director of a registrant until the later of a period of four years from the date of the approval of the Settlement Agreement and the date the date on which Barnett completes the Directors Education Program;

(g) subject to the satisfaction of subparagraph (e) and upon becoming a registered by the Director under subsection 27(1) of the Act, Barnett's registration shall be subject to a term and condition requiring he be subject to strict supervision of a sponsoring firm for a period of one year;

(e) pursuant to paragraph 6 of subsection 127(1) of the Act, Barnett is reprimanded;

(f) the voluntary payment of $75,000 to the Commission made by Barnett upon the approval of the Settlement Agreement is designated for allocation or use by the Commission in accordance with subsection 3.4(2(b) of the Act;

(g) pursuant to paragraph 9 of subsection 127(1) of the Act, Barnett shall pay an administrative penalty of $125,000 to the Commission which is designated for allocation or use by the Commission in accordance with section 3.4(2)(b) of the Act;

(h) pursuant to section 127.1 of the Act, Barnett shall pay the costs of the Commission's investigation in the amount of $25,000 within 180 days of the signing of this Order; and

(i) in satisfaction of term (g) above, Barnett shall pay $25,000 by certified cheque or bank draft payable to the Ontario Securities Commission within one year of the signing of this Order and shall pay a further $50,000 by certified cheque or bank draft payable to the Ontario Securities Commission within one year of each preceding payment until the sum of the administrative penalty and costs has been paid in full.

DATED AT TORONTO this ___ day of April, 2014.

_____

3.1.2 JBI, Inc. and John W. Bordynuik

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

AND

IN THE MATTER OF
JBI, INC., and JOHN W. BORDYNUIK

SETTLEMENT AGREEMENT OF
JOHN BORDYNUIK

PART I – INTRODUCTION

1. The Ontario Securities Commission (the "Commission") will issue a Notice of Hearing to announce that it will hold a hearing to consider whether, pursuant to sections 127 and 127.1 of the *Securities Act*, R.S.O. 1990, c. S.5, as amended (the "Act"), it is in the public interest for the Commission to make certain orders in respect of the Respondent, John W. Bordynuik ("Bordynuik" or, alternatively "the Respondent").

PART II – JOINT SETTLEMENT AND RECOMMENDATION

2. Staff of the Commission ("Staff") agree to recommend settlement of the proceeding commenced by Notice of Hearing dated April 3, 2014, ("the Proceedings") against the Respondent, in accordance with the terms and conditions set out in Part V of this settlement agreement. Bordynuik agrees to the making of an order against him in the form attached as Schedule "A" on the basis of the facts set out below.

3. This Settlement Agreement, including the attached Schedule "A" (collectively, the "Settlement Agreement"), will be released to the public only if and when the Settlement Agreement is approved by the Commission.

4. Bordynuik admits the facts set out in Part III and the conclusion in Part IV of this Settlement Agreement solely for the purpose of this Proceeding. Staff and Bordynuik agree that this Settlement Agreement and the facts and admissions set out herein are without prejudice to Bordynuik and/or JBI Inc. ("JBI") in any other proceedings of any kind including, without limitation, any civil, administrative, quasi-criminal or criminal actions or proceedings currently pending or that may be brought by any person, corporation or agency, whether or not this Settlement Agreement is approved by the Commission. Without limiting the generality of the foregoing, Bordynuik expressly denies that this Settlement Agreement is intended to be an admission of civil or criminal liability and expressly denies any civil or criminal liability.

PART III – AGREED FACTS

A. OVERVIEW

5. During the years 2008 to 2011 (the "Distribution Period") Bordynuik raised money for JBI and/or its predecessor entities.

6. In doing so he caused JBI to raise a total of approximately $11.2 million U.S. from 433 Ontario investors through activities which breached Section 53 of the Act and which were not in compliance with Ontario securities law.

7. During part of the Distribution Period, Bordynuik caused to be prepared and signed financial statements of JBI in which JBI's financial position was misstated by approximately $10 million as a result of attributing an excessive value to one of the company's assets, namely certain media credits. This misstatement was first made in JBI's third quarter financial statements for the quarter ended September 30, 2009 and contained in its Form 10-Q. It was repeated in JBI's 2009 year-end financial statements contained in its Form 10-K for the year ended December 31, 2009. Both documents were filed with the Securities Exchange Commission ("SEC") and are collectively referred to as "the Financial Statements".

8. JBI reported in the Financial Statements that it owned media credits having a valuation of $9,997,134. This valuation was erroneous, and was not in compliance with Generally Accepted Accounting Principles or "GAAP".

9. Bordynuik certified that, based on his knowledge, the Financial Statements fairly presented in all material respects the financial condition of the registrant, JBI. In fact the Financial Statements did not do so.

10. Monies were raised from Ontario investors during the time that the Financial Statements contained the erroneously high valuation for the media credits.

11. The media credits were eventually written off in their entirety in JBI's amended form 10-K filed on July 9, 2010. The proper valuation of the media credits under GAAP was nil.

12. While Bordynuik was raising funds on behalf of JBI, he established a trust for the benefit of his two minor children (the "Childrens' Trust"), which was subject to a formal trust agreement.

13. Bordynuik caused shares of JBI or John Bordynuik Inc. to be irrevocably settled on his mother as trustee of the Childrens' Trust. The Childrens' Trust held those shares in a securities account at RBC Dominion Securities ("DS").

14. Having irrevocably settled JBI shares in trust Bordynuik then directed his mother as trustee to transfer the shares out of the trust account at DS to a number of transferees whom he designated, contrary to the terms of the formal agreement governing the Childrens' Trust.

15. Bordynuik adopted this practice, which violated the terms of the Childrens' Trust, so as to put free trading and not restricted stock, in the hands of third parties.

16. Bordynuik used the Childrens' Trust in part as a reservoir of JBI shares which could be distributed to others, including Bespoke Growth Partners, in aid of acquiring a listing on the AMEX or NASDAQ exchanges. Bordynuik's misuse of the Childrens' Trust for this purpose was conduct contrary to the public interest.

B. BACKGROUND

17. Bordynuik is an individual residing in the Province of Ontario. Bordynuik has never been registered by the Commission in any capacity.

18. JBI was formerly known as 310 Holdings Inc., and was incorporated in the State of Nevada on April 20, 2006.

19. Bordynuik bought 63% of the issued and outstanding shares of 310 Holdings Inc. on April 24, 2009.

20. Bordynuik was thereafter appointed President, CEO and CFO of 310 Holdings Inc.

21. On July 15, 2009, 310 Holdings Inc. purchased the assets of John Bordynuik Inc.

22. Effective October 5, 2009, 310 Holdings Inc. changed its name to JBI, Inc. ("JBI"). Bordynuik was the CEO and CFO of the newly named company. He remained CFO until January 1, 2010.

23. JBI is quoted on the OTCQB Marketplace, which is operated by OTC Markets Group. JBI and its predecessor entities have been SEC reporting companies since 2006.

24. JBI's fiscal year ends on December 31.

C. VIOLATION / CONDUCT

THE ILLEGAL DISTRIBUTIONS CONTRARY TO SECTION 53 OF THE ACT

The Distribution During 2008

25. During 2008 Bordynuik distributed securities of JBI or John Bordynuik Inc. to residents of Ontario without a prospectus as required by Section 53(1) of the Act.

26. In documents filed with the Commission Bordynuik purported to rely on exemptions for the 2008 distributions, namely the accredited investor exemption and the family, friends and business associates exemption.

27. The distribution in 2008 raised roughly $2.9 million from approximately 204 Ontario investors. The 2008 distribution was contrary to Ontario securities law for the following reasons:

(a) The family, friends and business associates exemption does not apply to a trade in securities in Ontario hence was not an available exemption;

(b) It appears that the majority of the Ontario investors were not in fact accredited investors. Bordynuik's reliance upon that exemption was inappropriate.

28. The 2008 distribution of John Bordynuik Inc. shares were accordingly an illegal distribution insofar as it was marketed and sold to Ontario investors, contrary to Section 53 of the Act.

The PIPE Transactions

29. The acronym "PIPE" stands for Private Investment in Public Equity. In the United States a PIPE offering may be registered with the SEC or may be completed as an unregistered private offering.

30. Bordynuik caused JBI to raise money through four PIPE offerings and in each of the four PIPE offerings shares were marketed and sold to Ontario residents. The particulars are set out below.

31. The first PIPE offering was at $0.80 per share and took place from December 2009 through January 14, 2010. In the first PIPE offering Bordynuik assisted in the marketing and sale of shares to 176 Ontario residents and raised $4,105,000 US in proceeds from those Ontario investors. The first PIPE offering was made without a prospectus or offering memorandum and there was no exemption available. Bordynuik did not purport to claim any exemption on behalf of JBI. The distribution to Ontario investors during the first PIPE offering was contrary to Section 53 of the Act.

32. The second PIPE offering took place in May 2010. Bordynuik caused JBI to distribute its shares at $4.00 per share during the second PIPE offering and he caused JBI to market and sell shares to 40 Ontario investors who paid in aggregate $1,734,000 U.S. The second PIPE offering was made without a prospectus or offering memorandum and there was no exemption available. Bordynuik did not purport to claim any exemption on behalf of JBI. The distribution to Ontario investors during the second PIPE offering was contrary to Section 53 of the Act.

33. In December 2010 Bordynuik caused JBI to carry out the third PIPE offering, this time offering shares of JBI at $0.50 per share. A total of 6 Ontario investors participated in the third PIPE offering. A total of $1,215,000 US was raised from these 6 Ontario investors. There was no prospectus or offering memorandum during the third PIPE offering. There was no exemption available and Bordynuik did not purport to claim any exemption on behalf of JBI. The distribution to Ontario investors during the third PIPE offering was contrary to Section 53 of the Act.

34. Bordynuik caused JBI to undertake a fourth PIPE offering in April 2011. At this time JBI offered its shares for sale at $0.70 per share. In the fourth PIPE offering the company marketed and sold its shares to 52 Ontario residents and raised a total of $1,215,000 US from Ontario investors. No prospectus or offering memorandum was provided in connection with the fourth PIPE offering. No exemption was available with respect to sales to Ontarians within that PIPE offering. Bordynuik did not purport to claim any exemption on behalf of JBI. The distribution to Ontario investors during the fourth PIPE offering was contrary to Section 53 of the Act.

D. VIOLATION / CONDUCT

THE MISLEADING FINANCIAL STATEMENTS CONTRARY TO SECTION 126.2 OF THE ACT

35. On or about August 29, 2009 JBI's predecessor entity 310 Holdings Inc. purchased 100% of the issued and outstanding shares of Javaco Inc., a wholly owned subsidiary of Domark International ("Domark").

36. In a separate agreement Domark's CEO assigned media credits purportedly representing $9,997,134 worth of prepaid print and radio ads to 310 Holdings Inc. to be used for marketing and advertising.

37. In exchange for the assignment of the media credits, 310 Holdings Inc. on August 24, 2009 issued one million shares of its own common stock to Domark, valued at $1.00 per share or $1 million dollars in total.

38. On October 5, 2009 310 Holdings Inc. changed its name to JBI and Bordynuik assumed the role of CEO and CFO of JBI. On January 1, 2010 Ronald Baldwin Jr. was appointed CFO of JBI.

39. The company's third quarter ended on September 30, 2009. Financial statements for the company for the period ended September 30, 2009 were included with the Form 10-Q which the company filed with the SEC on November 16, 2009.

40. In the above financial statements JBI reported the media credits purchased from Domark as an asset of the company at their purported face value of $9,937,134. This valuation was contrary to GAAP. Bordynuik as CEO certified that, based on his knowledge, the financial statements fairly presented in all material respects the financial condition of JBI. The financial statements were not in fact GAAP-compliant as a result of the valuation applied to the media credits.

41. JBI's year end was December 31, 2009 and the company filed its 2009 year-end financial statements with its Form 10-K on March 31, 2010. JBI's 2009 year-end financial statements also valued the media credits at $9,997,134, contrary to GAAP.

42. As CEO, Bordynuik certified that the year-end financial statements fairly presented in all material respects the financial condition of JBI. In fact the year-end financial statements were not GAAP-compliant in respect of the media credits valuation.

43. On May 21, 2010 JBI filed a Form 8-K stating that the previously issued financial statements referenced above should not be relied upon due in part to questions about the valuation of the media credits.

44. On July 9, 2010 and on November 17, 2010 JBI issued two financial statement restatements. In those restatements JBI wrote down the media credits to zero and disclosed that the credits had previously been valued improperly.

45. Between November 16, 2009 and the eventual correction of the misrepresentation in July 2010, Bordynuik caused JBI to raise money from the public through two PIPE offerings. The May 2010 PIPE offering was at $4.00 per share, a valuation which was premised in part on the erroneous value that had been attributed to the media credits.

46. By virtue of JBI having represented the media credits as being worth $9,997,134 when the true value of that asset was nil, Ontario investors who purchased during the first and second PIPE offerings may have been misled about the value of JBI. Bordynuik states that he acted in good faith in signing and certifying the Form10-Q and 10-K referred to in paragraphs 39 and 41 respectively, but acknowledges that he ought reasonably to have known that the media credit valuation was unreliable. Bordynuik acknowledges that his actions in this respect were contrary to Section 126.2 of the Act.

E. VIOLATION / CONDUCT

MISUSE OF THE CHILDRENS' TRUST ACCOUNT CONTRARY TO SECTION 127

47. On or about July 6, 2007 Bordynuik and others executed a document entitled "1683091 Trust Agreement".

48. The Childrens' Trust (previously defined in paragraph 12), set up pursuant to the 1683091 Trust Agreement, appears to have been a trust established by Bordynuik for the purpose of functioning as a repository for shares which he wished to settle in trust for the benefit of his two children.

49. The July 6, 2007 agreement created a trust for Bordynuik's two children and provided that his mother was to manage the trust assets as trustee. Bordynuik settled shares of John Bordynuik Inc. upon the Childrens' Trust in trust for his children. The trust entity maintained an account with DS. The respondent's mother was the person authorized to give trading instructions on the Childrens' Trust account.

50. Pursuant to the Childrens' Trust agreement, shares deposited to the DS account were to be held in trust for the benefit of the two Bordynuik children.

51. The trust agreement and other trust documentation was filed with DS as part of the "Know Your Client" documents with respect to the Childrens' Trust account at DS. The DS trust account initially held 6,000 shares of John Bordynuik Inc. On or about October 14, 2009 an additional share certificate representing 1 million shares of John Bordynuik Inc. was deposited to the trust account at DS.

52. On or about October 23, 2009, Bordynuik caused some of the shares represented by that certificate to be transferred to fourteen different transferees, none of whom were beneficiaries of the trust.

53. Again on December 10, 2009 Bordynuik caused 300,000 shares to be transferred improperly from the Childrens' Trust's account to the benefit of Bespoke Growth Partners. Bespoke Growth Partners was not a beneficiary of the Childrens' Trust.

54. Bordynuik used the Childrens' Trust account at DS as a reservoir of JBI shares which he then distributed to people who had provided services to or had been involved in or friendly to the company's operations. Bordynuik undertook some of these activities in pursuit of JBI becoming up-listed on American exchanges. Bordynuik's use of the trust account to deposit shares which were then transferred to third parties who were not beneficiaries of the Childrens' Trust was improper and contrary to the public interest thereby justifying an Order under Section 127 of the Act.

F. MITIGATING FACTORS

55. Bordynuik states that he relied on the expertise of financial advisors, including JBI's auditors, Domark's prior valuation of the media credits, and representations by the vendor of the credits, in signing the Form 10-Q and original Form 10-K.

56. Bordynuik has no prior disciplinary record with the Commission.

57. Bordynuik has cooperated fully with Staff of the Commission.

58. Bordynuik has already incurred significant penalties related to the issue of the misleading financial statements, including a monetary payment and a prohibition from acting as a director or officer, as a consequence of SEC proceedings which were brought with respect to the financial misstatements referred to in Part C above.

PART IV – CONDUCT CONTRARY TO SECURITIES LAW AND/OR THE PUBLIC INTEREST

59. By engaging in the conduct above, Bordynuik admits and acknowledges that he contravened Ontario securities law in the following ways:

a) During the Distribution Period, Bordynuik effected distributions of securities of JBI John Bordynuik Inc. when a preliminary prospectus and a prospectus in respect of such securities had not been filed and receipts had not been issued for them by the Director, contrary to subsection 53(1) of the Act;

b) During the Distribution Period, Bordynuik signed and certified SEC filings containing JBI financial statements with respect to the quarter ended on September 30, 2009 and the 2009 year-end that were not compliant with GAAP, contrary to s. 126.2 of the Act, and acknowledges that the effect of so doing may have been to mislead Ontario investors;

c) Bordynuik inappropriately utilized a trust account and trust arrangement to distribute shares of JBI in violation of the trust, contrary to the public interest and s. 127 of the Act.

PART V – TERMS OF SETTLEMENT

60. Bordynuik agrees to the following terms of settlement, to be set out in an order by the Commission pursuant to section 127(1) of the Act:

a) pursuant to paragraph 7 of subsection 127(1) of the Act, Bordynuik shall forthwith resign any positions that he holds as an officer and/or director of any reporting issuer, as defined in the Act;

b) pursuant to paragraph 8 of subsection 127(1) of the Act, Bordynuik is prohibited from becoming or acting as an officer and/or director of any reporting issuer, as defined in the Act, for 5 years, effective from the date of the order of the Commission approving the Settlement Agreement;

c) prior to becoming or acting as an officer and/or director of any reporting issuer, as defined in the Act, Bordynuik will successfully complete the Partners, Directors and Senior Officers Course administered by the Canadian Securities Institute and report his completion thereof to the Commission;

d) pursuant to paragraph 9 of subsection 127(1) of the Act, Bordynuik shall pay an administrative penalty in the amount of $125,000 to be designated for allocation or for use by the Commission pursuant to subsection 3.4 (2)(b) of the Act;

e) Bordynuik shall contribute $45,000 towards Staff's investigation costs in this matter; and

f) pursuant to paragraph 6 of subsection 127(1) of the Act Bordynuik shall be reprimanded by the Commission.

61. Bordynuik agrees to attend in person at the hearing before the Commission on a date to be determined by the Secretary to the Commission to consider the Settlement Agreement, or such other date as may be agreed to by the parties for the scheduling of the hearing to consider the Settlement Agreement.

PART VI – STAFF COMMITMENT

62. If this settlement is approved by the Commission, Staff will not initiate any other proceeding under Ontario securities law against Bordynuik or JBI in respect of the facts set out in this Settlement Agreement, subject to the provisions of paragraph 67 below.

PART VII – PROCEDURE FOR APPROVAL OF SETTLEMENT

63. Approval of this Settlement Agreement shall be sought at a hearing of the Commission scheduled on a date agreed to by Staff and Bordynuik.

64. Counsel for Staff or for Bordynuik may refer to any part, or all, of the Settlement Agreement at the Settlement Hearing. Staff and Bordynuik agree that the Settlement Agreement will constitute the entirety of the evidence to be submitted at the Settlement Hearing, unless the parties later agree that further evidence should be submitted at the Settlement Hearing.

65. If the Settlement Agreement is approved by the Commission, Bordynuik agrees to waive his right to a full hearing, judicial review or appeal of the matter under the Act.

66. Staff and Bordynuik agree and undertake that if the Settlement Agreement is approved by the Commission, they will not make any statement inconsistent with the Settlement Agreement.

67. If this Settlement Agreement is approved by the Commission and, at any subsequent time, Bordynuik fails to honour any of the terms of settlement set out herein, Staff reserve the right to bring proceedings under Ontario securities law against Bordynuik based on, but not limited to, the facts set out in this Settlement Agreement, as well as the breach of the Settlement Agreement.

68. Whether or not the Settlement Agreement is approved by the Commission, Bordynuik agrees that he will not, in any proceeding, refer to or rely upon the Settlement Agreement or the settlement negotiations as the basis of any attack on the Commission's jurisdiction, alleged bias or appearance of bias, alleged unfairness or any other remedies or challenges that may otherwise be available.

PART VII – DISCLOSURE OF SETTLEMENT AGREEMENT

69. The Settlement Agreement and its terms will be treated as confidential by Staff and Bordynuik until approved by the Commission, and forever if, for any reason whatsoever, the Settlement Agreement is not approved by the Commission, except with the written consent of Staff and Bordynuik, or as may be required by law.

70. Any obligations of confidentiality shall terminate upon approval of the Settlement Agreement by the Commission.

PART IX – EXECUTION OF SETTLEMENT AGREEMENT

71. The Settlement Agreement may be signed in one or more counterparts which together shall constitute a binding agreement.

72. A facsimile copy of any signature shall be as effective as an original signature.

DATED this 28th day of January, 2014

"Rachel Michalek"
Witness

"John W. Bordynuik"
John W. Bordynuik

DATED this 28th day of January, 2014

"David Linder"
David Linder, Executive Director, Enforcement Branch,
Alberta Securities Commission
As agent for the Ontario Securities Commission

SCHEDULE "A"

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

AND

IN THE MATTER OF
JBI, INC., and JOHN W. BORDYNUIK

AND

IN THE MATTER OF
A SETTLEMENT AGREEMENT BETWEEN
STAFF OF THE ONTARIO SECURITIES COMMISSION AND
JOHN W. BORDYNUIK

ORDER
(Sections 127(1) and 127.1)

WHEREAS on _____ the Ontario Securities Commission ("the Commission") issued a Notice of Hearing (the "Notice of Hearing"), pursuant to sections 127 and 127.1 of the *Securities Act*, R.S.O. 1990, c. S.5, as amended (the "Act"), to consider whether it is in the public interest to make orders as specified therein against and respect of John W. Bordynuik ("Bordynuik");

AND WHEREAS Bordynuik entered into a Settlement Agreement with Staff of the Commission dated _____, 2014 (the "Settlement Agreement") in which Bordynuik agreed to a proposed settlement of the proceeding commenced by the Notice of Hearing dated _____ subject to the approval of the Commission;

AND WHEREAS on _____, the Commission issued a Notice of Hearing pursuant to section 127 of the Act to announce that it proposed to hold a hearing to consider whether it is in the public interest to approve a settlement agreement entered into between Staff and Bordynuik;

AND UPON reviewing the Settlement Agreement, and the Notice of Hearing and the Statement of Allegations of Staff and upon hearing submission from counsel for Bordynuik and from Staff;

AND WHEREAS the Commission is of the opinion that it is in the public interest to make this order pursuant to section 127(1) of the Act;

IT IS HEREBY ORDERED THAT:

a) The Settlement Agreement is approved;

b) pursuant to paragraph 7 of subsection 127(1) of the Act, Bordynuik shall forthwith resign any positions that he holds as an officer and/or director of any reporting issuer, as defined in the Act;

c) pursuant to paragraph 8 of subsection 127(1) of the Act, Bordynuik is prohibited from becoming or acting as an officer and/or director of any reporting issuer, as defined in the Act, for 5 years, effective from the date of the order of the Commission approving the Settlement Agreement;

d) prior to becoming or acting as an officer and/or director of any reporting issuer, as defined in the Act, Bordynuik will successfully complete the Partners, Directors and Senior Officers Course administered by the Canadian Securities Institute and report his completion thereof to the Commission;

e) pursuant to paragraph 9 of subsection 127(1) of the Act, Bordynuik shall pay an administrative penalty in the amount of $125,000 to be designated for allocation or for use by the Commission pursuant to subsection 3.4 (2)(b) of the Act;

f) Bordynuik shall contribute $45,000 towards Staff's investigation costs in this matter; and

g) pursuant to paragraph 6 of subsection 127(1) of the Act Bordynuik is reprimanded by the Commission.

DATED at Toronto this ____ day of _____, 2014.

_____

3.1.3 Children's Education Funds Inc.

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

AND

IN THE MATTER OF
CHILDREN'S EDUCATION FUNDS INC.

SETTLEMENT AGREEMENT

PART I – INTRODUCTION

1. The Ontario Securities Commission (the "Commission") will issue a Notice of Hearing to announce that it will hold a hearing to consider whether, pursuant to section 127 of the *Securities Act*, R.S.O. 1990, c. S.5, as amended (the "Act"), it is in the public interest for the Commission to make certain orders in respect of Children's Education Funds Inc. ("CEFI").

PART II – JOINT SETTLEMENT RECOMMENDATION

2. Staff of the Commission ("Staff") agrees to recommend settlement of the proceeding commenced by Notice of Hearing dated March 31, 2014 (the "Proceeding") against CEFI according to the terms and conditions set out below in this agreement (this "Settlement Agreement"). CEFI agrees to the making of an order in the form attached as Schedule "A", based on the facts set out below.

PART III – AGREED FACTS

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

Overview

4. CEFI has been the subject of five compliance field review reports since 2003 by Staff of the Compliance and Registrant Regulation Branch ("CRR Staff"). CEFI also had previous terms and conditions imposed on its registration by CRR Staff from July 9, 2004 to June 16, 2005. The last compliance field review report dated June 14, 2012 (the "2012 Compliance Report") identified numerous compliance deficiencies. In some cases, CRR Staff found CEFI to be deficient in similar areas to those previously identified as containing deficiencies.

5. On September 14, 2012, the Commission issued a temporary section 127 order (the "Temporary Order") with CEFI's consent which imposed terms and conditions ("Terms and Conditions") on CEFI's registration. The Terms and Conditions required CEFI to retain an independent consultant (the "Consultant") to: (a) prepare and assist CEFI to implement a plan to strengthen its compliance system, and (b) retain an independent monitor (the "Monitor") to use best efforts to contact new clients with an income less than or equal to $50,000 and a random sample of 20% of new clients with an income greater than $50,000 pending approval of the Consultant's plan to, among other things, confirm the accuracy of the client's KYC information, that the investment is suitable for the client and that the client understands the fee structure of the investment.

6. On October 2, 2012, the Consultant delivered a Consultant's plan (the "Consultant's Plan") which set out a plan to revise CEFI's compliance policies and procedures including amending CEFI's application form and KYC processes and to require additional organizational and policy improvements as summarized in paragraph 28.

7. On November 12, 2012, the Consultant delivered an addendum to the Consultant's Plan (the "Addendum").

8. The Consultant has confirmed in its attestation letter dated November 5, 2013 that CEFI has implemented the policies and controls recommended by the Consultant that address each of the deficiencies identified in the 2012 Compliance Report and that strengthen the compliance system.

9. CEFI has agreed to adhere to the revised internal controls, supervision and policies and procedures developed during the implementation of the Consultant's Plan and the Addendum.

10. Given CEFI's implementation of the Consultant's Plan, CEFI's co-operation to date, and CEFI's agreement to adhere to the revised internal controls, supervision and policies and procedures set out in the Consultant's Plan, the parties agree to settle this proceeding on the basis that: (i) CEFI will provide the OSC Manager as defined in the Terms and Conditions with a report by the Consultant, based on a work plan to be agreed upon jointly by CEFI, the Consultant and the OSC Manager, no later than June 3, 2015, which reports on whether the revised policies and procedures and internal controls set out in the Consultant's Plan, as well as any subsequent revisions thereto are: (a) being followed by CEFI; (b) working appropriately: and (c) being adequately administered and enforced by CEFI, such report to include a description of the Consultant's testing to support its conclusions for the 12 month period ending April 3, 2015; and (ii) CEFI will receive a reprimand.

The Respondent

11. Children's Education Trust of Canada ("CETC") offers three types of education savings plans (the "Plans"). The Plans are administered by the Children's Educational Foundation of Canada (the "Foundation").

12. CEFI distributes the Plans which are Registered Education Savings Plans ("RESPs") under the *Income Tax Act*, R.S.C. 1985, c.1 (5th Supp.), as amended.

13. CEFI, formerly known as Education Fund Services Inc. and Educational Trust Services Inc., was incorporated in Ontario on or about March 22, 1990.

14. CEFI became registered with the Commission as a dealer in the category of scholarship plan dealer ("SPD") on or about March 22, 1991. CEFI became registered as an investment fund manager on or about October 29, 2010.

Previous Compliance Reviews and Previous Terms and Conditions

15. CEFI has been the subject of five previous compliance reviews conducted by CRR Staff.

16. A compliance field review report by CRR Staff dated August 26, 2003 identified a number of compliance deficiencies including: (i) failing to collect sufficient Know Your Client ("KYC") information; (ii) compliance officer failing to ensure that trades are properly reviewed for suitability by staff with the required proficiency; (iii) trades not approved by branch managers ("BMs") before being sent to head office; (iv) inadequate maintenance and updating of KYC information to properly assess the suitability of clients' trades; (v) no formal policies and procedures in place for supervision of branch activities; (vi) inadequate supervision of dealing representatives ("DRs") by BMs; (vi) misleading information in marketing materials; and (viii) inadequate system in place to identify clients who have leveraged scholarship plan purchases.

17. A compliance field review report dated June 23, 2004 by CRR Staff identified some of the same deficiencies identified in the compliance field review report dated August 27, 2003.

18. On July 9, 2004, terms and conditions were imposed on CEFI's registration which included filing monthly progress reports with the Manager, Compliance, to address the identified deficiencies.

19. A third compliance field review report by CRR Staff dated May 31, 2005 identified further compliance deficiencies.

20. A fourth compliance report dated April 15, 2008 identified further compliance deficiencies.

2012 Compliance Report

21. From approximately July 15, 2011 to the end of August 2011, CRR Staff conducted a compliance review at CEFI's head office in Burlington, Ontario and at various branch locations in the Greater Toronto Area. On June 14, 2012, CRR Staff issued the 2012 Compliance Report which identified the following deficiencies: (i) CEFI lacked an adequate system of compliance controls and supervision; (ii) CEFI's head office did not adequately discharge its obligations as a registered firm to supervise DRs; (iii) ineffective branch audits; (iv) failure to adequately monitor the restricted terms and conditions imposed on certain DRs; (v) inadequate collection and documentation for each of CEFI's clients for the purpose of assessing suitability; (vi) inadequate suitability assessment, including inadequate KYC information to assess trade suitability; (vii) ineffective trade review process; (viii) high pressure sales tactics; (ix) insufficient or inadequate knowledge by certain DRs of CEFI's Plans; and (x) misleading and inaccurate claims in marketing materials.

Temporary Order dated September 14, 2012

22. On September 14, 2012, the Commission issued the Temporary Order with CEFI's consent which imposed Terms and Conditions on CEFI's registration. The Terms and Conditions required CEFI to retain an independent consultant (the "Consultant") to: (a) prepare and assist CEFI to implement a plan to strengthen its compliance system within the meaning of section 11.1 of National Instrument 31-103 – *Registration Requirements, Exemptions and Ongoing Registrant Obligations* ("NI 31-103"); (b) make recommendations to rectify all identified compliance deficiencies raised in the 2012 Compliance Report; and (c) retain an independent monitor (the "Monitor") to use best efforts, pending approval of the Consultant's Plan, to contact new clients with an income less than or equal to $50,000 and a random sample of 20% of new clients with an income greater than $50,000 for the purpose of confirming: (i) the accuracy of the clients' KYC information; (ii) the investment is suitable for the client; and (iii) that the clients understand the fee structure of the investment.

23. The OSC Manager, as referred to in the Terms and Conditions, approved Compliance Support Services Inc. as both the Monitor and the Consultant.

Consultant's Plan dated October 1, 2012 and Addendum dated November 12, 2012

24. On October 2, 2012, the Consultant provided Staff with its initial Consultant's plan to strengthen CEFI's compliance systems.

25. The Consultant's Plan was a 22 page document which listed specific recommendations to address the deficiencies set out in the 2012 Compliance Report.

26. After a request from Staff for the Consultant's Plan to include specific measurable milestones and contain a list of specific actions to achieve those milestones, the Consultant delivered an Addendum on November 12, 2012. The Consultant's Plan and the Addendum set out recommendations, action items, responsible persons and targeted completion dates for reviews of and/or improvements to:

    (a) compliance policies and systems;

    (b) training for CEFI registrants;

    (c) the suitability assessment process;

    (d) client statements;

    (e) website and marketing material;

    (f) the complaints process;

    (g) insurance requirements;

    (h) registration processes;

    (i) conflict of interest policies; and

    (j) referral arrangements.

Implementation of the Consultant's Plan and Addendum

27. The Terms and Conditions required the Consultant to provide monthly progress reports detailing CEFI's progress with respect to the implementation of the Consultant's Plan for each recommendation. The Consultant delivered progress reports to Staff on December 17, 2012, January 15, February 22, March 18, April 8, July 15, and September 16, 2013 which reported on the implementation of the Consultant's Plan and the Addendum.

28. The Consultant's Plan and the Addendum together with the subsequent progress reports noted in paragraph 27 required the following action steps to improve the collection of KYC and suitability information:

    (a) develop new affordability guidelines focusing on cash flow and debt/contractual investment servicing ratio;

    (b) develop new supplemental KYC information form capturing information needed for affordability guidelines;

(c) develop and roll out usage guide and compliance bulletin for new KYC form;

(d) develop plan disclosures for each of three CEFI plan types;

(e) conduct KYC form and plan disclosure web training for DRs, BMs, provincial trading officers ("PTOs") and staff;

(f) review training material and replace any high pressure sales tactics with material focusing on know your product ("KYP") information outlining risks and benefits of each plan type;

(g) develop new trade review assessment and approval processes including those for BMs, PTOs and head office;

(h) develop new KYC update and enrolment application review and approval processes;

(i) redesign enrolment application and KYC form in order to have all KYC information on the KYC form; and

(j) conduct web training for revised forms, new trade review procedures, new KYC update procedures and new enrolment application review procedures for DRs, BMs, PTOs and staff.

29. By progress report dated September 16, 2013, the Consultant confirmed that CEFI's compliance systems have been fully remediated and every deficiency raised in the 2012 Compliance Report has been addressed and corrected. The only qualification added by the Consultant is that the product training had not yet been finalized because CEFI was in the midst of negotiating major changes to its Education Assistance Payment ("EAP") structure with staff of the Investment Funds Branch.

30. In the Consultant's attestation letter dated November 5, 2013, the Consultant stated that to the best of its knowledge and belief, CEFI has implemented the procedures and controls recommended by the Consultant to address each of the deficiencies identified in the 2012 Compliance Report and that strengthen CEFI's compliance system.

Role of Monitor

31. From September 24, 2012 to May 13, 2013, the Monitor reviewed 796 New Client applications, called 220 New Clients and CEFI unwound 4 new client applications based on the KYC information gathered by CEFI. In the 4 cases, the Monitor determined based on the new client's KYC Information and CEFI suitability policies, that the 4 investments were not suitable.

32. On May 10, 2013, the Commission ordered the role of the Monitor suspended effective May 10, 2013 after reviewing a letter from the Consultant dated May 7, 2013 stating that the monitoring of CEFI's new client applications was no longer necessary.

CEFI'S POSITION

33. CEFI acknowledges that changes were required to strengthen its compliance system so as to better serve the public interest.

34. Upon receipt of the 2012 Compliance Report, CEFI immediately set out to address the compliance deficiencies highlighted in the report, particularly the KYC and Suitability deficiencies. Initial changes were implemented prior to the Consultants being retained or their plan being reviewed or approved by Staff.

35. CEFI has worked with the Consultant and the Monitor to ensure that the Terms and Conditions imposed by the Commission on September 14, 2012 were fully implemented.

36. As at November 30th, 2013, CEFI had incurred $696,690.70 in Consultant, Monitor and other consultant costs as a result of the implementation of the Terms and Conditions.

37. CEFI has co-operated with Staff and consented to the Temporary Order which imposed the Terms and Conditions and consented to other Commission orders which extended the Temporary Order and varied the Terms and Conditions.

38. CEFI has agreed to adhere to the revised internal controls, supervision and policies and procedures in all provincial and territorial jurisdictions in Canada in which CEFI is registered and as referenced in the Consultant's Plan and the progress reports.

PART IV – CONDUCT TO BETTER SERVE THE PUBLIC INTEREST

39. By engaging in the conduct described above, CEFI admits and acknowledges that its compliance system did not meet reasonable compliance practices and that changes were required to strengthen its compliance system so as to better serve the public interest.

PART V – TERMS OF SETTLEMENT

40. CEFI agrees to the terms of settlement listed below.

41. The Commission will make an order pursuant to subsection 127(1) of the Act that:

    (a) this Settlement Agreement is approved;

    (b) pursuant to clause 4 of subsection 127(1) of the Act, no later than June 3, 2015, CEFI will provide the OSC Manager as defined in the Terms and Conditions with a report by the Consultant, based on a work plan to be agreed upon jointly by CEFI, the Consultant and the OSC Manager, which reports on whether the revised policies and procedures and internal controls set out in the Consultant's Plan and the Addendum as well as any subsequent revisions thereto are: (i) being followed by CEFI; (ii) working appropriately; and (iii) being adequately administered and enforced by CEFI, such report to include a description of the Consultant's testing to support its conclusions for the 12 month period ending April 3, 2015; and

    (c) pursuant to clause 6 of subsection 127(1) of the Act, CEFI is reprimanded.

PART VI – STAFF COMMITMENT

42. If the Commission approves this Settlement Agreement, Staff will not commence any proceeding under Ontario securities law against CEFI in relation to the facts set out in Part III of this Settlement Agreement, subject to the provisions of paragraph 43 below.

43. If the Commission approves this Settlement Agreement and, at any subsequent time, CEFI fails to comply with any of the terms of the Settlement Agreement, Staff may bring proceedings under Ontario securities law against CEFI. These proceedings may be based on, but are not limited to, the facts set out in Part III of this Settlement Agreement as well as the breach of the Settlement Agreement.

PART VII – PROCEDURE FOR APPROVAL OF SETTLEMENT

44. The parties will seek approval of this Settlement Agreement at a public hearing before the Commission scheduled for April 7, 2014, or on another date agreed to by Staff and CEFI, according to the procedures set out in this Settlement Agreement and the Commission's Rules of Procedure.

45. Staff and CEFI agree that this Settlement Agreement will form all of the agreed facts that will be submitted at the settlement hearing on CEFI's conduct, unless the parties agree that additional facts should be submitted at the settlement hearing.

46. If the Commission approves this Settlement Agreement, CEFI agrees to waive all rights to a full hearing, judicial review or appeal of this matter under the Act.

47. If the Commission approves this Settlement Agreement, neither party will make any public statement that is inconsistent with this Settlement Agreement or with any additional agreed facts submitted at the settlement hearing.

48. Whether or not the Commission approves this Settlement Agreement, CEFI will not use, in any proceeding, this Settlement Agreement or the negotiation or process of approval of this Settlement Agreement as the basis for any attack on the Commission's jurisdiction, alleged bias, alleged unfairness, or any other remedies or challenges that may otherwise be available.

PART VIII – DISCLOSURE OF SETTLEMENT AGREEMENT

49. If the Commission does not approve this Settlement Agreement or does not make the order attached as Schedule "A" to this Settlement Agreement:

    (a) this Settlement Agreement and all discussions and negotiations between Staff and CEFI before the settlement hearing takes place will be without prejudice to Staff and CEFI; and

(b) Staff and CEFI will each be entitled to all available proceedings, remedies and challenges, including proceeding to a hearing of the allegations contained in the Statement of Allegations. Any proceedings, remedies and challenges will not be affected by this Settlement Agreement, or by any discussions or negotiations relating to this Settlement Agreement.

50. Both parties will keep the terms of this Settlement Agreement confidential until the Commission approves this Settlement Agreement. At that time, the parties will no longer have to maintain confidentiality. If the Commission does not approve this Settlement Agreement, both parties must continue to keep the terms of this Settlement Agreement confidential, unless they agree in writing not to do so or if otherwise required by law.

PART IX – EXECUTION OF SETTLEMENT AGREEMENT

51. All parties may sign separate copies of this agreement. Together, these signed copies will form a binding agreement.

52. A fax copy of any signature will be treated as an original signature.

Dated this 31st day of March, 2014.

Children's Education Funds Inc.

"Jeremy Devereux"
Witness

Per: "Allison Haid-Caughey"

"Jeremy Devereux"
Witness

Per: "Al Haid"

"Tom Atkinson"
Director, Enforcement Branch

Schedule "A"

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

AND

IN THE MATTER OF
CHILDREN'S EDUCATION FUNDS INC.

ORDER

WHEREAS on March 31, 2014, the Ontario Securities Commission (the "Commission") issued a Notice of Hearing pursuant to section 127 of the *Securities Act*, R.S.O. 1990, c. S.5, as amended (the "Act") in relation to the Statement of Allegations filed by Staff of the Commission ("Staff") on March 31, 2014 with respect to Children's Education Funds Inc. ("CEFI");

AND WHEREAS CEFI entered into a Settlement Agreement dated March 31, 2014, (the "Settlement Agreement") in relation to certain of the matters set out in the Statement of Allegations;

AND WHEREAS the Settlement Agreement acknowledges CEFI's co-operation with Staff and sets out the costs incurred by CEFI in retaining an independent consultant (the "Consultant") to prepare and assist CEFI in implementing a plan to strengthen CEFI's "compliance system" within the meaning of section 11.1 of National Instrument 31-103 – *Registration Requirements, Exemptions and Ongoing Registrant Obligations*;

AND WHEREAS the Settlement Agreement sets out that a manager in the Compliance and Registrant Regulation Branch of the Commission (the "OSC Manager") approved the Consultant's plan dated October 1, 2012 and the addendum to the Consultant's plan dated November 12, 2012 and that the OSC Manager reviewed the progress reports detailing CEFI's progress with respect to the implementation of the amended Consultant's plan as revised by various progress reports (the "Amended Consultant's Plan");

AND WHEREAS the Settlement Agreement sets out that the Consultant confirmed by letter dated November 5, 2013 that CEFI has implemented the procedures and controls recommended by the Consultant to address each of the deficiencies identified in the 2012 Compliance Report and to strengthen CEFI's compliance system;

AND WHEREAS the Commission issued a Notice of Hearing dated March 31, 2014, setting out that it proposed to consider the Settlement Agreement;

AND UPON reviewing the Settlement Agreement, the Notice of Hearing, the Statement of Allegations and upon considering submissions from CEFI's counsel and from Staff of the Commission;

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

IT IS HEREBY ORDERED THAT:

(a) the Settlement Agreement is approved;

(b) pursuant to clause 4 of subsection 127(1) of the Act, no later than June 3, 2015, CEFI will provide the OSC Manager as defined in the Terms and Conditions with a report by the Consultant, based on a work plan to be agreed upon jointly by CEFI, the Consultant and the OSC Manager, which reports on whether the revised policies and procedures and internal controls set out in the Amended Consultant's Plan as well as any subsequent revisions thereto are: (i) being followed by CEFI; (ii) working appropriately and (iii) being adequately administered and enforced by CEFI, such report to include a description of the Consultant's testing to support its conclusions for the 12 month period ending April 3, 2015; and

(c) pursuant to clause 6 of subsection 127(1) of the Act, CEFI is reprimanded.

DATED at Toronto, Ontario this _____ day of April, 2014.

_____

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
Franchise Services of North America Inc.	08 April 14	21 April 14		
Red Crescent Resources Limited	08 April 14	21 April 14		

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
Carpathian Gold Inc.	4 April 14	16 April 14			
Mediterranean Resources Ltd.	8 April 14	21 April 14			

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
Carpathian Gold Inc.	4 April 14	16 April 14			
Mediterranean Resources Ltd.	08 April 14	21 April 14			
NTG Clarity Networks Inc.	14 Feb 14	26 Feb 14	26 Feb 14		

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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 45-16F1 AND 45-501F1

Transaction Date	No of Purchasers	Issuer/Security	Total Purchase Price ($)	No of Securities Distributed
01/02/2013 to 12/26/2013	7	Aberdeen Canada Funds - EAFE Plus Equity Fund - Units	139,796,434.42	1,205,446.07
01/02/2013 to 12/31/2013	30	Aberdeen Canada Funds - Global Equity Fund - Units	593,584,290.27	5,256,133.00
01/02/2013 to 12/02/2013	2	Aberdeen Canada Funds - Socially Responsible Global Fund - Units	1,718,842.73	17,392.68
01/29/2014	14	Forent Energy Ltd. - Common Shares	361,000.00	4,512,500.00
01/29/2013	5	Forent Energy Ltd. - Flow-Through Shares	124,000.00	1,240,000.00
03/27/2014	70	Grenville Strategic Royalty Corp. - Warrants	10,000,000.00	NA
01/10/2014	4	Helca Mining Company - Notes	0.00	1.00

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Chapter 11

IPOs, New Issues and Secondary Financings

Issuer Name:
ARTISAN ENERGY CORPORATION
Principal Regulator - Alberta
Type and Date:
Amended and Restated Preliminary Short Form Prospectus dated April 2, 2014
NP 11-202 Receipt dated April 2, 2014
Offering Price and Description:
$15,000,000 Minimum Offering and up to $25,000,000 Maximum Offering comprised of:
Up to a maximum of $7,500,000 9% Convertible Secured Debentures due *, 2017
Up to a maximum of $25,000,000 or * Common Shares
Up to a maximum of $1,200,000 or * CEE Flow-Through Shares
Up to a maximum of $9,800,000 or * CDE Flow-Through Shares
Price: $ * per Common Share
$ * per CEE Flow-Through Share
$ * per CDE Flow-Through Share
Underwriter(s) or Distributor(s):
Clarus Securities Inc.
Promoter(s):
-
Project #2166634

Issuer Name:
Aston Hill Capital Growth Class
Aston Hill Global Growth & Income Class
Aston Hill Growth & Income Class
Aston Hill Strategic Yield II Class
Principal Regulator - Ontario
Type and Date:
Preliminary Simplified Prospectuses dated April 4, 2014
NP 11-202 Receipt dated April 7, 2014
Offering Price and Description:
Series TA6 and TF6 Shares
Underwriter(s) or Distributor(s):
Aston Hill Asset Management Inc.
Promoter(s):
Aston Hill Asset Management Inc.
Project #2190472

Issuer Name:
Aurigen Capital Limited
Principal Regulator - Ontario
Type and Date:
Preliminary Long Form Prospectus dated April 7, 2014
NP 11-202 Receipt dated April 7, 2014
Offering Price and Description:
$* - * Common Shares
Price: $ * per Common Share
Underwriter(s) or Distributor(s):
RBC Dominion Securities Inc.
Canaccord Genuity Corp.
TD Securities Inc.
Promoter(s):
-
Project #2190709

Issuer Name:
Canoe EIT Income Fund
Principal Regulator - Alberta
Type and Date:
Preliminary Short Form Prospectus dated April 2, 2014
NP 11-202 Receipt dated April 4, 2014
Offering Price and Description:
$ * - Warrants to Subscribe for up to * Units at a Subscription Price of $ * per Unit
Underwriter(s) or Distributor(s):
-
Promoter(s):
-
Project #2190008

Issuer Name:
DNA Precious Metals, Inc.
Type and Date:
Preliminary Long Form Non-Offering Prospectus dated April 2, 2014
Receipted on April 4, 2014
Offering Price and Description:
-
Underwriter(s) or Distributor(s):
-
Promoter(s):
-
Project #2189422

Issuer Name:
Dynamic Active Core Bond Private Pool
Dynamic Active Credit Strategies Private Pool
Dynamic Asset Allocation Private Pool
Dynamic Canadian Equity Private Pool Class
Dynamic Global Equity Private Pool Class
Dynamic Global Yield Private Pool
Dynamic Global Yield Private Pool Class
Dynamic U.S. Equity Private Pool Class
Principal Regulator - Ontario
Type and Date:
Preliminary Simplified Prospectuses dated April 2, 2014
NP 11-202 Receipt dated April 4, 2014
Offering Price and Description:
Series F, FH and O Units, and Series, F, FH and O Shares
Underwriter(s) or Distributor(s):
1832 Asset Management L.P.
Promoter(s):
1832 ASSET MANAGEMENT L.P.
Project #2190163

Issuer Name:
Eastwood Bio-Medical Canada Inc.
Principal Regulator - British Columbia
Type and Date:
Preliminary Long Form Prospectus dated April 1, 2014
NP 11-202 Receipt dated April 4, 2014
Offering Price and Description:
Minimum Offering $500,000 to Maximum Offering $2,500,000
Minimum Offering: 2,000,000 to Maximum offering: 10,000,000 Common Shares
and 16,220,569 Common Shares Issuable Upon Conversion of 16,220,569 Outstanding Special Warrants
Price: $0.25 per Share
Underwriter(s) or Distributor(s):
Jordan Capital Markets Inc.
Promoter(s):
-
Project #2190029

Issuer Name:
European Strategic Balanced Fund
Principal Regulator - Ontario
Type and Date:
Preliminary Long Form Prospectus dated March 28, 2014
NP 11-202 Receipt dated April 2, 2014
Offering Price and Description:
Maximum: $* - * Units
Price: $10.00 per Unit
Underwriter(s) or Distributor(s):
SCOTIA CAPITAL INC.
BMO NESBITT BURNS INC.
NATIONAL BANK FINANCIAL INC.
RBC DOMINION SECURITIES
CIBC WORLD MARKETS INC.
TD SECURITIES INC.
CANACCORD GENUITY CORP.
GMP SECURITIES L.P.
RAYMOND JAMES LTD.
DESJARDINS SECURITIES INC.
LAURENTIAN BANK SECURITIES INC.
INDUSTRIAL ALLIANCE SECURITIES INC.
MACKIE RESEARCH CAPITAL CORPORATION
MANULIFE SECURITIES INCORPORATED
SHERBROOKE STREET CAPITAL (SCC) INC.
Promoter(s):
Artemis Investment Management Limited
Project #2189040

Issuer Name:
Hydrogenics Corporation
Principal Regulator - Ontario
Type and Date:
Preliminary Base Shelf Prospectus dated March 31, 2014
NP 11-202 Receipt dated April 1, 2014
Offering Price and Description:
US$100,000,000.00
Common Shares
Preferred Shares
Debt Securities
Subscription Receipts
Warrants
Share Purchase Contracts
Units
Underwriter(s) or Distributor(s):
-
Promoter(s):
-
Project #2188131

Issuer Name:
Marlin Gold Mining Ltd.
Principal Regulator - British Columbia
Type and Date:
Preliminary Short Form Prospectus dated April 2, 2014
NP 11-202 Receipt dated April 2, 2014
Offering Price and Description:
$ *- * Common Shares
Price: $ * per Common Share
Underwriter(s) or Distributor(s):
CORMARK SECURITIES INC.
DUNDEE SECURITIES LTD.
M PARTNERS INC.
PI FINANCIAL CORP.
TEMPEST CAPITAL CORP.
JACOB SECURITIES INC.
Promoter(s):
-
Project #2189414

Issuer Name:
MBAC Fertilizer Corp.
Principal Regulator - Ontario
Type and Date:
Preliminary Short Form Prospectus dated April 1, 2014
NP 11-202 Receipt dated April 2, 2014
Offering Price and Description:
$18,004,000.00 - 25,720,000 Units
Price: $0.70 per Unit
Underwriter(s) or Distributor(s):
CANACCORD GENUITY CORP.
BMO NESBITT BURNS INC.
NATIONAL BANK FINANCIAL INC.
GMP SECURITIES L.P.
PARADIGM CAPITAL INC.
RAYMOND JAMES LTD.
Promoter(s):
-
Project #2182996

Issuer Name:
Media Titans Growth & Income Fund
Principal Regulator - Ontario
Type and Date:
Preliminary Long Form Prospectus dated April 4, 2014
NP 11-202 Receipt dated April 4, 2014
Offering Price and Description:
Maximum $ * - * Units
Price: $10.00 per Unit
Minimum Purchase: $1,000 - 100 Units
Underwriter(s) or Distributor(s):
BMO Nesbitt Burns Inc.
Promoter(s):
BMO Nesbitt Burns Inc.
Project #2190183

Issuer Name:
Scotia INNOVA Balanced Growth Portfolio Class
Scotia INNOVA Balanced Income Portfolio Class
Scotia INNOVA Growth Portfolio Class
Scotia INNOVA Maximum Growth Portfolio Class
Principal Regulator - Ontario
Type and Date:
Preliminary Simplified Prospectuses dated April 2, 2014
NP 11-202 Receipt dated April 4, 2014
Offering Price and Description:
Series T Shares
Underwriter(s) or Distributor(s):
Scotia Securities Inc.
Scotia Securities Inc. (Series A shares only)
Scotia Securities Inc.
Scotia Securities Inc. (Series A shares)
Promoter(s):
1832 Asset Management L.P.
Project #2190158

Issuer Name:
Scotia U.S. Dividend Growers LP
Type and Date:
Preliminary Simplified Prospectus dated April 2, 2014
Receipted on April 4, 2014
Offering Price and Description:
Series I units
Underwriter(s) or Distributor(s):
-
Promoter(s):
1832 Asset Management G.P. Inc.
Project #2189786

Issuer Name:
Sprott Physical Silver Trust
Principal Regulator - Ontario
Type and Date:
Preliminary Base Shelf Prospectus dated March 31, 2014
NP 11-202 Receipt dated April 1, 2014
Offering Price and Description:
U.S.$1,500,000,000.00
Trust Units
Underwriter(s) or Distributor(s):
-
Promoter(s):
SPROTT ASSET MANAGEMENT LP
Project #2188747

Issuer Name:
Standard Life Emerging Markets Debt Fund
Standard Life Emerging Markets Dividend Class
Standard Life Emerging Markets Dividend Fund
Principal Regulator - Quebec
Type and Date:
Preliminary Simplified Prospectuses dated April 2, 2014
NP 11-202 Receipt dated April 4, 2014
Offering Price and Description:
A-Series, F-Series, E-Series and Legend Series
Underwriter(s) or Distributor(s):
-
Promoter(s):
Standard Life Mutual Funds Ltd
Project #2189687

Issuer Name:
Tangerine Balanced Growth Portfolio
Tangerine Balanced Income Portfolio
Tangerine Balanced Portfolio
Tangerine Equity Growth Portfolio
Principal Regulator - Ontario
Type and Date:
Amended and Restated Simplified Prospectuses and Annual Information Form dated April 7, 2014 (the amended prospectus) amending and restating the Simplified Prospectuses and Annual Information Form of dated November 12, 2013.
NP 11-202 Receipt dated April 7, 2014
Offering Price and Description:
-
Underwriter(s) or Distributor(s):
ING Direct Funds Limited
Tangerine Investment Funds Limited
Promoter(s):
ING Direct Asset Management Limited
Project #2102646

Issuer Name:
Timbercreek Mortgage Investment Corporation
Principal Regulator - Ontario
Type and Date:
Preliminary Short Form Prospectus dated April 2, 2014
NP 11-202 Receipt dated April 2, 2014
Offering Price and Description:
$30,387,500.00 - 3,250,000 Common Shares
Offering Price: $9.35 per Offered Share
Underwriter(s) or Distributor(s):
TD SECURITIES INC.
RAYMOND JAMES LTD.
CIBC WORLD MARKETS INC.
RBC DOMINION SECURITIES INC.
BMO NESBITT BURNS INC.
GMP SECURITIES L.P.
NATIONAL BANK FINANCIAL INC.
SCOTIA CAPITAL INC.
CANACCORD GENUITY CORP.
DUNDEE SECURITIES LTD.
MANULIFE SECURITIES INCORPORATED
Promoter(s):
-
Project #2183366

Issuer Name:
Wellgreen Platinum Ltd.
Principal Regulator - British Columbia
Type and Date:
Preliminary Base Shelf Prospectus dated March 31, 2014
NP 11-202 Receipt dated April 1, 2014
Offering Price and Description:
$28,000,000.00
Common Shares
Preferred Shares
Warrants
Subscription Receipts
Debt Securities
Units
Underwriter(s) or Distributor(s):
-
Promoter(s):
-
Project #2188415

Issuer Name:
Yorkville Canadian QVR Class
Yorkville EAFE QVR Class
Principal Regulator - Ontario
Type and Date:
Preliminary Simplified Prospectuses dated April 1, 2014
NP 11-202 Receipt dated April 3, 2014
Offering Price and Description:
Offering Series A, Series F and Series O shares
Underwriter(s) or Distributor(s):
-
Promoter(s):
Yorkville Asset Management Inc.
Project #2189524

Issuer Name:
Aston Hill Capital Growth Class
Aston Hill Capital Growth Fund (formerly Tax Optimized Return Oriented Securities Trust)
Aston Hill Growth & Income Class
Aston Hill Growth & Income Fund (formerly Navina Income & Growth Fund)
Aston Hill Short-Term Income Fund (formerly Aston Hill Money Market Fund)
Aston Hill Global Growth & Income Class (formerly Aston Hill Shareholder Yield Class)
Aston Hill Global Growth & Income Fund (formerly Aston Hill Shareholder Yield Fund)
Aston Hill Strategic Yield II Class (formerly Aston Hill Money Market Class)
Aston Hill Strategic Yield II Fund
Aston Hill Global Resource & Infrastructure Class
Aston Hill Global Resource & Infrastructure Fund
Principal Regulator - Ontario
Type and Date:
Amendment #1 dated March 18, 2014 to the Simplified Prospectuses and Annual Information Form dated May 30, 2013
NP 11-202 Receipt dated April 3, 2014
Offering Price and Description:
Series A, F, I , UA and UF units @ Net Asset Value
Underwriter(s) or Distributor(s):
Aston Hill Asset Management Inc.
Promoter(s):
Aston Hill Asset Management Inc.
Project #2049133

Issuer Name:
Aston Hill Global Resource & Infrastructure Class
(Series A, F and I shares)
(Class of shares of Aston Hill Corporate Funds Inc.)
Aston Hill Global Resource & Infrastructure Fund
(Series A, F and I units)
Principal Regulator - Ontario
Type and Date:
Amendment #1 dated March 18, 2014 to the Simplified Prospectuses and Annual Information Form dated May 30, 2013
NP 11-202 Receipt dated April 3, 2014
Offering Price and Description:
Series A, F, I , UA and UF Units @ Net Asset Value
Underwriter(s) or Distributor(s):
Aston Hill Asset Management Inc.
Promoter(s):
Aston Hill Asset Management Inc.
Project #2042909

Issuer Name:
Bell Aliant Regional Communications, Limited Partnership
Principal Regulator - Nova Scotia
Type and Date:
Final Base Shelf Prospectus dated April 2, 2014
NP 11-202 Receipt dated April 3, 2014
Offering Price and Description:
$1,000,000,000.00
Medium Term Notes
(unsecured)
Underwriter(s) or Distributor(s):
BMO NESBITT BURNS INC.
BEACON SECURITIES LIMITED
CIBC WORLD MARKETS INC.
CASGRAIN & COMPANY LIMITED
DESJARDINS SECURITIES INC.
NATIONAL BANK FINANCIAL INC.
RBC DOMINION SECURITIES INC.
SCOTIA CAPITAL INC.
TD SECURITIES INC.
Promoter(s):
-
Project #2182755

Issuer Name:
Big Rock Brewery Inc.
Principal Regulator - Alberta
Type and Date:
Final Short Form Prospectus dated April 2, 2014
NP 11-202 Receipt dated April 2, 2014
Offering Price and Description:
$11,815,000.00
695,000 Common Shares
Price: $17.00 per Common Share
Underwriter(s) or Distributor(s):
Cormack Securities Inc.
Promoter(s):
-
Project #2178907

Issuer Name:
BMO Money Market Fund (series A, F, I, Advisor Series and Premium Series)
BMO Bond Fund (series A, F, D, I, NBA, NBF and Advisor Series)
BMO Canadian Diversified Monthly Income Fund (series T5, T8, F, I and Advisor Series)
BMO Diversified Income Portfolio (series A, T6 and I)
BMO Emerging Markets Bond Fund (series A, F, D, I and Advisor Series)
BMO Floating Rate Income Fund (series A, F, D, I and Advisor Series)
BMO Global Diversified Fund (series T5, F and Advisor Series)
BMO Global Monthly Income Fund (series A, T6 and I)
BMO Global Strategic Bond Fund (series A, F, D, I and Advisor Series)
BMO Growth & Income Fund (series T5, T8, F, Advisor Series and Classic Series)
BMO High Yield Bond Fund (series F, I and Advisor Series)
BMO Laddered Corporate Bond Fund (series A, F, I and Advisor Series)
BMO Monthly Dividend Fund Ltd. (series F, Advisor Series and Classic Series)
BMO Monthly High Income Fund II (series A, T5, T8, F, D, I and Advisor Series)
BMO Monthly Income Fund (series A, T6, F, D and I)
BMO Mortgage and Short-Term Income Fund (series A, F, I and Advisor Series)
BMO Preferred Share Fund (series A, F, D, I, BMO Private Preferred Share Fund Series O and
Advisor Series)
BMO Target Enhanced Yield ETF Portfolio (series A, T6, F, D, I and Advisor Series)
BMO Target Yield ETF Portfolio (series A, T6, F, D, I and Advisor Series)
BMO U.S. High Yield Bond Fund (series A, F, D, I, BMO Private U.S. High Yield Bond Fund
Series O and Advisor Series)
BMO World Bond Fund (series A, F, I and Advisor Series)
BMO Asian Growth and Income Fund (series A, F, D, I and Advisor Series)
BMO Asset Allocation Fund (series A, T5, F, D, I, NBA, NBF and Advisor Series)
BMO Canadian Equity ETF Fund (series A, D and I)
BMO Canadian Equity Fund (formerly, BMO Equity Fund)(series A, F, D and I)
BMO Canadian Large Cap Equity Fund (series A, T5, F, I and Advisor Series)
BMO Canadian Stock Selection Fund (series A, F, D, I, NBA, NBF and Advisor Series)
BMO Dividend Fund (series A, T5, F, D, I and Advisor Series)
BMO Enhanced Equity Income Fund (series A, F, D, I and Advisor Series)
BMO European Fund (series A, F, D, I and Advisor Series)
BMO Global Growth & Income Fund (formerly, BMOGlobal Absolute Return Fund) (series T5, F,
I and Advisor Series)
BMO Global Infrastructure Fund (series A, F, D, I and Advisor Series)
BMO International Equity ETF Fund (series A, D and I)
BMO International Value Fund (series A, F, D, I, NBA, NBF and Advisor Series)
BMO North American Dividend Fund (series A, F, I and Advisor Series)
BMO Tactical Dividend ETF Fund (series A, F, D, I and Advisor Series)
BMO U.S. Equity ETF Fund (series A, D and I)
BMO U.S. Equity Fund (series A, F, D, I, NBA, NBF and Advisor Series)
BMO Canadian Small Cap Equity Fund (series A, F, D, I and Advisor Series)
BMO Emerging Markets Fund (series A, F, D, I and Advisor Series)
BMO Global Dividend Fund (formerly, BMO Global Science & Technology Fund) (series A, F, D,
I and Advisor Series)
BMO Global Small Cap Fund (series A, F, I and Advisor Series)
BMO Precious Metals Fund (series A, F, I and Advisor Series)
BMO Resource Fund (series A, F, I and Advisor Series)
BMO Fixed Income ETF Portfolio (series A, T6, F, D, I and Advisor Series)
BMO Security ETF Portfolio (series A, T6, F, D, I and Advisor Series)
BMO Conservative ETF Portfolio (series A, T6, F, D, I and Advisor Series)
BMO Balanced ETF Portfolio (series A, T6, F, D, I and Advisor Series)
BMO Growth ETF Portfolio (series A, T6, F, D, I and Advisor Series)
BMO Equity Growth ETF Portfolio (series A, T6, F, D, I and Advisor Series)
BMO U.S. Dollar Balanced Fund (series A, F, I and Advisor Series)
BMO U.S. Dollar Dividend Fund (series A, F, I and Advisor Series)
BMO U.S. Dollar Equity Index Fund (series A and I)
BMO U.S. Dollar Money Market Fund (series A and Advisor Series)
BMO U.S. Dollar Monthly Income Fund (series A, T5, T6, F, I and Advisor Series)
BMO Asian Growth and Income Class (series F, series H and Advisor Series)
BMO Canadian Equity Class (series A, F, H, I and Advisor Series)
BMO Canadian Tactical ETF Class (series A, T6, F, I and Advisor Series)
BMO Dividend Class (series A, H, I and Advisor Series)
BMO Global Dividend Class (series A, T5, F, H, I and Advisor Series)
BMO Global Energy Class (series A, F, I and Advisor Series)
BMO Global Equity Class (series A, F, I and Advisor Series)
BMO Global Tactical ETF Class (series A, T6, F, I and Advisor Series)
BMO Greater China Class (series A, F, I and Advisor Series)
BMO International Value Class (series A, F, I and Advisor Series)
BMO LifeStage 2017 Class (series A, I and Advisor Series)
BMO LifeStage 2020 Class (series A, I and Advisor Series)

BMO LifeStage 2025 Class (series A, I and Advisor Series)
BMO LifeStage 2030 Class (series A, I and Advisor Series)
BMO LifeStage 2035 Class (series A, I and Advisor Series)
BMO LifeStage 2040 Class (series A, I and Advisor Series)
BMO Short-Term Income Class (series A, H, I and Advisor Series)
BMO U.S. Equity Class (formerly, BMO American.Equity Class) (series F, I and Advisor Series)
BMO SelectClass® Security Portfolio (series A, T6, H, I and Advisor Series)
BMO SelectClass® Balanced Portfolio (series A, T6, H, I and Advisor Series)
BMO SelectClass® Growth Portfolio (series A, T6, H, I and Advisor Series)
BMO SelectClass® Equity Growth Portfolio (formerly, BMO SelectClass® Aggressive Growth
Portfolio) (series A, T5, T6, H, I and Advisor Series)
BMO Security ETF Portfolio Class (series A, T6, F and Advisor Series)
BMO Balanced ETF Portfolio Class (series A, T6, F and Advisor Series)
BMO Growth ETF Portfolio Class (series A, T6, F and Advisor Series)
BMO Equity Growth ETF Portfolio Class (formerly, BMO Aggressive Growth ETF Portfolio
Class) (series A, T6, F and Advisor Series)
[Part of BMO Global Tax Advantage Funds Inc.]
BMO LifeStage Plus 2022 Fund (series A and Advisor Series)
BMO LifeStage Plus 2025 Fund (series A and Advisor Series)
BMO LifeStage Plus 2026 Fund (series A and Advisor Series)
BMO LifeStage Plus 2030 Fund (series A and Advisor Series)
BMO FundSelect® Security Portfolio (series A)
BMO FundSelect® Balanced Portfolio (series A, NBA and NBF)
BMO FundSelect® Growth Portfolio (series A, NBA and NBF)
BMO FundSelect® Equity Growth Portfolio (formerly, BMO FundSelect® Aggressive Growth
Portfolio) (series A, NBA and NBF)
BMO SelectTrust™ Fixed Income Portfolio (series A, T6, I and Advisor Series)
BMO SelectTrust™ Security Portfolio (formerly, BMO Income Solution) (series A, T6, I and
Advisor Series)
BMO SelectTrust™ Conservative Portfolio (formerly, BMO Conservative Solution) (series A, T6,
I and Advisor Series)
BMO SelectTrust™ Balanced Portfolio (formerly, BMO Balanced Solution) (series A, T6, I and
Advisor Series)
BMO SelectTrust™ Growth Portfolio (formerly, BMO Growth Solution) (series A, T6, I and
Advisor Series)
BMO SelectTrust™ Equity Growth Portfolio (formerly, BMO Aggressive Growth Solution)
(series A, T6, I and Advisor Series)
Principal Regulator - Ontario
Type and Date:
Final Simplified Prospectuses dated April 3, 2014
NP 11-202 Receipt dated April 7, 2014
Offering Price and Description:
-
Underwriter(s) or Distributor(s):
BMO Investments Inc.
Guardian Group of Funds Ltd.
Promoter(s):
BMO Investments Inc.
Project #2166827

Issuer Name:
Brigata Diversified Portfolio (formerly Brigata Canadian Balanced Fund)
Principal Regulator - Ontario
Type and Date:
Amendment #4 dated March 31, 2014 to the Annual Information Form dated June 21, 2013
NP 11-202 Receipt dated April 7, 2014
Offering Price and Description:
Series A and Series F units
Underwriter(s) or Distributor(s):
Independent Planning Group Inc.
Promoter(s):
Brigata Capital Management Inc.
Project #2064404

Issuer Name:
Cliffside Capital Ltd.
Principal Regulator - Ontario
Type and Date:
Final CPC Prospectus dated March 28, 2014
NP 11-202 Receipt dated April 1, 2014
Offering Price and Description:
MINIMUM OFFERING: $500,000.00 or 5,000,000 Common Shares
MAXIMUM OFFERING: $1,000,000.00 or 10,000,000 Common Shares
PRICE: $0.10 per Common Share
Underwriter(s) or Distributor(s):
Raymond James Ltd.
Promoter(s):
-
Project #2151368

Issuer Name:
CWC Well Services Corp.
Principal Regulator - Alberta
Type and Date:
Final Short Form Prospectus dated April 2, 2014
NP 11-202 Receipt dated April 2, 2014
Offering Price and Description:
$25,032,000.00
29,800,000 Subscription Receipts each representing the right to receive one Common Share
Price $0.84 per Subscription Receipt
Underwriter(s) or Distributor(s):
FirstEnergy Capital Corp.
Acumen Capital Finance Partners Limited
Promoter(s):
-
Project #2178493

Issuer Name:
Davis-Rea Balanced Fund
Davis-Rea Equity Fund
Davis-Rea Fixed Income Fund
Type and Date:
Final Simplified Prospectuses dated March 18, 2014
Receipted on April 3, 2014
Offering Price and Description:
Class A, Class B, Class F and Class O Units
Underwriter(s) or Distributor(s):
-
Promoter(s):
Davis-Rea Ltd.
Project #2149643

Issuer Name:
Dividend 15 Split Corp. II
Principal Regulator - Ontario
Type and Date:
Final Short Form Prospectus dated April 2, 2014
NP 11-202 Receipt dated April 3, 2014
Offering Price and Description:
1,935,000 Preferred Shares @ $10
1,935,000 Class A Shares @ $8.50
Underwriter(s) or Distributor(s):
National Bank Financial Inc.
CIBC World Markets Inc.
RBC Dominion Securities Inc.
BMO Nesbitt Burns Inc.
TD Securities Inc.
GMP Securities L.P.
Canaccord Genuity Corp.
Promoter(s):
-
Project #2181251

Issuer Name:
Series A, Series B and Series F shares (unless otherwise indicated):
Fidelity Canadian Disciplined Equity Class (Series T5, T8, S5, S8, F5 and F8 shares also available)
Fidelity Canadian Growth Company Class
Fidelity Canadian Large Cap Class (Series T5, T8, S5, S8, F5 and F8 shares also available)
Fidelity Canadian Opportunities Class (Series T5, T8, S5, S8, F5 and F8 shares also available)
Fidelity Dividend Class (Series T5, T8, S5, S8, F5 and F8 shares also available)
Fidelity Greater Canada Class (Series T5, T8, S5, S8, F5 and F8 shares also available)
Fidelity Special Situations Class (Series T5, T8, S5, S8, F5 and F8 shares also available)
Fidelity True North Class (Series T5, T8, S5, S8, F5 and F8 shares also available)
Fidelity Dividend Plus Class (Series T5, T8, S5, S8, F5 and F8 shares also available)
Fidelity American Disciplined Equity Class (Series T5, T8, S5, S8, F5 and F8 shares also available)
Fidelity American Disciplined Equity Currency Neutral Class (Series T5, T8, S5, S8, F5 and F8 shares also available)
Fidelity American Opportunities Class
Fidelity U.S. Focused Stock Class (Series T5, T8, S5 and S8 shares also available)
Fidelity Small Cap America Class (Series T5, T8, S5, S8, F5 and F8 shares also available)
Fidelity U.S. All Cap Class (Series T5, T8, S5, S8, F5 and F8 shares also available)
Fidelity American Equity Class (Series T5, T8, S5, S8, F5 and F8 shares also available)
Fidelity AsiaStar Class
Fidelity China Class (Series T5, T8, S5, S8, F5 and F8 shares also available)
Fidelity Emerging Markets Class
Fidelity Europe Class
Fidelity Far East Class (Series T5, T8, S5, S8, F5 and F8 shares also available)
Fidelity Global Class (Series T5, T8, S5 and S8 shares also available)
Fidelity Global Disciplined Equity Class (Series T5, T8, S5 and S8 shares also available)
Fidelity Global Disciplined Equity Currency Neutral Class (Series T5, T8, S5 and S8 shares also available)
Fidelity Global Dividend Class (Series T5, T8, S5, S8, F5 and F8 shares also available)
Fidelity Global Large Cap Class (Series T5, T8, S5 and S8 shares also available)
Fidelity Global Large Cap Currency Neutral Class (Series T5, T8, S5 and S8 shares also available)
Fidelity Global Small Cap Class
Fidelity International Disciplined Equity Class (Series T5, T8, S5 and S8 shares also available)
Fidelity International Disciplined Equity Currency Neutral Class (Series T5, T8, S5 and S8 shares also available)

Fidelity Japan Class
Fidelity NorthStar Class (Series T5, T8, S5, S8, F5 and F8 shares also available)
Fidelity NorthStar Currency Neutral Class (Series T5, T8, S5, S8, F5 and F8 shares also available)
Fidelity Global Concentrated Equity Class (Series T5, T8, S5, S8, F5 and F8 shares also available)
Fidelity International Growth Class (Series T5, T8, S5, S8, F5 and F8 shares also available)
Fidelity Global Consumer Industries Class
Fidelity Global Financial Services Class
Fidelity Global Health Care Class
Fidelity Global Natural Resources Class
Fidelity Global Real Estate Class (Series T5, T8, S5, S8, F5 and F8 shares also available)
Fidelity Global Technology Class
Fidelity Global Telecommunications Class
Fidelity Canadian Asset Allocation Class (Series T5, T8, S5, S8, F5 and F8 shares also available)
Fidelity Canadian Balanced Class (Series T5, T8, S5, S8, F5 and F8 shares also available)
Fidelity Monthly Income Class (Series T5, T8, S5, S8, F5 and F8 shares also available)
Fidelity Income Class Portfolio (Series T5, T8, S5, S8, F5 and F8 shares also available)
Fidelity Global Income Class Portfolio (Series T5, T8, S5, S8, F5 and F8 shares also available)
Fidelity Balanced Class Portfolio (Series T5, T8, S5, S8, F5 and F8 shares also available)
Fidelity Global Balanced Class Portfolio (Series T5, T8, S5, S8, F5 and F8 shares also available)
Fidelity Growth Class Portfolio (Series T5, T8, S5, S8, F5 and F8 shares also available)
Fidelity Global Growth Class Portfolio (Series T5, T8, S5, S8, F5 and F8 shares also available)
Fidelity Canadian Short Term Income Class
Fidelity Corporate Bond Capital Yield Class (Series T5, S5 and F5 shares also available)
Principal Regulator - Ontario
Type and Date:
Final Simplified Prospectuses dated March 28, 2014
NP 11-202 Receipt dated April 2, 2014
Offering Price and Description:
Series A, B, F, T5, T8, S5, S8, F5 and F8 shares
Underwriter(s) or Distributor(s):
-
Promoter(s):
-
Project #2165696

Issuer Name:
Foundation Equity Portfolio
Foundation Tactical Balanced Portfolio
Foundation Tactical Conservative Portfolio
Foundation Tactical Growth Portfolio
Foundation Yield Portfolio
Principal Regulator - Ontario
Type and Date:
Final Simplified Prospectuses dated March 31, 2014
NP 11-202 Receipt dated April 2, 2014
Offering Price and Description:
Series A units, Series F units and Series O units
Underwriter(s) or Distributor(s):
Portfolio Strategies Securities Inc.
Promoter(s):
-
Project #2169654

Issuer Name:
Horizons Enhanced Income Equity ETF
Horizons Enhanced Income Energy ETF
Horizons Enhanced Income Financials ETF
Horizons Enhanced Income Gold Producers ETF
Horizons Enhanced Income US Equity (USD) ETF
Horizons Enhanced Income International Equity ETF
Horizons Active S&P/TSX 60 Index Covered Call ETF
(Class E Units and Advisor Class Units)
Principal Regulator - Ontario
Type and Date:
Final Long Form Prospectus dated March 28, 2014
NP 11-202 Receipt dated April 1, 2014
Offering Price and Description:
Class E Units and Advisor Class Units @ Net Asset Value
Underwriter(s) or Distributor(s):
-
Promoter(s):
ALPHAPRO MANAGEMENT INC.
Project #2165737

Issuer Name:
International Commercial Television Inc.
Principal Regulator - Ontario
Type and Date:
Final Long Form Non-Offering Prospectus dated March 28, 2014
NP 11-202 Receipt dated April 1, 2014
Offering Price and Description:
-
Underwriter(s) or Distributor(s):
-
Promoter(s):
-
Project #2121827

Issuer Name:
iShares High Quality Canadian Bond Index ETF
Principal Regulator - Ontario
Type and Date:
Amendment #2 dated March 24, 2014 to the Long Form Prospectus dated May 24, 2013
NP 11-202 Receipt dated April 2, 2014
Offering Price and Description:
Exchange traded fund securities at net asset value
Underwriter(s) or Distributor(s):
BlackRock Asset Management Canada Limited
BlackRock Investments Canada Inc.
Promoter(s):
-
Project #2046363

Issuer Name:
Lorus Therapeutics Inc.
Principal Regulator - Ontario
Type and Date:
Final Short Form Prospectus dated April 4, 2014
NP 11-202 Receipt dated April 4, 2014
Offering Price and Description:
$25,000,000.00
50,000,000 Common Shares
Price: $0.50 per Offered Share
Underwriter(s) or Distributor(s):
RBC DOMINION SECURITIES INC.
CORMARK SECURITIES INC.
Promoter(s):
-
Project #2181221

Issuer Name:
Milestone Apartments Real Estate Investment Trust
Principal Regulator - Ontario
Type and Date:
Final Short Form Prospectus dated April 4, 2014
NP 11-202 Receipt dated April 4, 2014
Offering Price and Description:
C$60,112,000.00
5,780,000 Units
Price: C$10.40 per Unit
Underwriter(s) or Distributor(s):
BMO NESBITT BURNS INC.
CIBC WORLD MARKETS INC.
RBC DOMINION SECURITIES INC.
NATIONAL BANK FINANCIAL INC.
SCOTIA CAPITAL INC.
TD SECURITIES INC.
GMP SECURITIES L.P.
DUNDEE SECURITIES LTD.
LAURENTIAN BANK SECURITIES INC.
Promoter(s):
-
Project #2180099

Issuer Name:
PowerShares Ultra DLUX Long Term Government Bond Index ETF
PowerShares Canadian Preferred Share Index ETF
PowerShares FTSE RAFI U.S. Fundamental (CAD Hedged) Index ETF
Principal Regulator - Ontario
Type and Date:
Amendment #2 dated March 28, 2014 to the Long Form Prospectus dated April 12, 2013
NP 11-202 Receipt dated April 3, 2014
Offering Price and Description:
-
Underwriter(s) or Distributor(s):
-
Promoter(s):
Invesco Canada Ltd.
Project #2015583

Issuer Name:
Red Eagle Mining Corporation
Principal Regulator - British Columbia
Type and Date:
Final Short Form Prospectus dated April 4, 2014
NP 11-202 Receipt dated April 7, 2014
Offering Price and Description:
$4,000,000.00
12,121,212 Common Shares
Price $0.33 per Share
Underwriter(s) or Distributor(s):
Haywood Securities Inc.
National Bank Financial Inc.
PI Financial Corp.
Promoter(s):
-
Project #2179569

Issuer Name:
Russell Inflation Linked Bond Fund
Principal Regulator - Ontario
Type and Date:
Final Simplified dated March 25, 2014
NP 11-202 Receipt dated April 1, 2014
Offering Price and Description:
Series O Units @ Net Asset Value
Underwriter(s) or Distributor(s):
Russell Investments Canada Limited
Promoter(s):
Russell Investments Canada Limited
Project #2167617

Issuer Name:
Scotia Private U.S. Mid Cap Value Pool
(Pinnacle Series and Series F, I and M Units)
Principal Regulator - Ontario
Type and Date:
Amendment #1 dated March 7, 2014 to the Simplified Prospectus and Annual Information Form dated November 8, 2013
NP 11-202 Receipt dated April 7, 2014
Offering Price and Description:
Pinnacle Series and Series F, I and M Units @ Net Asset Value
Underwriter(s) or Distributor(s):
Scotia Capital Inc.(for Pinnacle Class and Class F units only)
Scotia Capital Inc. (for Pinnacle Class and Class F units only)
Scotia Capital Inc. (for Pinnacle Class and Class F units only)
Scotia Capital Inc. (for Pinnacle Class only)
Scotia Capital Inc. (for Pinnacle Class and Class F units)
Scotia Captial Inc. (for Pinnacle Class and Class F units only)
Scotia Capital Inc. (for Class A and F units only)
Promoter(s):
-
Project #2085028

Issuer Name:
SQI Diagnostics Inc.
Principal Regulator - Ontario
Type and Date:
Final Short Form Prospectus dated April 3, 2014
NP 11-202 Receipt dated April 4, 2014
Offering Price and Description:
Minimum Offering of $4,000,000.00
(Minimum of 8,000,000 Units)
PRICE: $0.50 PER UNIT
Underwriter(s) or Distributor(s):
Euro Pacific Canada Inc.
Promoter(s):
-
Project #2174819

Issuer Name:
Tangerine Balanced Income Portfolio
(formerly ING DIRECT Streetwise Balanced Income Portfolio)
Tangerine Balanced Portfolio
(formerly ING DIRECT Streetwise Balanced Portfolio)
Tangerine Balanced Growth Portfolio
(formerly ING DIRECT Streetwise Balanced Growth Portfolio)
Tangerine Equity Growth Portfolio
(formerly ING DIRECT Streetwise Equity Growth Portfolio)
Principal Regulator - Ontario
Type and Date:
Amended and Restated Simplified Prospectuses and Annual Information Form dated April 7, 2014 (the amended prospectus) amending and restating the Simplified Prospectuses and Annual Information Form dated November 12, 2013.
NP 11-202 Receipt dated April 7, 2014
Offering Price and Description:
-
Underwriter(s) or Distributor(s):
ING Direct Funds Limited
Tangerine Investment Funds Limited
Promoter(s):
ING Direct Asset Management Limited
Project #2102646

Issuer Name:
TD Global Dividend Fund
(Investor Series, Institutional Series, O-Series, Premium Series and H-Series)
TD Canadian Low Volatility Class
(Investor Series)
Principal Regulator - Ontario
Type and Date:
Amendment #3 dated March 20, 2014 to the Simplified Prospectuses and Annual Information Form dated July 25, 2013
NP 11-202 Receipt dated April 2, 2014
Offering Price and Description:
Investor Series, Institutional Series, O-Series, Premium Series and H-Series
Underwriter(s) or Distributor(s):
TD Investments Services Inc.
TD Investment Services Inc. (for Investor Series units)
TD Investment Services Inc. (for Investor Series and e-Series units)
TD Investment Services Inc.(for Investor Series units)
TD Investment Services Inc. (for Investor Series and e-Series Units)
TD Investment Services Inc. (for Investor Series)
TD Waterhouse Canada Inc. (W-Series and WT-Series only)
TD Asset Management Inc. (for Investor Series units)
TD Investment Services Inc. (for Investor Series and Premium Series units)
Promoter(s):
TD Asset Management Inc.
Project #2074949

Issuer Name:
TD Canadian Low Volatility Class
(Advisor Series and F-Series)
Principal Regulator - Ontario
Type and Date:
Amendment #3 dated March 20, 2014 to the Simplified Prospectus and Annual Information Form dated July 25, 2013
NP 11-202 Receipt dated April 2, 2014
Offering Price and Description:
Advisor Series and F-Series
Underwriter(s) or Distributor(s):
TD Waterhouse Canada Inc.
TD Investment Services Inc. (for Investor Series units)
TD Investment Services Inc.(for Investor Series units)
TD Investment Services Inc. (for Investor Series and e-Series Units)
TD Waterhouse Canada Inc. (W-Series and WT-Series only)
TD Investment Services Inc. (for Investor Series and e-Series units)
TD Asset Management Inc. (for Investor Series units)
Promoter(s):
TD Asset Management Inc.
Project #2075064

Issuer Name:
TD Private Canadian Bond Income Fund
TD Private Canadian Bond Return Fund
TD Private Canadian Corporate Bond Fund
TD Private U.S. Corporate Bond Fund
TD Private Canadian Diversified Yield Fund
TD Private Canadian Blue Chip Dividend Fund
TD Private Canadian Blue Chip Equity Fund
TD Private Canadian Value Fund
TD Private Canadian Equity Plus Fund
TD Private Canadian Strategic Opportunities Fund
TD Private U.S. Blue Chip Equity Fund
TD Private U.S. Blue Chip Equity Currency Neutral Fund
TD Private U.S. Mid-Cap Equity Fund
TD Private International Equity Fund
TD Private International Stock Fund
TD Private Target Return Fund
TD Private Target Return Plus Fund
Principal Regulator - Ontario
Type and Date:
Final Simplified Prospectuses dated March 27, 2014
NP 11-202 Receipt dated April 1, 2014
Offering Price and Description:
Mutual Fund Units
Underwriter(s) or Distributor(s):
-
Promoter(s):
-
Project #2163417

Issuer Name:
Transeastern Power Trust
Principal Regulator - Ontario
Type and Date:
Final Long Form Prospectus dated March 31, 2014
NP 11-202 Receipt dated April 1, 2014
Offering Price and Description:
Minimum: $22,000,000.00
Maximum: $33,000,000
$11,000,000 - $16,500,000
11,000,000 - 16,500,000 Units
$1.00 per Unit
and
$11,000,000.00 - $16,500,000
7.5%Convertible Unsecured Subordinate Debentures
$1,000 per Debenture
Underwriter(s) or Distributor(s):
Canaccord Genuity Corp.
GMP Securities L.P.
Promoter(s):
Ravi Sood
J. Colter Eadie
Project #2161814

Issuer Name:
Whitecap Resources Inc.
Principal Regulator - Alberta
Type and Date:
Final Short Form Prospectus dated April 1, 2014
NP 11-202 Receipt dated April 1, 2014
Offering Price and Description:
$500,001,600.00
44,643,000 Subscription Receipts each representing the right to receive one Common Share
Price $11.20 per Subscription Receipt
Underwriter(s) or Distributor(s):
National Bank Financial Inc.
TD Securities Inc.
GMP Securities L.P.
Dundee Securities Ltd.
RBC Dominion Securities Inc.
Scotia Capital Inc.
CIBC World Markets Inc.
FirstEnergy Capital Corp.
Macquarie Capital Markets Canada Ltd.
Peters & Co. Limited
Raymond James Ltd.
Cormark Securities Inc.
Promoter(s):
-
Project #2176826

Chapter 12

Registrations

12.1.1 Registrants

Type	Company	Category of Registration	Effective Date
Firm Name Change	From: IFM (US) Investment Advisor, LLC To: IFM Investors (US) Advisor, LLC	Investment Fund Manager and Exempt Market Dealer	February 28, 2014
Firm Name Change	From: Orchard Asset Management Inc. To: Nest Wealth Asset Management Inc.	Investment Fund Manager, Exempt Market Dealer and Portfolio Manager	February 28, 2014
New Business	Loubani Capital Management (Canada) Inc.	Investment Fund Manager, Exempt Market Dealer and Portfolio Manager	April 4, 2014
Change in Registration Category	Olos Capital, Inc.	From: Exempt Market Dealer To: Exempt Market Dealer and Portfolio Manager	April 7, 2014

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Chapter 13

SROs, Marketplaces and Clearing Agencies

13.2 Marketplaces

13.2.1 Canadian Securities Exchange – Notice 2014-003 – Request for Comments – Self Trade Prevention

NOTICE 2014-003 – CSE – REQUEST FOR COMMENTS – SELF TRADE PREVENTION

April 11, 2014

The Canadian Securities Exchange ("CSE" or the "Exchange") intends to make available to Dealers a "self-trade prevention" function that will re-price or reject orders that would otherwise be executable upon entry. The Exchange is publishing this Notice in accordance with the process for the Review and Approval of Rules and the Information Contained in Form 21-101F1 and the Exhibits Thereto attached as Appendix B to the Exchange's recognition order.

Comments may be provided no later than May 12, 2014 and should be addressed to:

Mark Faulkner
Vice President, Listings and Regulation
CNSX Markets Inc.
220 Bay Street, 9th Floor
Toronto, ON, M5J 2W4
Fax: 416.572.4160
Email: Mark.Faulkner@cnsx.ca

A copy should be provided to:

Susan Greenglass
Director, Market Regulation
Ontario Securities Commission
Suite 1903, Box 55
20 Queen Street West
Toronto, ON, M5H 3S8
Fax: 416.595.8940
Email: Marketregulation@osc.gov.on.ca

Terms not defined in this Notice are defined in the CNSX Rules.

Proposed Change

Self Trade Prevention – The Exchange will be providing for Dealers an optional function that prevents two orders from the same firm with matching "keys" from trading against each other by cancelling or re-pricing the incoming orders at the user's option. This will prevent same firm orders or same beneficial owner orders from trading against each other.

Effective Date

The self-trade prevention functionality will be introduced, following public comment and OSC approval, on the later of:

I. the date that the Exchange is notified that the change is approved;

II. if applicable, the date of publication of the notice of approval on the OSC website; and

III. a date designated by the Exchange.

Rationale

The proposed change will provide dealers with an additional compliance tool that will provide better overall market quality with respect to trade execution and increased accuracy in trade reporting.

Impact

Self Trade Prevention will provide system-enforced avoidance of “self trades” at the option of Dealers and clients. None of the changes should introduce any additional costs to dealers.

Exchange Compliance

The new functionality does not affect Exchange compliance with Ontario Securities law, nor will it have a detrimental effect on fair access or the maintenance of a fair and orderly market.

Consultation

During consultation with dealers it has become evident that traders view this as an essential tool, used in part to comply with wash trading rules while meeting their OPR requirements in addition to other risk controls.

Technological Change

For Dealers and technology vendors modifications would be minimal. The functionality is currently available in the CSE test environment for vendors and dealers.

Comparable Functionality

The feature is common and currently available through marketplaces or third party vendors for all “lit” marketplaces in Canada.

Questions about this Notice may be directed to:

Mark Faulkner
Vice President – Listings & Regulation
Mark.Faulkner@cnsx.ca or 416.572.2000 x2305

13.2.2 Canadian Securities Exchange – Notice 2013-00[3] – Notice and Request for Comments – Amendments to Rule 4

NOTICE 2013-00[3]

NOTICE AND REQUEST FOR COMMENTS

AMENDMENTS TO RULE 4 *TRADING OF SECURITIES*

April 11, 2014

The Canadian Securities Exchange (CSE) is proposing amendments to Rule 4 Trading of Securities and related definitions (the "Amendments"). The purpose of the Amendments is to provide more clarity about the role of Market Makers and introduce a Guaranteed Fill functionality for client orders and automatic execution for odd lot orders. The Board of Directors of the CSE has approved the publication of the Amendments for public comment.

The Amendments also include housekeeping amendments to reflect the change in the operating name of the Exchange. By separate notice, all housekeeping amendments to the rules will be effective prior to the public interest rules included herein.

Comments may be provided no later than May 12, 2014 and should be addressed to:

Mark Faulkner
Vice President, Listings and Regulation
CNSX Markets Inc.
220 Bay Street, 9th Floor
Toronto, ON, M5J 2W4
Fax: 416.572.4160
Email: Mark.Faulkner@cnsx.ca

A copy should be provided to:

Susan Greenglass
Director, Market Regulation
Ontario Securities Commission
Suite 1903, Box 55
20 Queen Street West
Toronto, ON, M5H 3S8
Fax: 416.595.8940
Email: Marketregulation@osc.gov.on.ca

Terms not defined in this Notice are defined in the CNSX Rules.

Description of the Changes

The world "listed" will be deleted from the definitions of "Market Maker" and "Market Maker Security" so that the definitions and rules apply to all securities traded on the Exchange. The definition of "Market Maker Security" will be further amended to reflect the change to a single designated Market Maker per security.

New *Rule 4-107 Guaranteed Fill Facility* will describe the eligibility requirements for the new Guaranteed Fill (GF) functionality that will provide automatic fills by the designated Market Maker for client orders that include an eligibility tag. These fills will be executed at the bid or offer up to set GF amount for that security in the order books. This functionality will be available for odd lot, mixed lot and board lot orders.

4-112 Appointment of Market Makers will be amended to describe the general performance criteria that will be considered by the Exchange, and include provisions for withdrawing approval or waiving notice periods.

When considering a Market Maker appointment the Exchange will consider the service level commitment proposed by the Market Maker, that being the Guaranteed Fill volume and the proposed bid/ask spread goal, and any available performance history from that Market Maker.

4-113 Quotations will be renamed "Commitments and Performance" to reinforce the commitment to

1. Maintaining a bid/ask spread goal;
2. Providing a Guaranteed Fill;
3. Providing automatic odd lot execution, so that all incoming market or better limit odd lot orders will be auto traded at the bid/ask if they cannot be filled by booked odd lot orders;
4. Ensuring a reasonable bid/ask in the context of current conditions;
5. Undergoing periodic performance reviews.

Expected Implementation Date: June 2, 2014

Rationale and Analysis

Guaranteed Fill **–** GMF was designed to improve fill quality for client orders through the use of traditional market makers. This auto execution function will benefit retail-sized orders and dealers will see increased trade sizes helping reduce clearing charges.

Odd Lot Auto Trading – By implementing this significant change our dealers will benefit from better-priced and timelier odd lot trading, easing the burden associated with this type of trading and providing better fills for retail clients attempting to trade odd and mixed lots.

Expected Impact

Guaranteed Fill/Odd Lot Auto Trading should facilitate simplified execution, benefit smaller dealers and add more liquidity for Listed Issuers.

None of the changes should introduce any additional costs to dealers, except for Market Makers who may incur minor costs in preparation for auto execution.

Compliance with Ontario Securities Law

There will be no impact on the Exchange's compliance with Ontario securities law. The changes do not alter any requirements for fair access and if anything, further assist with the maintenance of fair and orderly markets.

Consultation

These changes are being made to satisfy demands by dealers and their retail clients, by adding these tools CSE will assist dealers with compliance and allow them to improve fill quality while playing an active role in Market Making activities. Overall the proposed changes have been met with positive feedback.

Technology Changes

For Dealers and technology vendors modifications would be minimal. A Dealer acting as a formal Market Maker and accepting responsibility for auto execution must include on their orders the market making regulatory tag currently in use. All of the above changes are currently available in the CSE test environment for vendors and dealers.

Other Markets or Jurisdictions

The Toronto Stock Exchange has a Market Maker program that offers a guaranteed fill function and automatic odd trading in securities with a designated market maker.

Questions

Questions or comments about this notice or the amendments to Rule 4 may be directed to:

Mark Faulkner
Vice President, Listings & Regulation
416.367.7341 or Mark.Faulkner@thecse.com

APPENDIX A
BLACKLINED TEXT OF THE AMENDMENTS

"Market Maker" means a CNSX Dealer approved as such for a particular ~~listed~~ security.

"Market Maker security" means a ~~listed~~ security for which ~~one or more~~ CNSX Dealer~~s~~ ~~have~~ has been appointed as Market Maker.

4-107 ~~[Repealed]~~ Guaranteed Fill Facility

(1) Eligibility

An order that is a client order for a security that is, in its entirety, for a volume less than or equal to the Guaranteed Fill volume on that security is eligible for a guaranteed fill, provided that the order is not:

a) One of multiple orders for the same client on the same day;

b) An order entered by a DEA client, unless the DEA client is a broker acting as an agent for retail client order flow;

c) An order entered on behalf of a U.S. dealer, unless

I the order is for a client of the U.S. dealer; and

II The Dealer first confirms the order is for a client of the U.S. dealer; or

d) For a client that is generally involved in active and continuous trading on a daily basis

(2) Fills that occur in violation of the eligibility requirements above may be cancelled at the request of the Market Maker. The Exchange may cancel or amend any trades deemed to be improper use of the Guaranteed Fill facility.

4-112 Appointment of Market Makers

(1) A ~~CNSX~~ Dealer wishing to act as a Market Maker in a ~~CNSX l~~Listed S~~s~~ecurity shall file notice thereof with ~~CNSX~~ the Exchange on the prescribed form and shall become obligated to perform the functions of a Market Maker upon approval by ~~CNSX~~ the Exchange. Before granting such approval, the Exchange will consider

(a) The Guaranteed Fill volume proposed by the Market Maker;

(b) The proposed goal for the average bid/ask spread;

(c) Performance history as a Market Maker.

(2) Subject to Rule 4-101, a ~~CNSX~~ Dealer approved as a Market Maker shall appoint a Primary Trader to perform the obligations set out in these Rules and an Alternate Trader to act in the absence of the Primary Trader.

(3) A Dealer approved as a Market Maker must maintain a two-sided continuous quotation for a period of not less than three consecutive calendar months and must give ~~CNSX~~ the Exchange at least 30 days advance notice of its intention to relinquish any Market Maker Obligations.

(4) A ~~CNSX~~ Dealer which ceases to act as a Market Maker in respect of a ~~CNSX l~~Listed S~~s~~ecurity may not become a Market Maker in that security for a period of 30 days.

(5) ~~CNSX Markets~~ The Exchange may in its sole discretion designate a ~~CNSX~~ Dealer as a Market Maker in respect of a ~~CNSX l~~Listed S~~s~~ecurity where the ~~CNSX~~ Dealer's trading activities suggest the market will be better served by the ~~CNX~~ Dealer assuming the responsibilities of a Market Maker.

(6) The Exchange may in its sole discretion withdraw the approval as a designated Market Maker on one or more securities with or without notice.

(7) The Exchange may in its sole discretion waive the three month requirement or the notice period of 4-112(3) or the waiting period described in 4-112(4).

4-113 ~~Quotations~~ Commitments and Performance

(1) *Two-Sided Quotations*. A Designated Market Maker shall

(a) buy and sell such security for its own account on a continuous basis, and

(b) ~~enter and maintain~~ ensure two sided quotations in the ~~CNSX~~ Trading System~~.~~ within the accepted bid/ask spread goal.

(2) *Minimum Size of Guaranteed Fill*. A Designated Market Maker's ~~displayed quotation size~~ Guaranteed Fill volume shall be for at least ~~one~~two Board Lots less one share on each side of the market and may be for larger Board Lot multiples thereof.

(3) ~~*Firm Quotations*~~*Odd Lots.* ~~A Designated Market Maker that receives a treadeable client order to buy or sell from another CNSX Dealer shall execute the order to at least the size displayed on the bid or offer (as the case may be).~~ A better priced limit order or market order that is for a volume less than a Board Lot, or the portion of a tradable order that is less than a Board Lot, shall be filled automatically by the Market Maker provided that the Board Lot portion of such an order is filled first.

(4) *Quotations Reasonably Related to the Market*. A Market Maker shall enter and maintain quotations that are reasonably related to the prevailing market.

(5) ~~*Reasonably Competitive Quotations.* A Market Maker must enter reasonably competitive quotations for a security into the CNSX System, in the context of the market and over time, that generally do not exceed the average of all Maker spreads in that security over time.~~ The Exchange will periodically review the performance of each Market Maker with respect to bid/ask spread maintenance and other relevant measures, as determined by the Exchange from time-to-time.

APPENDIX B
AMENDED TEXT

"Market Maker" means a CNSX Dealer approved as such for a particular security.

"Market Maker security" means a security for which CNSX Dealer-has been appointed as Market Maker.

4-107 Guaranteed Fill Facility

(1) Eligibility

An order that is a client order for a security that is, in its entirety, for a volume less than or equal to the Guaranteed Fill volume on that security is eligible for a guaranteed fill, provided that the order is not:

a) One of multiple orders for the same client on the same day;

b) An order entered by a DEA client, unless the DEA client is a broker acting as an agent for retail client order flow;

c) An order entered on behalf of a U.S. dealer, unless

I the order is for a client of the U.S. dealer; and

II The Dealer first confirms the order is for a client of the U.S. dealer; or

d) For a client that is generally involved in active and continuous trading on a daily basis

(2) Fills that occur in violation of the eligibility requirements above may be cancelled at the request of the Market Maker. The Exchange may cancel or amend any trades deemed to be improper use of the Guaranteed Fill facility.

4-112 Appointment of Market Makers

(1) A Dealer wishing to act as a Market Maker in a Listed Security shall file notice thereof with the Exchange on the prescribed form and shall become obligated to perform the functions of a Market Maker upon approval by the Exchange. Before granting such approval, the Exchange will consider

(a) The Guaranteed Fill volume proposed by the Market Maker;

(b) The proposed goal for the average bid/ask spread;

(c) Performance history as a Market Maker.

(2) Subject to Rule 4-101, a Dealer approved as a Market Maker shall appoint a Primary Trader to perform the obligations set out in these Rules and an Alternate Trader to act in the absence of the Primary Trader.

(3) A Dealer approved as a Market Maker must maintain a two-sided continuous quotation for a period of not less than three consecutive calendar months and must give the Exchange at least 30 days advance notice of its intention to relinquish any Market Maker Obligations.

(4) A Dealer which ceases to act as a Market Maker in respect of a Listed Security may not become a Market Maker in that security for a period of 30 days.

(5) The Exchange may in its sole discretion designate a Dealer as a Market Maker in respect of a Listed Security where the Dealer's trading activities suggest the market will be better served by the Dealer assuming the responsibilities of a Market Maker.

(6) The Exchange may in its sole discretion withdraw the approval as a designated Market Maker on one or more securities with or without notice.

(7) The Exchange may in its sole discretion waive the three month requirement or the notice period of 4-112(3) or the waiting period described in 4-112(4).

4-113 Commitments and Performance

(1) *Two-Sided Quotations*. A Designated Market Maker shall

(a) buy and sell such security for its own account on a continuous basis, and

(b) ensure two sided quotations in the Trading System Within the accepted bid/ask spread goal.

(2) *Minimum Size of Guaranteed Fill.* A Designated Market Maker's Guaranteed Fill volume shall be for at least two Board Lots less one share on each side of the market and may be for larger Board Lot multiples thereof.

(3) *Odd Lots.* A better priced limit order or market order that is for a volume less than a Board Lot, or the portion of a tradable order that is less than a Board Lot, shall be filled automatically by the Market Maker provided that the Board Lot portion of such an order is filled first.

(4) *Quotations Reasonably Related to the Market*. A Market Maker shall enter and maintain quotations that are reasonably related to the prevailing market.

(5) The Exchange will periodically review the performance of each Market Maker with respect to bid/ask spread maintenance and other relevant measures, as determined by the Exchange from time-to-time.

Chapter 25

Other Information

25.1 Permissions

25.1.1 Green REIT plc

Headnote

Filer granted permission from the Director, pursuant to s. 38(3) of the Securities Act (Ontario), to make listing representations in its preliminary and final offering documents to the effect that the filer intends to make application to (A) the Irish Stock Exchange and the UK Listing Authority for the Firm Placing, Placing and Open Offer Shares to be admitted to the Official Lists and to traded on their respective regulated markets for listed securities (B) the Irish Stock Exchange for New Ordinary Shares to be admitted to the primary listing segment of the Official List of the Irish Stock Exchange and to trading on its regulated market for listed securities, (C) the UK Listing Authority for the New Ordinary Shares to be admitted to the premium listing segment of the Official List of the UK Listing Authority, and (D) the London Stock Exchange for the New Ordinary Shares to be admitted to trading on its main market for listed securities.

Statutes Cited

Securities Act, R.S.O. 1990, c. S.5, as am., s. 38(3).

March 19, 2014

Norton Rose Fulbright Canada LLP
200 Bay Street, Suite 3800
Royal Bank Plaza, South Tower
Toronto, Ontario
M5J 2Z4

Attention: Mr. Bruce Sheiner

Re: Green REIT plc

Application for Permission to Make a Listing Representation

Further to your letter submitted on behalf of Green REIT plc (the **Company**) dated March 11, 2014 (the **Application**), we understand that:

1. The Company is incorporated and registered in Ireland under the Irish Companies Acts with registered number 529378. The Company's ordinary shares are listed on the Official Lists and are traded on the regulated markets for listed securities of the Irish Stock Exchange and the London Stock Exchange (the **Ordinary Shares**).

2. The Company is not a reporting issuer in any jurisdiction in Canada.

3. The Company proposes to issue new Ordinary Shares (the **New Ordinary Shares)** by way of a Firm Placing, and Placing and Open Offer (the **Offering**).

4. The Offering is being made by way of prospectus (the **Prospectus**) in Ireland and the United Kingdom and certain other jurisdictions where the extension or availability of the Offering would not breach any applicable law.

5. It is contemplated that the Offering will be made by way of a private placement (the **Private Placement**) in the Canadian provinces of Ontario and Quebec.

6. In connection with the Private Placement, it is expected that prospective investors in Ontario and Quebec will be provided a preliminary and final Canadian offering memorandum that includes, as applicable, the preliminary or final Prospectus (collectively the **Offering Memorandums**).

7. Each prospective investor in Ontario or Quebec will be an "accredited investor" in accordance with National Instrument 45-106 *Prospectus and Registration Exemptions* and a "permitted client" in accordance with National Instrument 31-103 *Registration Requirements and Exemptions*.

8. The placement agent in Canada for the Private Placement (the **Placement Agent**) will, when distributing securities to residents of Ontario, rely on appropriate exemptions from the prospectus requirements and will rely on the "international dealer" exemption to the registration requirements.

9. The Offering Memorandum will contain representations identical or substantially similar to the following (the Listing Representations):

> *"Application will be made to the Irish Stock Exchange and the UK Listing Authority for the Firm Placing, Placing and Open Offer Shares to be admitted to the Official Lists and application will be made to the Irish Stock Exchange and the London Stock Exchange for such Firm Placing, Placing and Open Offer Shares to be admitted to trading on their respective regulated markets for listed securities."*
>
> *"Application will be made to (i) the Irish Stock Exchange for the New Ordinary Shares to be admitted to the primary listing segment of the Official List of the Irish Stock Exchange; (ii) the UK Listing Authority for the New Ordinary Shares to be admitted to the premium listing segment of the Official List of the UK Listing Authority; (iii) the Irish Stock Exchange for the New Ordinary Shares to be admitted to trading on its regulated market for listed securities; and (iv) the London Stock Exchange for the New Ordinary Shares to be admitted to trading on its main market for listed securities."*

10. No approval for the listing of the New Ordinary Shares on the London Stock Exchange or Irish Stock Exchange, conditional or otherwise, has been granted, nor has such stock exchange consented to, nor indicated that they do not object to, the Listing Representations. The Company does not intend to apply to list the New Ordinary Shares on any other such exchange or quotation system.

11. The Placement Agent seeks permission to include the Listing Representations in the Offering Memorandums to be provided and made available to prospective Ontario purchasers.

Based upon the representations above and the representations contained in your letter dated March 11, 2014, permission is hereby granted pursuant to subsection 38(3) of the *Securities Act* (Ontario) to include the Listing Representations in the Offering Memorandums to be provided to or made available to prospective Ontario purchasers.

Yours very truly,

"Sonny Randhawa"
Manager, Corporate Finance Branch
Ontario Securities Commission

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