

The Ontario Securities Commission

OSC Bulletin

October 9, 2014

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

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Table of Contents

Chapter 1 Notices / News Releases	9195	Chapter 5 Rules and Policies	9235
1.1 Notices	9195	5.1.1 NI 52-108 Auditor Oversight	9235
1.1.1 Notice of Ministerial Approval of NI 52-108 Auditor Oversight and Amendments to NI 41-101 General Prospectus Requirements, NI 51-101 Continuous Disclosure Obligations and NI 71-102 Continuous Disclosure and Other Exemptions Relating to Foreign Issuers.....	9195	5.1.2 Amendments to NI 41-101 General Prospectus Requirements.....	9238
1.1.2 OSC Staff Notice 11-739 (Revised) – Policy Reformulation Table of Concordance and List of New Instruments.....	9196	5.1.3 Amendments to NI 51-102 Continuous Disclosure Obligations	9239
1.2 Notices of Hearing.....	(nil)	5.1.4 Amendments to NI 71-102 Continuous Disclosure Obligation and Other Exemptions Relating to Foreign Issuers	9240
1.3 News Releases	(nil)	Chapter 6 Request for Comments	(nil)
1.4 Notices from the Office of the Secretary	9198	Chapter 7 Insider Reporting.....	9241
1.4.1 Pro-Financial Asset Management Inc.....	9198	Chapter 8 Notice of Exempt Financings.....	9351
1.4.2 A25 Gold Producers Corp. et al.....	9198	Reports of Trades Submitted on Forms 45-106F1 and 45-501F1	9351
1.4.3 2196768 Ontario Ltd. carrying on business as RARE Investments et al.	9199	Chapter 9 Legislation.....	(nil)
1.4.4 Ernst & Young LLP and Ernst & Young LLP (Audits of Zungui Haixi Corporation)	9199	Chapter 11 IPOs, New Issues and Secondary Financings.....	9353
Chapter 2 Decisions, Orders and Rulings	9201	Chapter 12 Registrations.....	9363
2.1 Decisions	9201	12.1.1 Registrants.....	9363
2.1.1 Fidelity Investments Canada ULC et al.	9201	Chapter 13 SROs, Marketplaces, Clearing Agencies and Trade Repositories	(nil)
2.1.2 Fidelity Investments Canada ULC et al.	9205	13.1 SROs	(nil)
2.1.3 Kimberly-Clark Corporation	9210	13.2 Marketplaces	(nil)
2.1.4 ISG Capital Corporation	9212	13.3 Clearing Agencies	(nil)
2.1.5 Fidelity Investments Canada ULC et al.	9214	13.4 Trade Repositories	(nil)
2.2 Orders.....	9218	Chapter 25 Other Information	(nil)
2.2.1 Pro-Financial Asset Management Inc.	9218	Index.....	9365
2.2.2 A25 Gold Producers Corp.	9225		
2.2.3 The Business, Engineering, Science & Technology Discoveries Fund Inc. – s. 1(10)(a)(ii).....	9226		
2.3 Rulings	(nil)		
Chapter 3 Reasons: Decisions, Orders and Rulings	9227		
3.1 OSC Decisions, Orders and Rulings	9227		
3.1.1 Ernst & Young LLP and Ernst & Young LLP (Audits of Zungui Haixi Corporation)	9227		
3.2 Court Decisions, Orders and Rulings.....	(nil)		
Chapter 4 Cease Trading Orders.....	9233		
4.1.1 Temporary, Permanent & Rescinding Issuer Cease Trading Orders	9233		
4.2.1 Temporary, Permanent & Rescinding Management Cease Trading Orders	9233		
4.2.2 Outstanding Management & Insider Cease Trading Orders	9233		

Chapter 1

Notices / News Releases

1.1 Notices

1.1.1 Notice of Ministerial Approval of NI 52-108 Auditor Oversight and Amendments to NI 41-101 General Prospectus Requirements, NI 51-102 Continuous Disclosure Obligations and NI 71-102 Continuous Disclosure and Other Exemptions Relating to Foreign Issuers

NOTICE OF MINISTERIAL APPROVAL OF NATIONAL INSTRUMENT 52-108 AUDITOR OVERSIGHT

AND

AMENDMENTS TO NATIONAL INSTRUMENT 41-101 GENERAL PROSPECTUS REQUIREMENTS, NATIONAL INSTRUMENT 51-102 CONTINUOUS DISCLOSURE OBLIGATIONS AND NATIONAL INSTRUMENT 71-102 CONTINUOUS DISCLOSURE AND OTHER EXEMPTIONS RELATING TO FOREIGN ISSUERS

On September 15, 2014, the Minister of Finance approved National Instrument 52-108 *Auditor Oversight* and amendments to National Instrument 41-101 *General Prospectus Requirements*, National Instrument 51-102 *Continuous Disclosure Obligations* and National Instrument 71-102 *Continuous Disclosure and Other Exemptions Relating to Foreign Issuers* (Rule and Amendments). The Rule and Amendments were made by the Ontario Securities Commission on July 17, 2014.

The Rule and Amendments have an effective date of September 30, 2014, and were published in the Bulletin on July 17, 2014. See (2014), 37 OSCB 6753. The text of the Rule and Amendments is reproduced in Chapter 5 of this issue of the Bulletin.

1.1.2 OSC Staff Notice 11-739 (Revised) – Policy Reformulation Table of Concordance and List of New Instruments

OSC STAFF NOTICE 11-739 (REVISED)

POLICY REFORMULATION TABLE OF CONCORDANCE AND LIST OF NEW INSTRUMENTS

The following revisions have been made to the Table of Concordance and List of New Instruments. A full version of the Table of Concordance and List of New Instruments as of September 30, 2014 has been posted to the OSC Website at www.osc.gov.on.ca.

Table of Concordance

Item Key
The third digit of each instrument represents the following: 1-National/Multilateral Instrument; 2-National/Multilateral Policy; 3-CSA Notice; 4-CSA Concept Release; 5-Local Rule; 6-Local Policy; 7-Local Notice; 8-Implementing Instrument; 9-Miscellaneous

Reformulation

Instrument	Title	Status
	None	

New Instruments

Instrument	Title	Status
21-313	Information Processor for Exchange-Traded Securities Other Than Options	<i>Published July 3, 2014</i>
21-314	Information Processor for Corporate Debt Securities	<i>Published July 3, 2014</i>
91-507	Trade Repositories and Derivatives Data Reporting – Amendments	<i>Minister's approval published July 3, 2014</i>
23-703	Order Protection Rule – Industry Roundtable	<i>Published July 3, 2014</i>
11-739	Policy Reformulation Table – Table of Concordance and List of New Instruments	<i>Published July 10, 2014</i>
51-341	Continuous Disclosure Review Program Activities for the Fiscal Year Ended March 31, 2014	<i>Published July 17, 2014</i>
24-310	Status Update on Proposed Local Rules 24-503 Clearing Agency Requirements and Related Companion Policies	<i>Published July 17, 2014</i>
52-108	Auditor Oversight – Repeal and Replacement	<i>Commission approval published July 17, 2014</i>
41-101	General Prospectus Requirements – Amendments (tied to NI 52-108)	<i>Commission approval published July 17, 2014</i>
51-102	Continuous Disclosure Obligations – Amendments (tied to NI 52-108)	<i>Commission approval published July 17, 2014</i>
71-102	Continuous Disclosure and Other Exemptions Relating to Foreign Issuers – Amendments (tied to NI 52-108)	<i>Commission approval published July 17, 2014</i>
24-311	Qualifying Central Counterparties	<i>Published July 17, 2014</i>
81-725	Recent Amendments to Part XXI Insider Trading and Self-Dealing of the Securities Act (Ontario) – Transition Issues	<i>Published August 7, 2014</i>
91-507	Trade Repositories and Derivatives Data Reporting – Amendments	<i>Minister's approval published August 14, 2014</i>

New Instruments

Instrument	Title	Status
62-306	Update on Proposed National Instrument 62-105 Security Holder Rights Plans and AMF Consultation Paper An Alternative Approach to Securities Regulator's Intervention in Defensive Tactics	<i>Published September 11, 2014</i>
81-102	Mutual Funds – Amendments	<i>Minister's approval published September 18, 2014</i>
81-106	Investment Fund Continuous Disclosure – Amendments (tied to NI 81-102)	<i>Minister's approval published September 18, 2014</i>
81-101	Mutual Fund Prospectus Disclosure – Amendments (tied to NI 81-102)	<i>Minister's approval published September 18, 2014</i>
41-101	General Prospectus Requirements – Amendments (tied to NI 81-102)	<i>Minister's approval published September 18, 2014</i>
81-107	Independent Review Committee For Investment Funds – Amendments (tied to NI 81-102)	<i>Minister's approval published September 18, 2014</i>
24-101	Institutional Trade Matching Settlement – Amendments (tied to NI 81-102)	<i>Minister's approval published September 18, 2014</i>
31-103	Registration Requirements, Exemptions and Ongoing Registrant Obligations – Amendments (tied to NI 81-102)	<i>Minister's approval published September 18, 2014</i>
33-109	Registration Information – Amendments (tied to NI 81-102)	<i>Minister's approval published September 18, 2014</i>
44-102	Shelf Distributions – Amendments (tied to NI 81-102)	<i>Minister's approval published September 18, 2014</i>
45-106	Prospectus and Registration Exemptions – Amendments (tied to NI 81-102)	<i>Minister's approval published September 18, 2014</i>
62-103	The Early Warning System and Related Take-Over Bid and Insider Reporting Issues – Amendments (tied to NI 81-102)	<i>Minister's approval published September 18, 2014</i>
81-104	Commodity Pools – Amendments (tied to NI 81-102)	<i>Minister's approval published September 18, 2014</i>
81-105	Mutual Fund Sales Practices – Amendments (tied to NI 81-102)	<i>Minister's approval published September 18, 2014</i>
11-203	Process for Exemptive Relief Applications in Multiple Jurisdictions – Amendments	<i>Minister's approval published September 18, 2014</i>
13-502	Fees – Amendments	<i>Published for comment September 18, 2014</i>
33-744	Availability of registration exemptions to foreign dealers in connection with trades in options and futures contracts under the Commodity Futures Act (Ontario)	<i>Published September 18, 2014</i>
33-745	Compliance and Registrant Regulation – Annual Summary Report for Dealers, Advisers and Investment Fund Managers	<i>Published September 25, 2014</i>

For further information, contact:
 Darlene Watson
 Project Specialist
 Ontario Securities Commission
 416-593-8148

October 9, 2014

1.4 Notices from the Office of the Secretary

1.4.1 Pro-Financial Asset Management Inc.

**FOR IMMEDIATE RELEASE
October 1, 2014**

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

AND

**IN THE MATTER OF
PRO-FINANCIAL ASSET MANAGEMENT INC.**

TORONTO – The Commission issued an Order in the above named matter which provides that the hearing is adjourned to November 20, 2014 at 10:00 a.m. and the Temporary Order as amended by previous Commission orders is extended to November 24, 2014.

A copy of the Order dated September 30, 2014 is available at www.osc.gov.on.ca.

OFFICE OF THE SECRETARY
JOSÉE TURCOTTE
ACTING SECRETARY

For media inquiries:

media_inquiries@osc.gov.on.ca

For investor inquiries:

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

1.4.2 A25 Gold Producers Corp. et al.

**FOR IMMEDIATE RELEASE
October 1, 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 pre-hearing conference date of October 20, 2014 be vacated;
- (b) the hearing dates of November 17, 19, 20, 21, 24, 25, 26, 27, and 28, 2014 be vacated;
- (c) the Respondents shall provide their hearing briefs, will-say statements and witness lists to Staff by November 14, 2014; and
- (d) the hearing on the merits in this matter shall commence on January 19, 2015 at 10:00 a.m. and shall continue on January 20, 21, 22, 23, 26, 28, 29 and 30, 2015.

A copy of the Order dated September 24, 2014 is available at www.osc.gov.on.ca.

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**1.4.3 2196768 Ontario Ltd. carrying on business as
RARE Investments et al.**

**FOR IMMEDIATE RELEASE
October 1, 2014**

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

AND

**IN THE MATTER OF
2196768 ONTARIO LTD. carrying on business as
RARE INVESTMENTS, RAMADHAR DOOKHIE,
ADIL SUNDERJI and EVGUENI TODOROV**

TORONTO – The Commission will hold a hearing for oral submissions by Evgueni Todorov in the above named matter in respect of sanctions and costs, and reply oral submissions by Staff. The hearing will be held at the offices of the Commission at 20 Queen Street West, 17th Floor, Toronto, ON, on November 4, 2014 at 3:30 p.m., or such further or other dates as agreed by the parties and set by the Office of the Secretary.

A copy of the Reasons and Decision dated June 27, 2014 is available at www.osc.gov.on.ca.

OFFICE OF THE SECRETARY
JOSÉE TURCOTTE
ACTING SECRETARY

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**1.4.4 Ernst & Young LLP and Ernst & Young LLP
(Audits of Zungui Haixi Corporation)**

**FOR IMMEDIATE RELEASE
October 6, 2014**

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

AND

**IN THE MATTER OF
ERNST & YOUNG LLP**

AND

**IN THE MATTER OF
ERNST & YOUNG LLP
(AUDITS OF ZUNGUI HAIXI CORPORATION)**

TORONTO – The Commission issued its Oral Ruling and Reasons in the above named matter.

A copy of the Oral Ruling and Reasons dated October 3, 2014 is available at www.osc.gov.on.ca.

OFFICE OF THE SECRETARY
JOSÉE TURCOTTE
ACTING SECRETARY

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media_inquiries@osc.gov.on.ca

For investor inquiries:

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

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Chapter 2

Decisions, Orders and Rulings

2.1 Decisions

2.1.1 Fidelity Investments Canada ULC et al.

Headnote

National Policy 11-203 Process for Exemptive Relief Applications in Multiple Jurisdictions – investment fund manager obtaining relief from the requirement to obtain the approval of securityholders before changing the fundamental investment objective of certain funds – relief required as a result of changes to federal budget eliminating certain tax benefits associated with character conversion transactions – Filer required to send written notice at least 60 days before the effective date of the change to the investment objective of the funds setting out the change, the reasons for such change and a statement that the funds will no longer distribute gains under forward contracts that are treated as capital gains for tax purposes – National Instrument 81-102 Investment Funds.

Applicable Legislative Provisions

National Instrument 81-102 Investment Funds, ss. 5.1(1)(c), 19.1.

September 26, 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
FIDELITY INVESTMENTS CANADA ULC
(the Filer)

AND

IN THE MATTER OF
FIDELITY CORPORATE BOND CAPITAL YIELD CLASS,
FIDELITY PREMIUM FIXED INCOME CAPITAL YIELD PRIVATE POOL AND
FIDELITY PREMIUM TACTICAL FIXED INCOME CAPITAL YIELD PRIVATE POOL
(collectively, the Funds)

DECISION

Background

The principal regulator in the Jurisdiction has received an application from the Filer for a decision under the securities legislation of the Jurisdiction of the principal regulator (the **Legislation**) for exemptive relief from the requirement to obtain prior securityholder approval of the Objectives Changes (defined below) under paragraph 5.1(1)(c) of National Instrument 81-102 *Investment Funds* (**NI 81-102**) (the **Application**).

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

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

- (b) the Filer has provided notice that section 4.7(1) of Multilateral Instrument 11-102 *Passport System* (**MI 11-102**) is intended to be relied upon in each of the other provinces and territories of Canada (collectively, 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. The following additional term shall have the following meaning:

“**Reference Fund**” means the mutual fund set out beside each Fund in the following table:

Fund	Reference Fund
Fidelity Corporate Bond Capital Yield Class	Fidelity Corporate Bond Fund
Fidelity Premium Fixed Income Capital Yield Private Pool	Fidelity Canadian Bond Fund
Fidelity Premium Tactical Fixed Income Capital Yield Private Pool	Fidelity Tactical Fixed Income Fund

Representations

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

1. The Filer is a corporation duly amalgamated and validly existing under the laws of the Province of Alberta and its head office is located in Toronto, Ontario.
2. The Filer is registered in Ontario, Québec and Newfoundland and Labrador in the category of investment fund manager. The Filer is also registered as a portfolio manager and mutual fund dealer in each of the Jurisdictions.
3. The Filer is the investment fund manager of the Funds and the Reference Funds.
4. The Filer is the trustee of Fidelity Premium Tactical Fixed Income Capital Yield Private Pool, a trust established under the laws of Ontario.
5. Fidelity Corporate Bond Capital Yield Class and Fidelity Premium Fixed Income Capital Yield Private Pool are established as classes of shares of Fidelity Capital Structure Corp. which is a mutual fund corporation validly existing under the laws of Alberta.
6. None of the Filer, the Funds or the Reference Funds is in default of its obligations under the securities legislation of the Jurisdictions.
7. Each Fund and Reference Fund is subject to the requirements of NI 81-102 and National Instrument 81-107 *Independent Review Committee for Investment Funds*, subject to any exemptions therefrom that may be available under applicable securities legislation or granted by the securities regulatory authorities.
8. Each Fund and Reference Fund has a current prospectus in the Jurisdictions.
9. The Funds were launched to provide tax-efficient fixed income offerings by investing in different types of securities and entering into forward contracts (the **Forwards**) to provide investment returns similar to those generated by their Reference Funds.
10. The favorable tax treatment of these arrangements will be eliminated by new rules in the *Income Tax Act* (Canada), enacted on December 12, 2013, that affect the tax treatment of returns earned under “derivative forward agreements” (the **Tax Changes**). Under the transitional provisions of the Tax Changes, the favourable tax treatment for forward contracts similar to those used by the Funds will expire on December 31, 2014.
11. The Funds were closed to new purchases of securities by investors in April 2013.
12. In response to the Tax Changes the Filer wishes to change the fundamental investment objectives of the Funds (collectively, the **Objectives Changes**). In conjunction with the Objectives Changes, the Filer also wishes to change the names of the Funds and amend the investment strategies of the Funds in order to remove references to the capital yield investment approach and to make them consistent with the revised fundamental investment objectives.

13. The existing name and fundamental investment objectives, and proposed new name and fundamental investment objectives, of each Fund are set out in the following table:

Existing name and fundamental investment objectives	Proposed new name and fundamental investment objectives
<p><i>Fidelity Corporate Bond Capital Yield Class</i></p> <p>The Fund aims to provide a return similar to that of a Canadian fixed income fund managed by Fidelity, less transaction and hedging costs.</p> <p>It invests primarily in equity securities issued by Canadian companies and enters into forward contracts in order to hedge its exposure to the equities and provide the Fund with a return based on the performance of a Canadian fixed income mutual fund managed by Fidelity. It may also invest directly in fixed income securities issued by Canadian and foreign governments or companies.</p> <p>We can't change the Fund's investment objectives unless we get approval from a majority of shareholders who vote at a special meeting we call.</p>	<p><i>Fidelity Corporate Bond Class</i></p> <p>The Fund aims to provide a steady flow of income.</p> <p>It seeks a similar return to its underlying fund, which is also managed by Fidelity, by investing substantially all of its assets in units of that fund. The underlying fund aims to provide a steady flow of income by investing primarily in fixed income securities issued by Canadian and foreign companies.</p> <p>We can't change the Fund's investment objectives unless we get approval from a majority of shareholders who vote at a special meeting we call.</p>
<p><i>Fidelity Premium Fixed Income Capital Yield Private Pool</i></p> <p>The Pool aims to provide a return similar to that of a Canadian fixed income fund managed by Fidelity, less transaction and hedging costs.</p> <p>It invests primarily in equity securities issued by Canadian companies and enters into forward contracts in order to hedge its exposure to these equity securities and to provide the Pool with a return based on the performance of a Canadian fixed income mutual fund managed by Fidelity. It may also invest directly in fixed income securities issued by Canadian and foreign governments or companies.</p> <p>We can't change the Pool's investment objectives unless we get approval from a majority of securityholders who vote at a special meeting we call.</p>	<p><i>Fidelity Premium Fixed Income Private Pool Class</i></p> <p>The Pool's objective is to provide a steady flow of income.</p> <p>It seeks a similar return to its underlying Fund, which is also managed by Fidelity, by investing substantially all of its assets in units of that Fund. The underlying Fund aims to provide a steady flow of income by investing primarily in Canadian fixed income securities.</p> <p>We can't change the Pool's investment objectives unless we get approval from a majority of securityholders who vote at a special meeting we call.</p>
<p><i>Fidelity Premium Tactical Fixed Income Capital Yield Private Pool</i></p> <p>The Pool aims to provide a return similar to that of a Canadian fixed income fund managed by Fidelity, less transaction and hedging costs.</p> <p>It invests primarily in equity securities issued by Canadian companies and enters into forward contracts or other similar derivative arrangements in order to hedge its exposure to these equity securities and to provide the Pool with a return based on the performance of a Canadian fixed income mutual fund managed by Fidelity (the "Reference Fund"). In addition or alternatively, it may use other derivative arrangements to provide the Pool with a similar return. It may also invest directly in fixed income securities issued by Canadian and foreign governments or</p>	<p><i>Fidelity Premium Tactical Fixed Income Private Pool</i></p> <p>The Pool's objective is to provide a steady flow of income.</p> <p>It seeks a similar return to its underlying Fund, which is also managed by Fidelity, by investing substantially all of its assets in units of that Fund. The underlying Fund aims to provide a steady flow of income by investing primarily in Canadian fixed income securities. The underlying fund can invest in these securities either directly or indirectly through investments in other underlying funds. Currently, the underlying fund is Fidelity Tactical Fixed Income Fund.</p> <p>We can't change the Pool's investment objectives unless we get approval from a majority of securityholders who vote at a special meeting we call.</p>

<p>companies. The Reference Fund is currently Fidelity Tactical Fixed Income Fund, which, in turn, may invest in other underlying funds managed by Fidelity.</p> <p>We can't change the Pool's investment objectives unless we get approval from a majority of unitholders who vote at a special meeting we call.</p>	
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14. The primary purposes of the Objectives Changes are to:

- (a) remove references to the capital yield investment approach and the associated use of the Forwards; and
- (b) reflect the proposed new investment approach of the Funds to invest substantially all of their assets in units of their corresponding Reference Fund.

15. The existing fundamental investment objectives of the Funds will continue in effect until December 22, 2014. The Objectives Changes will take effect on the next business day, December 23, 2014 as each Fund's direct exposure to its Reference Fund will commence on that date.

16. With respect to the Funds, the Filer will comply with the "material change report" requirements set out in Part 11 of National Instrument 81-106 *Investment Fund Continuous Disclosure* in connection with the Filer's decision to make the Objectives Changes.

17. Securityholders may redeem their securities in advance of the Objectives Changes should they wish to do so.

18. The Filer submits that it is not prejudicial, nor contrary to the public interest to grant the Requested Relief in the circumstances as represented above.

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 is that the relief sought under the Application is granted provided that, at least 60 days before the effective date of the Objectives Changes, the Filer sends to each securityholder a written notice that sets out the change of fundamental investment objectives, the reasons for such change and a statement that the applicable Fund will no longer be able to provide tax-advantaged returns after the final Forwards have matured.

"Vera Nunes"

Manager, Investment Funds and Structured Products
Ontario Securities Commission

2.1.2 Fidelity Investments Canada ULC et al.

Headnote

National Policy 11-203 Process for Exemptive Relief Applications in Multiple Jurisdictions – Relief from the requirement to obtain the approval of securityholders for fund mergers and from the multi-layering prohibition in paragraph 2.5(2)(b) of NI 81-102 and approval of fund mergers under paragraph 5.5(1)(b) of NI 81-102 – mergers were undertaken in connection with changes to the Income Tax Act (Canada) which eliminated certain tax benefits associated with character conversion transactions – required to send written notice at least 60 days before the effective date of the mergers describing the mergers and including a statement that the fund will no longer distribute gains under forward contracts that are treated as capital gains for tax purposes – tax impact to securityholders expected to be insignificant.

Applicable Legislative Provisions

National Instrument 81-102 Investment Funds, ss. 2.5(2)(b), 5.1(1)(f), 5.5(1)(b), 19.1.

September 26, 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
FIDELITY INVESTMENTS CANADA ULC
(the Filer)

AND

IN THE MATTER OF
FIDELITY AMERICAN HIGH YIELD CAPITAL YIELD FUND,
FIDELITY CANADIAN BOND CAPITAL YIELD FUND,
FIDELITY TACTICAL FIXED INCOME CAPITAL YIELD FUND and
FIDELITY U.S. MONTHLY INCOME CAPITAL YIELD FUND
(collectively, the Terminating Funds)

AND

IN THE MATTER OF
FIDELITY AMERICAN HIGH YIELD FUND,
FIDELITY CANADIAN BOND FUND,
FIDELITY TACTICAL FIXED INCOME FUND and
FIDELITY U.S. MONTHLY INCOME FUND
(collectively, the Continuing Funds and, together with the Terminating Funds, the Funds)

DECISION

Background

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

- (a) exemptive relief from the requirement to obtain prior securityholder approval of the Reorganization Transactions (defined below) under paragraph 5.1(1)(f) of National Instrument 81-102 *Investment Funds* (**NI 81-102**) (the **Securityholder Approval Application**);

- (b) approval pursuant to paragraph 5.5(1)(b) and section 5.7 of NI 81-102 in connection with the Reorganization Transactions (the **Regulatory Approval Application**); and
- (c) exemptive relief from paragraph 2.5(2)(b) of NI 81-102 to permit:
 - i. Fidelity U.S. Monthly Income Capital Yield Fund to purchase units of Fidelity U.S. Monthly Income Fund; and
 - ii. Fidelity Tactical Fixed Income Capital Yield Fund to purchase units of Fidelity Tactical Fixed Income Fund (the **Investment Application**).

The Securityholder Approval Application and the Investment Application shall be collectively referred to as the **Exemption Applications**.

The Exemption Applications and the Regulatory Approval Application shall be collectively referred to as the **"Applications"**.

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

- (a) the Ontario Securities Commission is the principal regulator for the Applications; and
- (b) the Filer has provided notice that section 4.7(1) of Multilateral Instrument 11-102 *Passport System* (**MI 11-102**) is intended to be relied upon in each of the other provinces and territories of Canada (collectively, 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. The following additional term shall have the following meaning:

"Reorganization Transactions" means, collectively, the merger of (i) Fidelity American High Yield Capital Yield Fund into Fidelity American High Yield Fund, (ii) Fidelity Canadian Bond Capital Yield Fund into Fidelity Canadian Bond Fund, (iii) Fidelity Tactical Fixed Income Capital Yield Fund into Fidelity Tactical Fixed Income Fund, and (iv) Fidelity U.S. Monthly Income Capital Yield Fund into Fidelity U.S. Monthly Income Fund.

Representations

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

1. The Filer is a corporation duly amalgamated and validly existing under the laws of the Province of Alberta and its head office is located in Toronto, Ontario.
2. The Filer is registered in Ontario, Québec and Newfoundland and Labrador in the category of investment fund manager. The Filer is also registered as a portfolio manager and mutual fund dealer in each of the Jurisdictions.
3. The Filer is the investment fund manager of the Funds.
4. None of the Filer or the Funds is in default of its obligations under the securities legislation of the Jurisdictions.
5. Each Fund is subject to the requirements of NI 81-102 and National Instrument 81-107 *Independent Review Committee for Investment Funds*, subject to any exemptions therefrom that may be available under applicable securities legislation or granted by the securities regulatory authorities.
6. Each Fund is a trust established under the laws of Ontario. The Filer is the trustee of each Fund.
7. Each Fund has a current prospectus in the Jurisdictions.

The Reorganization Transactions

8. The Filer is of the view that a reasonable person would consider that the:
 - (a) fundamental investment objectives of each Terminating Fund are "substantially similar" to the fundamental investment objective of the relevant Continuing Fund;

- (b) valuation procedures of each Terminating Fund are “substantially similar” to the valuation procedures of the relevant Continuing Fund; and
 - (c) fee structure of each Terminating Fund is “substantially similar” to the fee structure of the relevant Continuing Fund. The Filer further confirms that the sales charge and administration fee structures are applied consistently across the Funds.
9. The Terminating Funds were launched to provide tax-efficient fixed income offerings by investing in different types of securities and entering into forward contracts (the **Forwards**) to provide investment returns similar to those generated by the relevant Continuing Funds.
 10. The Terminating Funds have been closed to new purchases of units since April 2013.
 11. The favorable tax treatment of these arrangements will be eliminated by new rules in the *Income Tax Act* (Canada) (the **Tax Act**), enacted on December 12, 2013, that affect the tax treatment of returns earned under “derivative forward agreements”. Under the transitional provisions of these new rules, the favourable tax treatment for forward contracts similar to those used by the Terminating Funds will expire on December 31, 2014. In response to the change in tax treatment, the Filer has decided to implement the Reorganization Transactions.
 12. Up to 30 days prior to the execution of the Reorganization Transactions, the Forwards held by the Terminating Funds will be closed out and the securities owned by the Terminating Funds will be sold to the Forward counterparty in exchange for cash. The Terminating Funds will then concurrently subscribe for units of the relevant Continuing Funds. The Terminating Funds will thereafter hold only units of the relevant Continuing Funds and some cash reserves for liquidity purposes until the Reorganization Transactions occur on or around January 16, 2015 (the **Transaction Date**).
 13. The Reorganization Transactions will be structured so that immediately after the close of business on the Transaction Date, the securityholders of the Terminating Funds will have their units in the Terminating Fund redeemed at the applicable net asset value per unit in exchange for units in the relevant Continuing Fund. The value of those Continuing Fund units will be equal to the value of the Terminating Fund units held by a securityholder as at the close of business on the Transaction Date. The majority of securityholders will receive units of the same series as part of the Reorganization Transactions. Due to the fact that it would not be tax efficient to offer series T5, S5 and F5 in the Fidelity American High Yield Fund or Fidelity Canadian Bond Fund, securityholders holding those series in the Fidelity American High Yield Capital Yield Fund and Fidelity Canadian Bond Capital Yield Fund will receive the corresponding series A, B or F units (as applicable).
 14. The Terminating Funds will be using only cash to invest in the Continuing Funds as part of the Reorganization Transactions. No other assets will be transferred from the Terminating Funds to the Continuing Funds.
 15. The Filer intends to wind up the Terminating Funds as soon as reasonably possible following the Reorganization Transactions.
 16. With respect to the Terminating Funds, the Filer will comply with the “material change report” requirements set out in Part 11 of National Instrument 81-106 *Investment Fund Continuous Disclosure* in connection with the Reorganization Transactions.
 17. The Reorganization Transactions will not constitute material changes for the Continuing Funds.
 18. The Filer will pay for the costs and expenses associated with the Reorganization Transactions and the Funds will bear none of these costs and expenses.
 19. The Reorganization Transactions will be approved by the independent review committee (the **IRC**) of the Funds.
 20. The prospectus of the Terminating Funds provides for at least 60 days’ notice to be given to securityholders where transactions such as the Reorganization Transactions are to occur.
 21. Securityholders may redeem their securities in advance of the Reorganization Transactions should they wish to do so.
 22. The management and advisory fees and trailing commissions of the Continuing Funds are the same as those of the corresponding Terminating Funds. Accordingly, the Reorganization Transactions will have no impact upon the Terminating Fund securityholders from this perspective. Further, these securityholders can reasonably expect to bear lower administration fees over time given the: (i) tiered nature of the administration fees; (ii) relative asset sizes of the Funds; and (iii) expected future asset flows.

23. Following the Reorganization Transactions, all optional services (pre-authorized chequing plans, systematic exchange plans and systematic withdrawal plans) will continue to be available to securityholders, who will be automatically enrolled in comparable plans with respect to units of the applicable Continuing Fund unless they advise otherwise.
24. The Filer considers that the Reorganization Transactions will benefit securityholders of the Terminating Funds over time from an investment and fee perspective.
25. Securityholder approval of the Reorganization Transactions is required under paragraph 5.1(1)(f) of NI 81-102 because the Reorganization Transactions do not satisfy one of the conditions referenced in subsection 5.3(2) of NI 81-102; namely, the Reorganization Transactions will not be “qualifying exchanges” within the meaning of section 132.2 of the Tax Act or tax-deferred transactions under subsection 85(1), 85.1(1), 86(1) or 87(1) of the Tax Act.
26. Due to the fact that:
- (a) each Terminating Fund holds Forwards with maturity periods of 31-35 days and the capital gains from those Forwards are realized on a regular basis;
 - (b) each Terminating Fund is required to distribute its net realized capital gains to securityholders in each tax year (the **Distributions**);
 - (c) the next Distributions will occur on or around each Terminating Fund’s taxation year end, being December 15, 2014; and
 - (d) the Transaction Date will be on or around January 16, 2015,
- the level of unrealized capital gains and also the impact of the Reorganization Transactions on securityholders from a capital gains tax perspective are not expected to be significant.
27. The principal regulator’s approval of the Reorganization Transactions is required under paragraph 5.5(1)(b) and section 5.7 of NI 81-102 because the Reorganization Transactions do not satisfy one of the conditions for pre-approved reorganizations under section 5.6 of NI 81-102; namely, the Reorganization Transactions will not be “qualifying exchanges” within the meaning of section 132.2 of the Tax Act or tax-deferred transactions under subsection 85(1), 85.1(1), 86(1) or 87(1) of the Tax Act.

The Investment Application

28. As set out in paragraph 12 above, after the final Forwards have matured, the Terminating Funds will hold only units of the relevant Continuing Funds and some cash reserves for liquidity purposes until the Transaction Date (the **Interim Period**).
29. For the purposes of section 2.5 of NI 81-102, the purchase of units of Fidelity U.S. Monthly Income Fund and Fidelity Tactical Fixed Income Fund (each a **Reference Fund**) by Fidelity U.S. Monthly Income Capital Yield Fund and Fidelity Tactical Fixed Income Capital Yield Fund (each a **Top Fund**), respectively, during the Interim Period will result in three-tier fund of fund structures. These multi-tiered fund structures are contrary to the multi-layering prohibition in clause 2.5(2)(b) of NI 81-102 as the Reference Funds hold securities of other mutual funds managed by the Filer (the **Third Tier Funds**) which represent more than 10% of each Reference Fund’s net asset value. These structures do not fit within the exceptions to clause 2.5(2)(b) found in subsection 2.5(4) of NI 81-102.
30. On August 24, 2012, the Filer obtained exemptive relief from clause 2.5(2)(b) of NI 81-102 on behalf of certain mutual funds managed by the Filer to permit such funds to obtain exposure to other mutual funds, which invest in Third Tier Funds (the **Prior Three-Tier Relief**). However, as the Prior Three-Tier Relief contemplated that the exposure to those other mutual funds would be obtained through one or more specified derivatives, the Prior Three-Tier Relief would not exempt the Top Funds from clause 2.5(2)(b) of NI 81-102 in respect of direct purchases of units of the Reference Funds.
31. The current investment objectives of each Top Fund disclose that each Top Fund will provide a return based on the performance of its corresponding Reference Fund and that the Reference Funds may, in turn, invest in Third Tier Funds. Additionally, the investment strategies of the Top Funds disclose the investment strategies of the Reference Funds.
32. The investment by the Top Funds in securities of the Reference Funds will be made in accordance with the provisions of section 2.5 of NI 81-102, except for the requirements of clause 2.5(2)(b). The investment by the Reference Funds in securities of Third Tier Funds is, and will be, made in accordance with the provisions of section 2.5 of NI 81-102.

33. There will be no duplication of fees between each tier of these multi-tier structures. The simplified prospectus for the Top Funds and Reference Funds discloses that fees and expenses will not be duplicated as a result of investments in underlying funds.
34. The Interim Period arrangements under which the Top Funds will invest directly in the Reference Funds, which in turn invest in Third Tier Funds, is akin to, and no more complex than, the three-tier structure currently permitted under clause 2.5(4)(a) of NI 81-102.
35. The Filer has determined that it is more efficient and less costly for the Top Funds if they achieve their investment objectives by investing all, or substantially all, of their assets in securities of the Reference Funds during the Interim Period, instead of investing directly in the same securities and in the same proportions in which the Reference Funds invest.
36. An investment by the Top Funds in the Reference Funds and by the Reference Funds in the Third Tier Funds represents the business judgment of responsible persons uninfluenced by considerations other than the best interests of the Top Funds and Reference Funds, as the case may be.
37. The Filer has determined that it would be in the best interests of the Top Funds and not prejudicial to the public interest to receive the exemption sought under the Investment Application.

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 is that the relief sought under the Exemption Applications and the approval sought under the Regulatory Approval Application are granted provided that:

- (1) the Reorganization Transactions are approved by the IRC of the Funds;
- (2) the Filer sends the following to each Terminating Fund securityholder at least 60 days before the Transaction Date:
 - (a) a detailed notice that sets out the information necessary for the securityholder to understand the applicable Reorganization Transaction, including:
 - (i) a brief description of that Reorganization Transaction and the Transaction Date;
 - (ii) a description of the applicable Continuing Fund;
 - (iii) the IRC's determination with respect to that Reorganization Transaction;
 - (iv) the tax consequence of that Reorganization Transaction;
 - (v) where applicable, highlighted disclosure for holders of the series T5, S5 and F5 units of Fidelity American High Yield Capital Yield Fund and Fidelity Canadian Bond Capital Yield Fund stating that such securityholders will receive corresponding series A, B or F units of the applicable Continuing Fund, and the differences between the different series;
 - (vi) a statement that securityholders may obtain, free of charge, the most recent annual and interim financial statements, the current simplified prospectus, annual information form and fund facts and the most recent management report on fund performance that have been made public by contacting the Filer or by accessing the website of the Filer or SEDAR; and
 - (vii) in relation to the Top Funds, a description of the three-tier structure that will be implemented during the Interim Period; and
 - (b) the fund facts document of the series of the Continuing Fund that the securityholder will hold after the completion of the applicable Reorganization Transaction.

"Vera Nunes"
Manager, Investment Funds and Structured Products
Ontario Securities Commission

2.1.3 Kimberly-Clark Corporation

Headnote

NP 11-203 Process for Exemptive Relief Applications in Multiple Jurisdictions – relief from prospectus requirements to allow U.S. parent company to spin-off shares of its U.S. subsidiary to investors – distributions not covered by legislative exemptions – U.S. parent company is a public company in the U.S. but is not a reporting issuer in Canada – U.S. company has a *de minimis* presence in Canada – following the spin-off, U.S. subsidiary will become an independent public company in the U.S. and will not be a reporting issuer in Canada – no investment decision required from Canadian shareholders in order to receive distributions.

Applicable Legislative Provisions

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

October 6, 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
KIMBERLY-CLARK CORPORATION
(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 (the “**Legislation**”) for an exemption (the “**Exemption Sought**”) from the prospectus requirements contained in the Legislation in connection with the distribution (the “**Spin-Off**”) by the Filer of the shares of common stock of Halyard Health, Inc. (“**Halyard**”), a direct wholly-owned subsidiary of the Filer, by way of a dividend in specie to holders (“**Filer Shareholders**”) of shares of common stock of the Filer (“**Filer Shares**”) resident in Canada (“**Filer Canadian Shareholders**”).

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

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

- (b) the Filer has provided notice that Section 4.7(1) of Multilateral Instrument 11-102 – *Passport System* (“**MI 11-102**”) is intended to be relied upon in each of the other provinces and territories of Canada.

Interpretation

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

Representations

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

1. The Filer is a corporation incorporated in Delaware with principal executive offices in Dallas, Texas, U.S.A. The Filer is a global company currently focused on leading the world in essentials for a better life through product innovation and building its personal care, consumer tissue, K-C Professional and health care brands. The Filer is principally engaged in the manufacturing and marketing of a wide range of products mostly made from natural or synthetic fibers using advanced technologies in fibers, nonwovens and absorbency.
2. The Filer is not a reporting issuer under the securities laws of any province or territory of Canada and, currently, has no intention of becoming a reporting issuer under the securities laws of any province or territory of Canada.
3. The authorized capital of the Filer consists of 1.2 billion Filer Shares and 20 million shares of preferred stock. As of July 15, 2014, there were 373,922,073 Filer Shares issued and outstanding and no shares of preferred stock were issued and outstanding.
4. Filer Shares are listed on the New York Stock Exchange (the “**NYSE**”) and trade under the symbol “KMB”. Filer Shares are not listed on any Canadian stock exchange and, currently, the Filer has no intention of listing its shares on any Canadian stock exchange.
5. The Filer is subject to the The Securities Exchange Act of 1934 and the rules, regulations and orders promulgated thereunder.
6. Based on a spreadsheet that breaks down the Filer’s record holders by domicile provided by Computershare Investor Services (the Filer’s transfer agent), as of July 15, 2014, there were 156 registered Filer Canadian Shareholders, representing approximately 0.63% of the registered holders of the Filer worldwide, holding approximately 230,364 Filer Shares, representing approximately 0.06% of the outstanding Filer

- Shares as of such date. The Filer does not expect these numbers to have materially changed since that date.
7. Based on a "Geographic Analysis Report" of beneficial holders provided by Broadridge Financial Solutions, Inc. obtained by the Filer as of August 18, 2014, there were 20,792 beneficial Filer Canadian Shareholders, representing approximately 3.55% of the beneficial holders of Filer Shares worldwide, holding approximately 6,583,963 Filer Shares, representing approximately 1.76% of the outstanding Filer Shares. The Filer does not expect these numbers to have materially changed since that date.
 8. Based on the information above, the number of registered and beneficial Filer Canadian Shareholders and the proportion of Filer Shares held by such shareholders is de minimis.
 9. The Filer is proposing to spin-off its health care business into a newly formed independent company, Halyard, through a series of transactions. These transactions are expected to result in the Spin-Off by the Filer, *pro rata* to its shareholders of all of the shares in the common stock of Halyard (the "**Halyard Shares**"), which will be 100% of the Halyard Shares outstanding immediately prior to such distribution.
 10. Halyard is a Delaware corporation with principal executive offices in Alpharetta, Georgia, U.S.A. It is currently a wholly-owned subsidiary of the Filer that, at the time of the Spin-Off, will hold the Filer's global health care business.
 11. As of the date hereof, all of the issued and outstanding Halyard Shares are held by the Filer, and no other shares or classes of stock of Halyard are issued and outstanding.
 12. Fractional shares of Halyard Shares will not be distributed in connection with the Spin-Off. The distribution agent will aggregate the amount of fractional shares that would otherwise have been distributed and will sell such shares into the public market at then prevailing market prices and distribute the cash proceeds in U.S. Dollars. The distribution agent will distribute such net proceeds ratably to each Filer Shareholder who would otherwise have been entitled to receive a fractional share of Halyard. The Filer will pay all brokers' fees and commissions in connection with the sale of such fractional interests.
 13. Filer Shareholders will not be required to pay any consideration for the Halyard Shares, or to surrender or exchange Filer Shares or take any other action to be entitled to receive their Halyard Shares. The Spin-Off will occur automatically and without any investment decision on the part of Filer Shareholders.
 14. Following the Spin-Off, Halyard will cease to be a subsidiary of the Filer.
 15. Halyard will apply to have the Halyard Shares listed on the NYSE before the Spin-Off.
 16. After the completion of the Spin-Off, the Filer will continue to be listed and traded on the NYSE.
 17. Halyard is not a reporting issuer in any province or territory in Canada nor are its securities listed on any stock exchange in Canada. To the knowledge of the Filer, Halyard has no intention to become a reporting issuer in any province or territory in Canada or to list its securities on any stock exchange in Canada after the completion of the Spin-Off.
 18. The Spin-Off will be effected under the laws of the State of Delaware.
 19. Because the Spin-Off will be effected by way of a dividend of Halyard Shares to Filer Shareholders, no shareholder approval of the proposed transaction is required (or being sought) under Delaware law.
 20. In connection with the Spin-Off, Halyard has filed with the SEC a registration statement on Form 10 (the "**Registration Statement**") under the Securities Act of 1933 detailing the proposed Spin-Off. Halyard initially filed the Registration Statement with the SEC on May 6, 2014 and subsequently filed amendments to the Registration Statement on June 26, 2014, August 4, 2014 and August 27, 2014.
 21. After the SEC has completed its review of the Registration Statement, Filer Shareholders will receive a copy of an information statement (the "**Information Statement**") detailing the terms and conditions of the Spin-Off and forming part of the Registration Statement. All materials relating to the Spin-Off sent by or on behalf of the Filer and Halyard in the United States (including the Information Statement) will be sent concurrently to Filer Canadian Shareholders.
 22. The Information Statement will contain prospectus level disclosure about Halyard.
 23. Filer Canadian Shareholders who receive Halyard Shares pursuant to the Spin-Off will have the benefit of the same rights and remedies in respect of the disclosure documentation received in connection with the Spin-Off that are available to Filer Shareholders resident in the United States.
 24. Following the completion of the Spin-Off, Halyard will send concurrently to Halyard Shareholders resident in Canada the same disclosure materials required to be sent under applicable U.S.

securities laws to Halyard Shareholders resident in the United States.

25. There will be no active trading market for the Halyard Shares in Canada following the Spin-Off and none is expected to develop. Consequently, it is expected that any resale of Halyard Shares distributed in connection with the Spin-Off will occur through the facilities of the NYSE.
26. The Spin-Off to Filer Canadian Shareholders would be exempt from the Prospectus Requirements pursuant to subsection 2.31(2) of NI 45-106 but for the fact that Halyard is not a reporting issuer under the securities legislation of any jurisdiction in Canada.
27. To the knowledge of the Filer, neither the Filer nor Halyard is in default of any securities legislation in any jurisdiction of Canada.

Decision

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

The decision of the principal regulator under the Legislation is that the Exemption Sought is granted provided that the first trade in the Halyard Shares acquired pursuant to the Spin-Off will be deemed to be a distribution unless the conditions in Section 2.6 or subsection 2.14(1) of National Instrument 45-102 – *Resale of Securities* are satisfied.

“Edward P. Kerwin”
Commissioner
Ontario Securities Commission

“Sarah B. Kavanagh”
Commissioner
Ontario Securities Commission

2.1.4 ISG Capital Corporation

Headnote

National Policy 11-203 Process for Exemptive Relief Applications in Multiple Jurisdictions – application for a decision that the issuer is not a reporting issuer under applicable securities laws – issuer in default of its obligation to file and deliver its financial statements and related management’s discussion and analysis – requested relief granted.

Applicable Legislative Provisions

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

October 3, 2014

**IN THE MATTER OF
THE SECURITIES LEGISLATION OF
ONTARIO, ALBERTA, SASKATCHEWAN, MANITOBA,
NOVA SCOTIA AND NEW BRUNSWICK
(the Jurisdictions)**

AND

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

AND

**IN THE MATTER OF
ISG CAPITAL CORPORATION
(the Filer)**

DECISION

Background

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

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

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

Interpretation

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

Representations

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

1. The Filer is a corporation organized under the *Canada Business Corporations Act* (the **CBCA**) with its registered and head office located at 1244 Caledonia Road, Toronto, Ontario.
2. The Filer is a reporting issuer in each of the Jurisdictions.
3. The Filer is applying for a decision that it is not a reporting issuer in all of the jurisdictions in Canada in which it is currently a reporting issuer.
4. On August 30, 2012 the Filer and Firm Capital Property Trust (the **Trust**) announced the execution of an arrangement agreement pursuant to which the Trust would acquire all of the issued and outstanding common shares of the Filer under Section 192 of the CBCA (the **Arrangement**).
5. The Arrangement became effective on November 29, 2012.
6. On December 17, 2012 the Trust filed a Notice of Change in Corporate Structure (the **Notice**), in the prescribed form, on SEDAR in connection with the Arrangement. The Trust became a reporting issuer as a result of the Arrangement and is not in default of any of its obligations as a reporting issuer under the Legislation as of the date of this decision.
7. Pursuant to the Arrangement, all of the issued and outstanding shares of the Filer were acquired by the Trust and the Filer became a wholly-owned subsidiary of the Trust. Under the terms of the Arrangement, at the election of the shareholders of the Filer, all of the issued and outstanding shares of the Filer were exchanged for either cash or units of the Trust.
8. None of the Filer's securities, including debt securities, are traded in Canada or another country on a marketplace as defined in National Instrument 21-101 *Marketplace Operations* or any other facility for bringing together buyers and sellers of securities where trading data is publicly reported.
9. The outstanding securities of the Filer, including debt securities, are beneficially owned, directly or indirectly, by fewer than 15 securityholders in

each of the jurisdictions in Canada and fewer than 51 securityholders in total worldwide.

10. As of November 29, 2012 (i) the shares of the Filer were delisted from the TSX Venture Exchange; and (ii) the Trust's units were listed on the TSX Venture Exchange under the symbol "FCD.UN".
11. The Filer has no intention to seek public financing by way of an offering of securities.
12. The Filer is not in default of any of its obligations as a reporting issuer under the Legislation, other than its obligation to file (i) its annual audited financial statements for the years ended December 31, 2012 and December 31, 2013, its management discussion and analysis in respect of such financial statements as required under National Instrument 51-102 – *Continuous Disclosure Obligations*, and the related certification of such financial statements as required under Multilateral Instrument 52-109 – *Certification of Disclosure in Filers' Annual and Interim Filings*; and (ii) its interim financial statements for the periods ended March 31, 2013, June 30, 2013, September 30, 2013, March 31, 2014 and June 30, 2014, its management discussion and analysis in respect of such financial statements as required under National Instrument 51-102 – *Continuous Disclosure Obligations*, and the related certification of such financial statements as required under Multilateral Instrument 52-109 – *Certification of Disclosure in Filers' Annual and Interim Filings* (collectively, the **Filings**). As the Arrangement resulted in the Trust becoming the only securityholder of the Filer prior to the date on which such Filings were due, the Filings were not prepared nor filed as required under the Legislation.
13. The Filer filed a Notice of Voluntary Surrender of Reporting Issuer Status with the British Columbia Securities Commission under BC Instrument 11-502 – *Voluntary Surrender of Reporting Issuer Status* on May 15, 2013. The British Columbia Securities Commission has confirmed the Filer's non-reporting issuer status in British Columbia effective May 25, 2013.
14. The Filer is not eligible to use the simplified procedure under CSA Staff Notice 12-307 – *Applications for a Decision that an Issuer is not a Reporting Issuer* because it is currently in default of its obligation to file the Filings, as described in paragraph 12 above.

Decision

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

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

“James Turner”
Commissioner
Ontario Securities Commission

“Monica Kowal”
Commissioner
Ontario Securities Commission

2.1.5 Fidelity Investments Canada ULC et al.

Headnote

National Policy 11-203 Process for Exemptive Relief Applications in Multiple Jurisdictions – Relief granted from multi-layering prohibition in paragraph 2.5(2)(b) of NI 81-102 to permit certain top funds to invest 100% of their assets in bottom funds, which are more than 10% invested in underlying funds and ETFs – The three-tier fund structure is analogous to the current multi-layering exception in NI 81-102 – Transparent investment portfolio and accountability for portfolio management – National Instrument 81-102 Mutual Funds.

Applicable Legislative Provisions

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

September 24, 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
FIDELITY INVESTMENTS CANADA ULC (the Filer),
FIDELITY PREMIUM TACTICAL FIXED INCOME
CAPITAL YIELD PRIVATE POOL AND
FIDELITY GLOBAL DIVIDEND CLASS (the Existing
Funds) AND ALL FUTURE AND EXISTING MUTUAL
FUNDS MANAGED BY THE FILER THAT ARE
SIMILAR TO AN EXISTING FUND (together with the
Existing Funds, the Top Funds)

DECISION

Background

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

- (a) pursuant to section 19.1 of National Instrument 81-102 *Investment Funds (NI 81-102)* exempting the Top Funds from paragraph 2.5(2)(b) of NI 81-102 to permit each Top Fund, whether directly or through one or more derivative instruments, to invest in and/or obtain exposure to another mutual fund subject to NI 81-102 that is, or will be, managed by the

Filer (a **Reference Fund**), which Reference Fund, either directly or through one or more derivative instruments, holds or obtains exposure to, or will hold or obtain exposure to, securities of one or more other mutual funds (each, a **Third Tier Fund**) subject to NI 81-102 that are, or will be, managed by the Filer, which securities represent more than 10% of the Reference Fund's net asset value; and

- (b) revoking the Previous Decision (as defined below).

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

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

Interpretation

Terms defined in National Instrument 14-101 *Definitions*, MI 11-102 and NI 81-102 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:

The Filer

1. The Filer is an unlimited liability company continued under the laws of Alberta. The Filer is, or will be, the manager of each Top Fund, Reference Fund and Third Tier Fund. The Filer or an affiliate of the Filer is, or will be, the portfolio adviser of each Top Fund, Reference Fund and Third Tier Fund.
2. The Filer is registered in Ontario, Québec and Newfoundland and Labrador in the category of investment fund manager. The Filer is also registered as a portfolio manager and mutual fund dealer in each of the provinces and territories of Canada and is registered under the *Commodity Futures Act* (Ontario) in the category of commodity trading manager. The head office of the Filer is in Toronto, Ontario.
3. The Filer is not in default of securities legislation in any of the Jurisdictions.

The Top Funds, Reference Funds and Third Tier Funds

4. Each Top Fund, Reference Fund and Third Tier Fund is, or will be, either an open-end mutual fund trust that has been or will be created under the laws of the Province of Ontario or a class of a mutual fund corporation.
5. Each Top Fund, Reference Fund and Third Tier Fund is, or will be, a reporting issuer under the laws of some or all of the provinces and territories of Canada and subject to NI 81-102. The securities of each Top Fund, Reference Fund and Third Tier Fund are, or will be, qualified for distribution pursuant to a simplified prospectus, annual information form and fund facts that have been, or will be, prepared and filed in accordance with National Instrument 81-101 *Mutual Fund Prospectus Disclosure*.
6. Each Top Fund seeks, or will seek, to provide a return that is similar to its corresponding Reference Fund. In order to meet its investment objectives, each Top Fund invests or will invest, either directly or through one or more derivative instruments, substantially all of its assets in its corresponding Reference Fund, which Reference Fund has or will have the same investment objective as the Top Fund.
7. Each Reference Fund is, or will be, a fund of funds that invests, or will invest, either directly or through one or more derivative instruments in one or more Third Tier Funds and that may also invest in other portfolio securities.
8. Each Third Tier Fund primarily invests, or will invest, directly in a portfolio of securities and/or other assets.
9. No existing Top Fund, Reference Fund or Third Tier Fund is in default of securities legislation in any of the Jurisdictions.

Three-Tier Fund Structure

10. For purposes of section 2.5 of NI 81-102, each Top Fund will be considered to be holding securities of its Reference Fund either because it will hold such securities directly or because it will enter into one or more derivative instruments the underlying interest of which will be securities of the Reference Fund. Accordingly, each Top Fund's holdings in its Reference Fund or its use of derivative instruments to gain exposure to its Reference Fund will result in a three-tier fund of fund structure. This multi-tiered fund structure is contrary to the multi-layering prohibition in paragraph 2.5(2)(b) of NI 81-102 and does not fit within the exceptions to paragraph 2.5(2)(b) found in subsection 2.5(4) of NI 81-102.

11. The name of each Top Fund includes or will include part of the name of its Reference Fund and the investment objectives of each Top Fund specify or will specify the name of its Reference Fund.
12. The investment objectives of each Top Fund disclose or will disclose that the Top Fund seeks to provide a return that is similar to its Reference Fund, which, in turn, invests in Third Tier Funds. The disclosure in the simplified prospectus of each Top Fund will disclose in the investment strategies the investment strategies of its Reference Fund.
13. The simplified prospectus of each Top Fund discloses or will disclose to investors that the accountability for portfolio management is (a) at the level of the Reference Fund with respect to the selection of Third Tier Funds to be purchased by the Reference Fund and with respect to the purchase and sale of any other portfolio securities held by the Reference Fund and (b) at the level of the applicable Third Tier Fund with respect to the purchase and sale of portfolio securities and other assets held by that Third Tier Fund.
14. Each Top Fund complies or will comply with the requirements under National Instrument 81-106 *Investment Fund Continuous Disclosure* relating to top 25 positions portfolio holdings disclosure in its management reports of fund performance and the requirements of Form 81-101F3 *Contents of Fund Facts Document* relating to top 10 position portfolio holdings disclosure in its Fund Facts as if the Top Fund were investing directly in the Third Tier Funds.
15. An investment by a Top Fund in securities of its Reference Fund will be made in accordance with the provisions of section 2.5 of NI 81-102, except for the requirements of paragraph 2.5(2)(b). An investment by a Reference Fund in securities of one or more Third Tier Funds is, and will be, made in accordance with the provisions of section 2.5 of NI 81-102.
16. There will be no duplication of fees between each tier of the multi-tier structure. The simplified prospectus for each Top Fund and Reference Fund discloses, or will disclose, that fees and expenses will not be duplicated as a result of investments in underlying funds.
17. The Exemption Sought, which will result in a Top Fund investing directly or indirectly in its Reference Fund, which in turn invests in one or more Third Tier Funds, is akin to, and no more complex than, the three-tier structure currently permitted under paragraph 2.5(4)(a) of NI 81-102.
18. The Filer has determined that it is more efficient and less costly for each Top Fund if the Top Fund

achieves its investment objectives by investing all, or substantially all, of its assets in securities of its corresponding Reference Fund, instead of investing directly in the same securities and in the same proportions in which the Reference Fund invests. The Filer has also determined that it will reduce tracking error if exposure to a Third Tier Fund occurs at the Third Tier Fund level. Any adjustment made by a Reference Fund to its Third Tier Funds is made by simply acquiring or redeeming securities of the Third Tier Fund in the ordinary course and automatically results in a corresponding indirect adjustment to the Top Fund's exposure to that Third Tier Fund.

19. An investment by a Top Fund in its Reference Fund and by a Reference Fund in each of its Third Tier Funds represents the business judgment of responsible persons uninfluenced by considerations other than the best interests of the Top Fund or the Reference Fund, as the case may be.
20. The Filer has determined that it would be in the best interests of the Top Funds and not prejudicial to the public interest to receive the Exemption Sought.

The Previous Decision

21. On August 24, 2012, the Filer obtained exemptive relief from paragraph 2.5(2)(b) of NI 81-102 on behalf of certain mutual funds managed by the Filer to permit such funds to obtain exposure to reference funds, which invest more than 10% of their net asset value in other mutual funds (the **Previous Decision**). However, as the Previous Decision contemplated that the exposure to the reference funds would be obtained through one or more specified derivatives, the Previous Decision would not exempt the Top Funds from paragraph 2.5(2)(b) of NI 81-102 in respect of direct purchases of units of the Reference Funds.
22. Accordingly, the Filer wishes to revoke and replace the Previous Decision with this decision.

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 investment objectives of each Top Fund as stated in the simplified prospectus states the name of its Reference Fund, and
- (ii) the proposed investment of each Top Fund in its Reference Fund is otherwise made in compliance with all other requirements of section 2.5 of NI 81-102,

except to the extent that discretionary relief has been granted from any such requirement.

“Darren McKall”
Manager,
Investment Funds and Structured Products
Ontario Securities Commission

2.2 Orders

2.2.1 Pro-Financial Asset Management Inc.

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

AND

IN THE MATTER OF
PRO-FINANCIAL ASSET MANAGEMENT INC.

ORDER

WHEREAS on May 17, 2013, the Commission issued a temporary order (the "Temporary Order") with respect to Pro-Financial Asset Management Inc. ("PFAM") pursuant to subsections 127(1) and (5) of the *Securities Act*, R.S.O. 1990, c. S.5, as amended (the "Act") ordering that:

- (i) pursuant to paragraph 1 of subsection 127(1) of the Act, the registration of PFAM as a dealer in the category of exempt market dealer be suspended and the following terms and conditions apply to the registration of PFAM as an adviser in the category of portfolio manager ("PM") and to its operation as an investment fund manager ("IFM"):
 - a. PFAM's activities as a PM and IFM shall be applied exclusively to the Managed Accounts (as defined in the Temporary Order) and to the Pro-Hedge Funds and Pro-Index Funds (as defined in the Temporary Order); and
 - b. PFAM shall not accept any new clients or open any new client accounts of any kind in respect of the Managed Accounts;
- (ii) 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 May 28, 2013, the Commission ordered: (i) the Temporary Order be extended to June 27, 2013; (ii) the hearing to consider whether to further extend the terms of the Temporary Order and/or to make any further order as to PFAM's registration proceed on June 26, 2013 at 10:00 a.m.;

AND WHEREAS on June 26, 2013, the Commission ordered that: (i) the Temporary Order be extended to July 15, 2013; and (ii) the affidavit of Michael Denyszyn sworn May 24, 2013 not be marked as an exhibit until the next appearance in the absence of a Commission order to the contrary; and the hearing to consider this matter proceed on July 12, 2012;

AND WHEREAS on July 11, 2013, the Commission ordered that: (i) the Temporary Order be extended to July 22, 2013; (ii) the hearing be adjourned to July 18, 2013 at 11:00 a.m.; and (iii) the hearing date of July 12, 2013 at 10:00 a.m. be vacated;

AND WHEREAS on July 18, 2013, PFAM brought a motion (the "First PFAM Motion") that the hearing be held *in camera* and that the affidavits of Michael Denyszyn sworn May 24 and June 24, 2013 and the affidavit of Michael Ho sworn July 17, 2013 (collectively the "Staff Affidavits") either not be admitted as evidence or else be treated as confidential documents and the parties agreed that the motion should be heard *in camera*;

AND WHEREAS on July 18, 2013, PFAM's counsel filed supporting documents (the "PFAM Materials") in support of the First PFAM Motion and counsel for PFAM and Staff made oral submissions and filed written submissions;

AND WHEREAS on July 22, 2013, the Commission ordered:

- (i) the Temporary Order be extended to August 26, 2013;
- (ii) leave be granted to the parties to file written submissions in respect of the First PFAM Motion;
- (iii) the Staff Affidavits, the transcript of the PFAM motion, the PFAM Materials, written submissions filed by Staff and PFAM and other documents presented during the course of the First PFAM Motion shall be treated as confidential documents until further direction or order of the Commission; and

- (iv) the hearing be adjourned to August 23, 2013 at 10:00 a.m.;

AND WHEREAS on August 23, 2013, Staff filed with the Commission the affidavit of Michael Ho sworn August 22, 2013 and PFAM's counsel filed the affidavit of Stuart McKinnon dated August 23, 2013 but the parties did not seek to mark these affidavits as exhibits;

AND WHEREAS on August 23, 2013, Staff and counsel for PFAM advised the Commission that the parties had agreed on the terms of a draft order;

AND WHEREAS on August 23, 2013, PFAM requested that the hearing be held *in camera* so PFAM's submissions on certain confidentiality issues could be heard and Staff did not oppose PFAM's request;

AND WHEREAS on August 27, 2013, the Commission ordered:

- (i) the Temporary Order be extended to October 11, 2013;
- (ii) the affidavit of Michael Ho sworn August 22, 2013 and the affidavit of Stuart McKinnon sworn August 23, 2013 be treated as confidential documents until further order of the Commission;
- (iii) PFAM will deliver to Staff the final principal protected note ("PPN") reconciliation report by 4:30 p.m. on September 30, 2013; and
- (iv) the hearing to consider whether to: (i) make any further order as to PFAM's registration as an adviser in the category of PM or in respect of its operation as an IFM, as a result of PFAM's ongoing capital deficiency; and/or (ii) otherwise vary or extend the terms of the Temporary Order, proceed on October 9, 2013 at 11:00 a.m.;

AND WHEREAS on October 9, 2013, PFAM brought a second motion (the "Second PFAM Motion") for an order that the hearing be held *in camera* and for a confidentiality order treating as confidential documents: (i) the Staff and PFAM affidavits; (ii) all facts and correspondence exchanged by Staff and PFAM; and (iii) any transcript of this and prior *in camera* proceedings;

AND WHEREAS on October 9, 2013, PFAM's counsel filed written submissions dated October 8, 2013, the affidavit of Stuart McKinnon sworn October 7, 2013 and the affidavit of Kenneth White sworn October 7, 2013 in support of the Second PFAM Motion and Staff filed written submissions dated October 9, 2013 and the affidavit of Michael Ho sworn October 8, 2013 and opposed the request for an *in camera* hearing and for the confidentiality order;

AND WHEREAS on October 9, 2013, the Commission heard submissions from counsel on the Second PFAM Motion *in camera* and the Commission requested the parties to prepare a draft order that, among other matters, addressed the confidentiality of documents filed with the Commission and permitted BNP Paribas Canada ("BNP") and Société Générale Canada ("SGC") (collectively the "Banks") to review certain documents attached to Staff affidavits dealing substantively with the PPN reconciliation process, provided the Banks treated such documents as confidential;

AND WHEREAS on October 11, 2013, the Commission ordered that:

- (i) the Temporary Order be extended to December 15, 2013;
- (ii) the affidavit of Michael Ho sworn October 8, 2013, the affidavit of Stuart McKinnon sworn October 7, 2013, the affidavit of Kenneth White sworn October 7, 2013 and the written submissions of the parties dated October 8 and 9, 2013 be treated as confidential documents until further order of the Commission; and
- (iii) the hearing to consider whether to: (i) make any further order as to PFAM's registration as an adviser in the category of PM or in respect of its operation as an IFM, as a result of PFAM's ongoing capital deficiency; and/or (ii) otherwise vary or extend the terms of the Temporary Order, shall proceed on December 12, 2013 at 10:00 a.m.;

AND WHEREAS on October 17, 2013, the Commission ordered (the "October 17, 2013 Order") that:

- (i) the affidavit of Michael Ho sworn October 8, 2013, the affidavit of Stuart McKinnon sworn October 7, 2013, the affidavit of Kenneth White sworn October 7, 2013 and the written submissions of the parties dated October 8 and 9, 2013 be treated as confidential documents until further order of the Commission;

- (ii) the previous orders as to confidentiality made by the Commission on July 22, 2013 and August 27, 2013 remain in force until further order or direction of the Commission; and
- (iii) documents related to the PPN reconciliation process listed on Schedule "A" to the October 17, 2013 Order be provided to counsel for the Banks on condition that the Banks treat those documents as confidential documents and not provide copies to any third party without further direction or order of the Commission;

AND WHEREAS on September 30, 2013, PFAM agreed to sell to another portfolio manager (the "Purchaser") PFAM's interest in all of the investment management contracts for the Pro-Index Funds and the Managed Accounts (the "First Transaction"). In a second transaction, an investor agreed to purchase through a corporation (the "Investor") all of the shares of the Purchaser (the "Second Transaction");

AND WHEREAS on October 22, 2013, the Purchaser and PFAM filed a notification letter providing Compliance and Registrant Regulation Branch ("CRR Branch") Staff with notice ("Notice") of the application filed under section 11.9 and 11.10 of National Instrument 31-103 – *Registration Requirements, Exemptions and Ongoing Registrant Obligations* ("NI 31-103") relating to the First Transaction and the Second Transaction (collectively, the "Transactions");

AND WHEREAS on November 5, 2013, the staff member of the CRR Branch conducting the review of the Notice requested copies of the affidavits of Michael Denyszyn sworn May 24 and June 24, 2013, the affidavits of Michael Ho sworn July 17, August 22 and October 8, 2013, the affidavits of Stuart McKinnon sworn July 17, August 23 and October 7, 2013, the affidavit of Kenneth White sworn October 7, 2013 and the submissions of Staff and Pro-Financial Asset Management Inc. ("PFAM") (collectively, the "Confidential Documents");

AND WHEREAS on November 12, 2013, PFAM filed an application with the Investment Funds Branch ("IF Branch") of the Commission for an order under section 5.5 of National Instrument 81-102 – *Mutual Funds* ("NI 81-102") for approval of the Purchaser as investment fund manager of the Pro-Index Funds and the Purchaser applied on October 24, 2013 for registration in the investment fund manager category for this purpose;

AND WHEREAS on November 13, 2013, Staff filed a Notice of Motion returnable on a date to be determined by the Secretary's office seeking an Order that Staff of the Enforcement Branch be permitted to provide some or all of the Confidential Documents to certain staff members of the CRR Branch and the IF Branch;

AND WHEREAS on November 25, 2013, the Commission ordered that:

- (i) Staff of the Enforcement Branch be permitted to provide the Confidential Documents to the following persons:
 - a. the staff members of the CRR Branch assigned to review the Notice;
 - b. the staff member who has been designated to act in the capacity of the Director on behalf of the CRR Branch for the purposes of deciding whether to object to the Notice;
 - c. the staff members of the IF Branch who have been assigned to review the application made by PFAM or the Purchaser under section 5.5 of NI 81-102; and
 - d. the staff member who has been designated to act in the capacity of the "Director" for the purposes of deciding whether to approve the application under section 5.5 of NI 81-102;
- (ii) The CRR staff members assigned to review the Notice be permitted to provide relevant information derived from the Confidential Documents ("Relevant Information") to PFAM, the Purchaser and their counsel involved in the Notice as part of the CRR staff members' review and analysis of the Notice on condition that the recipients of such information treat it as confidential and not provide it to any third party without further direction or order of the Commission;
- (iii) The IF staff members assigned to review the application for change of fund manager be permitted to provide Relevant Information to PFAM, the Purchaser and their counsel involved in the application filed under NI 81-102 as part of the Investment Funds staff members' review and analysis of the application on condition that the recipients of such information treat it as confidential and not provide it to any third party without further direction or order of the Commission;
- (iv) The CRR staff members assigned to review the Notice be permitted to provide Relevant Information to the Investor or its counsel with the consent of PFAM; and

- (v) The parties may seek direction from the Commission in the event that the CRR staff members and PFAM cannot agree on whether Relevant Information should be provided to the Investor or its counsel;

AND WHEREAS Staff has filed an affidavit of Michael Ho sworn December 10, 2013 attaching a letter from counsel to Investment Administration Solution Inc. ("IAS"), PFAM's recordkeeper for the PPNs, requesting a copy of the PPN reconciliation report submitted by PFAM to Staff;

AND WHEREAS PFAM's counsel provided to Staff and to the Commission and made submissions based on an affidavit of Stuart McKinnon sworn December 11, 2013 which was not marked as an exhibit on December 12, 2013 at the Commission hearing held that day;

AND WHEREAS on December 12, 2013, Staff and counsel for PFAM appeared before the Commission and made submissions on: (i) the appropriate form of order to govern the provision of the Confidential Documents to other members of Staff of the Commission; and (ii) whether IAS should receive copies of the PPN reconciliation reports submitted by PFAM to Staff;

AND WHEREAS by Commission Order dated December 13, 2013, the Commission ordered that:

- (i) the Confidential Documents may be provided to any member of Staff of the Commission, as necessary in the course of their duties;
- (ii) the Temporary Order be extended to January 24, 2014;
- (iii) the hearing be adjourned to January 21, 2014 at 11:00 a.m.; and
- (iv) Staff shall be entitled to provide a copy of each document relating to the PPN reconciliation process listed on Schedule "A" of the October 13, 2013 order to counsel for IAS on the conditions that: (a) IAS treat those documents as confidential and not provide them to any third party without further direction or order of the Commission; and (b) IAS may use the documents for the purpose of assisting Staff in resolving the PPN discrepancy, and for no other purpose;

AND WHEREAS on January 15, 2014, PFAM's counsel advised Staff that the prospectus for the distribution of securities of the Pro-Index Funds had passed its lapse date on January 14, 2014 and PFAM's counsel requested a lapse date extension of 40 days from Staff;

AND WHEREAS on January 17, 2014, PFAM's counsel filed a pre-hearing conference memorandum ("PFAM's Pre-Hearing Memorandum") with the Secretary's office to discuss various issues and seek an Order granting an extension to the lapse date for the Pro-Index Funds under subsection 62(5) of the Act (the "Lapse Date Relief");

AND WHEREAS PFAM filed the affidavit of Stuart McKinnon sworn January 19, 2014 with the Secretary's office and Staff filed the affidavit of Susan Thomas sworn January 20, 2014 with the Secretary's office but neither party marked either affidavit as an exhibit at the appearance on January 21, 2014;

AND WHEREAS on January 21, 2014, Staff and PFAM's counsel appeared before the Commission and Staff advised the Commission that: (i) Staff's review of the Notice was expected to take another three to four weeks; (ii) the parties agreed that the prior confidentiality orders should be revised to permit Staff to provide the Confidential Documents or excerpts therefrom to the Purchaser, the Investor and their counsel as Staff determines necessary in the course of their duties and on the condition that the recipients treat such documents as confidential and not disclose them to any third party without further direction or order of the Commission; and (iii) the parties agreed that the Temporary Order should be extended;

AND WHEREAS on January 21, 2014, PFAM's counsel requested that submissions relating to the issues raised in PFAM's Pre-Hearing Memorandum be made *in camera* pursuant to Rule 6 of the Commission's *Rules of Procedure*, Staff opposed PFAM's request, and the Commission directed and the parties made submissions *in camera* on the Lapse Date Relief;

AND WHEREAS on January 21, 2014, the Commission ordered that: (i) the Temporary Order be extended to February 24, 2014; (ii) the hearing be adjourned to February 21, 2014 at 2:00 p.m.; (iii) Staff who have received the Confidential Documents be permitted to provide the Confidential Documents or an excerpt of the Confidential Documents to the Purchaser, the Investor and their counsel as set out in the Order; and (iv) PFAM be granted the Lapse Date Relief under subsection 62(5) of the Act to extend the lapse date for the Pro-Index Funds to February 24, 2014 on the conditions set out in the Order;

AND WHEREAS on February 14, 2014, PFAM's counsel served on Staff and filed a pre-hearing conference memorandum with the Secretary's office and requested a confidential pre-hearing conference during the week of February 24, 2014;

AND WHEREAS on February 21, 2014, PFAM's counsel was unavailable to attend before the Commission so the Commission ordered: (i) the Temporary Order be extended to March 6, 2014; (ii) the hearing be adjourned to March 3, 2014 at 11:00 a.m.; and (iii) a confidential pre-hearing conference proceed on February 25, 2014 at 3:30 p.m.;

AND WHEREAS PFAM's counsel requested in his prehearing conference memorandum an extension to the lapse date for the Pro-Index Funds which was previously extended to February 24, 2014 by Commission order dated January 21, 2014 (the "Further Lapse Date Relief");

AND WHEREAS in connection with a confidential pre-hearing conference on February 25, 2014 and the appearance on March 3, 2014, Staff filed the affidavit of Michael Ho sworn February 24, 2014 and written submissions dated February 28, 2014 to oppose the request for the Further Lapse Date Relief and PFAM's counsel filed the affidavits of Stuart McKinnon sworn February 21, 2014 and March 3, 2014 and a factum dated March 3, 2014 in support of the Further Lapse Date Relief;

AND WHEREAS on March 3, 2014, counsel for PFAM requested that submissions relating to the Further Lapse Date Relief be heard *in camera* and the Commission agreed to this request and the parties made oral submissions *in camera* on the issue of whether the Commission should grant the Further Lapse Date Relief;

AND WHEREAS on March 3, 2014, the Commission ordered that the Further Lapse Date Relief would be granted until April 7, 2014 subject to: (i) PFAM issuing a news release, in a form satisfactory to Staff, to ensure that investors receive full disclosure of the matters identified by Staff as set out below; and (ii) PFAM only being permitted to distribute securities of the Pro-Index Funds to existing securityholders of the Pro-Index Funds;

AND WHEREAS on March 3, 2014, the Commission advised, in the public portion of the hearing, that there had been two Director decisions recently made affecting PFAM (the "Director Decisions") and PFAM's counsel advised that the affected parties would seek a hearing and review under subsection 8(2) of the Act of both of the Director Decisions on an expedited basis;

AND WHEREAS on March 4, 2014, the Commission ordered: (i) the terms and conditions imposed on PFAM's registration by the Temporary Order be deleted and replaced with new terms and conditions which provided that PFAM shall not accept any new clients or open any new client accounts of any kind in respect of its Managed Accounts and that PFAM may only distribute securities of the Pro-Index Funds to existing securityholders of the Pro-Index Funds (the "Distribution Restriction"); (ii) PFAM be granted the Further Lapse Date Relief under subsection 62(5) of the Act to extend the lapse date for the Pro-Index Funds to April 7, 2014 subject to the conditions that: (a) PFAM issue a news release by March 6, 2014, in a form satisfactory to Staff, providing disclosure about the specific items set out in the March 4, 2014 order; and (b) PFAM comply with the terms of the March 4, 2014 order; (iii) the hearing be adjourned to April 7, 2014 at 10:00 a.m.; and (iv) the Temporary Order be extended to April 10, 2014;

AND WHEREAS on March 6, 2014, a confidential prehearing conference was held to consider a motion by counsel to the Purchaser and the Investor to vary the Distribution Restriction imposed by the Commission in the March 4, 2014 order, so that PFAM could continue distributing securities until April 7, 2014 to new investors after issuing the press release provided for in the March 4 order (the "Variation Motion");

AND WHEREAS on March 6, 2014, the Commission was of the view that the hearing of the Variation Motion should proceed only after a notice of the Variation Motion has been filed with the Secretary's office so that the public could be advised of the hearing;

AND WHEREAS on March 6, 2014, the Commission ordered that: (i) portions of the Commission decision of March 3, 2014 imposing the Distribution Restriction and deleting and replacing the terms and conditions on PFAM's registration and operation be stayed until March 11, 2014; (ii) PFAM be granted lapse date relief to extend the lapse date for the Pro-Index Funds to March 11, 2014; (iii) the Purchaser and the Investor file notice of the Variation Motion with the Secretary's office; and (iv) the Variation Motion be adjourned to March 11, 2014 at 1:00 p.m.;

AND WHEREAS the Purchaser and Investor's counsel filed the affidavit of Diego Beltran sworn March 5, 2014, the affidavit of Stuart McKinnon sworn March 11, 2014 and written submissions dated March 6, 2014 in support of the Variation Motion and Staff filed the affidavit of Michael Ho sworn March 10, 2014 and written submissions dated March 10, 2014 to oppose the Variation Motion;

AND WHEREAS on March 11, 2014, the Purchaser and the Investor's counsel made a request that the hearing of the Variation Motion proceed *in camera* and Staff opposed the request and the Purchaser and Investor's counsel and Staff made oral submissions and the Commission denied the request that the hearing proceed *in camera*;

AND WHEREAS on March 11, 2014, Staff opposed the Variation Motion and the Purchaser and Investor's counsel and Staff made oral submissions on the Variation Motion and Staff advised that a separate order will be required to cease the distribution of securities of the Pro-Index Funds to new investors as of March 11, 2014 if the Variation Motion is dismissed;

AND WHEREAS on March 11, 2014, the Commission ordered that: (i) the Variation Motion be dismissed; and (ii) the distribution of securities of the Pro-Index Funds to new investors be ceased as of the end of the day on March 11, 2014;

AND WHEREAS PFAM filed the affidavit of Stuart McKinnon sworn April 4, 2014 in support of its request for a further lapse date extension (the "Third Lapse Date Extension Request") and requested that the affidavit be treated on a confidential basis and Staff filed an affidavit of Mostafa Asadi sworn April 4, 2014 and opposed the Third Lapse Date Extension Request on the basis that PFAM has not filed the annual audited financial statements or the annual management reports of fund performance for the Pro-Index Funds which were due on March 31, 2014;

AND WHEREAS on April 7, 2014, PFAM's counsel requested that the submissions of the parties be heard *in camera* and Staff opposed the request and the Commission directed PFAM's counsel and Staff to make oral submissions *in camera*;

AND WHEREAS on April 7, 2014, Staff requested permission to provide a copy of the affidavit of Stuart McKinnon sworn April 4, 2014 to IAS or its legal counsel prior to the argument of PFAM's Third Lapse Date Request and PFAM's counsel opposed Staff's request;

AND WHEREAS on April 7, 2014, the parties made submissions *in camera* and the Commission directed that the affidavit of Stuart McKinnon sworn April 4, 2014 shall not be received on a confidential basis and directed that the correspondence between Staff and PFAM's counsel be treated as confidential;

AND WHEREAS on April 7, 2014, the Commission ordered that: (i) the lapse date for the Pro-Index Funds be extended to April 21, 2014; (ii) the affidavit of Stuart McKinnon sworn April 4, 2014 shall appear on the public record except for exhibits containing the correspondence between Staff and PFAM's counsel, including enclosures; (iii) Staff shall be entitled to provide a copy of the affidavit of Stuart McKinnon sworn April 4, 2014 to IAS or IAS' legal counsel subject to the conditions that IAS shall treat as confidential all correspondence between PFAM and Staff forming part of the affidavit and IAS shall only use the affidavit to assist Staff in the ongoing proceeding; (iv) the Temporary Order be extended to April 21, 2014; and (v) the hearing be adjourned to April 17, 2014 at 11:00 a.m. to argue the Third Lapse Date Extension Request.

AND WHEREAS on April 17, 2014, Staff filed the affidavit of Michael Ho sworn April 11, 2014 to oppose the Third Lapse Date Extension Request and PFAM filed the affidavit of Stuart McKinnon sworn April 16, 2014 in support of the Third Lapse Date Extension Request;

AND WHEREAS on April 17, 2014, PFAM's counsel requested that the submissions of the parties on the Third Lapse Date Extension Request be heard *in camera* and Staff opposed PFAM's request and the Commission directed that the parties' submissions on the Third Lapse Date Extension Request would not be heard *in camera*;

AND WHEREAS on April 17, 2014, PFAM's counsel made oral submissions and filed written submissions dated April 7 and 17, 2014 in support of the Third Lapse Date Extension Request and Staff made oral and filed written submissions dated April 14, 2014 to oppose PFAM's request and after hearing the parties' submissions, the Commission reserved its decision and adjourned the hearing to April 21, 2014 at 2:00 p.m.;

AND WHEREAS on April 21, 2014, the Commission dismissed the Third Lapse Date Extension Request and provided oral reasons for its decision;

AND WHEREAS on April 21, 2014, the Commission ordered that: (i) the Third Lapse Date Extension Request be dismissed without prejudice to PFAM bringing an application under section 144 to vary or revoke this order if the audited financial statements and management reports of fund performance for the Pro-Index Funds are filed with the Commission; (ii) notwithstanding that the lapse date for the Pro-Index Funds was previously extended to April 21, 2014, the distribution of securities of the Pro-Index Funds shall cease as of the end of the day on April 21, 2014; (iii) the Temporary Order be extended to May 27, 2014; and (iv) the hearing be adjourned to May 23, 2014 at 10:00 a.m.;

AND WHEREAS on May 23, 2014, Staff filed the affidavit of Michael Ho sworn May 22, 2014 to: (i) update the Commission on the payments by PFAM on March 31, April 7 and 8, 2014 of maturity proceeds for certain series of PPNs to an escrow agent as arranged by the Banks and agreed to by PFAM; and (ii) confirm that the current discrepancy between the records of the recordkeeper and the trustee remains unchanged and indicates that the total cash obligation to PPN noteholders exceeds the amount in the trustee's records by \$1,222,549.45;

AND WHEREAS on May 23, 2014, the Commission ordered that: (i) the term and condition on PFAM's registration which stated that "PFAM may only distribute securities of the Pro-Index Funds to existing security holders of the Pro-Index

Funds” be deleted and replaced with “PFAM shall not distribute securities of the Pro-Index Funds”; (ii) a confidential pre-hearing conference be held on June 5, 2014 at 10:00 a.m.; (iii) the hearing be adjourned to July 2, 2014 at 10:00 a.m.; and (iv) the Temporary Order be extended to July 4, 2014;

AND WHEREAS the Secretary’s office advised the parties that the Commission was not available on July 2, 2014 and the parties agreed to adjourn the hearing to July 9, 2014 at 10:00 a.m. and to extend the Temporary Order to July 11, 2014;

AND WHEREAS on June 11, 2014, the Commission ordered that: (i) a confidential pre-hearing conference in respect of the section 8 hearing and review of the Director Decisions be held on June 26, 2014 at 2:00 p.m.; (ii) the hearing be adjourned to July 9, 2014 at 10:00 a.m.; and (iii) the Temporary Order be extended to July 11, 2014;

AND WHEREAS on July 9, 2014, the Commission ordered that: (i) the hearing be adjourned to August 8, 2014 at 10:00 a.m.; and (ii) the Temporary Order as amended by previous Commission orders be extended to August 11, 2014;

AND WHEREAS on July 9 and 10, 2014, the Commission held a hearing and review under subsection 8(2) of the Act to consider the decision of the Director of the CRR Branch to object to the Transactions;

AND WHEREAS on July 16, 2014, the Commission approved the Transactions under subsections 11.9(5) and 11.10(6) of NI 31-103 subject to nine terms and conditions;

AND WHEREAS on August 8, 2014, counsel for PFAM requested a short adjournment to permit counsel with carriage of the PFAM matter to attend before the Commission to make submissions on the affidavit of Michael Ho sworn August 7, 2014;

AND WHEREAS on August 8, 2014, the Commission ordered that the Temporary Order be extended to August 29, 2014 and the hearing be adjourned to August 26, 2014 at 10:00 a.m. to hear submissions from the parties;

AND WHEREAS on August 26, 2014, Staff filed the affidavit of Michael Ho sworn August 7, 2014 to update the Commission on the complaints received by Staff from PPN noteholders and advisers to PPN noteholders and to set out Staff’s information that: (i) in June 2014, PFAM resigned as administrator for the PPNs issued by the Banks; (ii) eight of the nine series of PPNs have matured; (iii) two series of PPNs have been paid out to PPN noteholders at maturity in 2010 and 2011; (iv) in March and April, 2014, the maturity proceeds for five series of PPNs which matured between December 2012 and March 31, 2014 inclusive were paid to escrow accounts at the BMO Trust Company (“BMO Trust”); (v) one series of PPNs matured on June 30, 2014 and the maturity proceeds have been paid to BMO Trust; (vi) BNP has advised Staff that BNP intends to fund the shortfall and to pay the PPN noteholders the full redemption amounts on the matured series of PPNs issued by BNP; (vii) SGC has advised Staff that SGC has paid the full proceeds payable upon maturity for the matured series of PPNs issued by SGC and such funds are being held in escrow at BMO Trust; (viii) BNP has advised Staff that BNP is currently making the necessary administrative arrangements to make payments to PPN noteholders directly; and (ix) SGC has advised Staff that SGC is carefully reviewing the registers and other records available to identify PPN noteholders and SGC will make arrangement for payment once sufficient reliable information is available;

AND WHEREAS on August 26, 2014, the Commission ordered that the Temporary Order be extended to October 1, 2014 and the hearing be adjourned to September 29, 2014 at 10:00 a.m.;

AND WHEREAS on September 24, 2014, the Commission rescheduled the PFAM hearing from September 29, 2014 at 10:00 a.m. to September 30, 2014 at 12:30 p.m.;

AND WHEREAS on September 30, 2014, Staff and counsel for PFAM advised that the parties consent to the adjournment of the hearing to November 20, 2014 and to the extension of the Temporary Order to November 24, 2014;

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 hearing is adjourned to November 20, 2014 at 10:00 a.m. and the Temporary Order as amended by previous Commission orders is extended to November 24, 2014.

DATED at Toronto this 30th day of September, 2014.

“James E. A. Turner”

2.2.2 A25 Gold Producers Corp.

**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 WHEREAS on January 16, 2014, 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 WHEREAS on February 28, 2014, the Commission ordered:

- (a) a pre-hearing conference shall take place on April 1, 2014 at 9:00 a.m.; and
- (b) the hearing on the merits in this matter shall commence on October 20, 2014 at 10:00 a.m. and shall 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 on April 1, 2014, the Commission ordered:

- (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;

AND WHEREAS on September 24, 2014, Staff and the agent for counsel to the Respondents appeared for a pre-hearing conference before the Commission and the agent for counsel to the Respondents brought a motion to adjourn 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:

- (a) the pre-hearing conference date of October 20, 2014 be vacated;
- (b) the hearing dates of November 17, 19, 20, 21, 24, 25, 26, 27, and 28, 2014 be vacated;
- (c) the Respondents shall provide their hearing briefs, will-say statements and witness lists to Staff by November 14, 2014; and
- (d) the hearing on the merits in this matter shall commence on January 19, 2015 at 10:00 a.m. and shall continue on January 20, 21, 22, 23, 26, 28, 29 and 30, 2015.

DATED at Toronto this 24th day of September, 2014.

"James E. A. Turner"

2.2.3 The Business, Engineering, Science & Technology Discoveries Fund Inc. – s. 1(10)(a)(ii)

immediately following the Director granting the relief requested.

Headnote

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

Applicable Legislative Provisions

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

October 2, 2014

The Business, Engineering, Science & Technology
Discoveries Fund Inc.
c/o McMillan LLP
Brookfield Place
181 Bay Street, Suite 4400
Toronto, Ontario
M5J 2T3

Dear Sirs/Mesdames:

Re: The Business, Engineering, Science & Technology Discoveries Fund Inc. (the Applicant) – application for an order under subclause 1(10)(a)(ii) of the Securities Act (Ontario) (the Act) that the Applicant is not a reporting issuer

The Applicant has applied to the Ontario Securities Commission for an order under subclause 1(10)(a)(ii) of the Act that the Applicant is not a reporting issuer.

In this order, “securityholder” means, for a security, the beneficial owner of the security.

The Applicant has represented to the Commission that:

- (a) the outstanding securities of the Applicant, including debt securities, are beneficially owned, directly or indirectly, by fewer than 15 securityholders in Ontario and fewer than 51 securityholders in total worldwide;
- (b) no securities of the Applicant, including debt securities, are traded in Canada or another country on a marketplace as defined in National Instrument 21-101 *Marketplace Operation* or any other facility for bringing together buyers and sellers of securities where trading data is publicly reported;
- (c) the Applicant is not in default of any of its obligations under the Act as a reporting issuer; and
- (d) the Applicant will not be a reporting issuer in any jurisdiction of Canada

The Director is satisfied that it would not be prejudicial to the public interest to grant the requested relief and orders that the Applicant is not a reporting issuer.

“Vera Nunes”
Manager,
Investment Funds and Structured Products Branch
Ontario Securities Commission

Chapter 3

Reasons: Decisions, Orders and Rulings

3.1 OSC Decisions, Orders and Rulings

3.1.1 Ernst & Young LLP and Ernst & Young LLP (Audits of Zungui Haixi Corporation)

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

AND

IN THE MATTER OF
ERNST & YOUNG LLP

AND

IN THE MATTER OF
ERNST & YOUNG LLP
(AUDITS OF ZUNGUI HAIXI CORPORATION)

Hearing: September 30, 2014

Panel: James E. A. Turner – Vice-Chair

Appearances: Yvonne Chisholm – For Staff of the Commission

Linda Fuerst – For Ernst & Young LLP

ORAL RULING AND REASONS

The following ruling and reasons have been prepared for the purpose of publication in the Ontario Securities Commission Bulletin and are based on portions of the transcript of the hearing. The excerpts from the transcript have been edited and supplemented and the text has been approved by the Chair of the Panel for the purpose of providing a public record of the decision and reasons.

[1] Staff of the Commission ("**Staff**") and Ernst & Young LLP ("**Ernst & Young**" or the "**Respondent**") have agreed to a settlement of the proceeding initiated in respect of Ernst & Young by Notice of Hearing dated December 3, 2012 relating to its audits of the financial statements of Sino-Forest Corporation ("**Sino-Forest**"), and of the proceeding initiated in respect of Ernst & Young by Notice of Hearing dated June 24, 2013 relating to its audits of the financial statements of Zungui Haixi Corporation ("**Zungui**") on the basis of the terms and conditions set forth in a settlement agreement dated September 15, 2014 (the "**Settlement Agreement**").

[2] This was a hearing to consider and approve the Settlement Agreement between Staff and the Respondent.

[3] The facts and circumstances relating to Staff's investigations and conclusions are set forth in the Settlement Agreement and will not be repeated here.

[4] This is a very important settlement for the Commission for the reasons I will refer to below.

[5] First, I note that the Settlement Agreement was submitted to me for my consideration in a confidential settlement conference on September 18, 2014. I reviewed the terms of the settlement at that time, heard the submissions of the parties and indicated that I was prepared to approve the settlement as being in the public interest.

[6] The Settlement Agreement is the result of a negotiation between Staff and the Respondent and in considering the approval of the Settlement Agreement, I must give significant deference to the recommendations of Staff given their knowledge

of the investigations and all of the surrounding circumstances. Staff has recommended approval of this settlement as being in the public interest.

[7] The question I must determine is not whether I would impose the sanctions set forth in the Settlement Agreement after a contested hearing. My role is to determine whether the terms of the settlement as a whole are fair and reasonable in the circumstances. In making that determination, I must rely only on the facts and the conclusions reached by Staff as set out in the Settlement Agreement.

[8] In considering this matter, I note that the Commission's objective under the *Securities Act*, R.S.O. 1990, c. S.5, as amended (the "**Act**") is not to punish a respondent but to ensure the integrity of our capital markets and that investors and our capital markets are protected, to the extent reasonably possible, from similar misconduct. Accordingly, specific and general deterrence is a very important factor in considering the terms and conditions of the Settlement Agreement.

[9] An auditor plays a crucial gatekeeper role in ensuring the integrity of the financial information and statements upon which investors rely. Accordingly, auditors play a vital role in the effective functioning of our capital markets. That is why the Commission views Ernst & Young's failures in these matters as so serious.

[10] I am satisfied that the voluntary payment of \$8 million to the Commission under the Settlement Agreement, together with the other terms of settlement, will send a very clear message that the Commission expects that auditors of reporting issuers will fully comply with auditing standards and will exercise an appropriate level of scrutiny, professional skepticism and diligence in the performance of their audits. The settlement also demonstrates that Staff will not hesitate to initiate proceedings against an auditor where appropriate audit standards have not been met.

[11] In considering whether the terms of the Settlement Agreement are fair and reasonable, I note the following:

- (a) Ernst & Young has settled class action lawsuits relating to the circumstances described in the Settlement Agreement by paying \$119 million to shareholders and noteholders of Sino-Forest and Zungui. I understand that those settlements were found by the relevant courts to be fair and reasonable. It is appropriate in these circumstances for me to acknowledge and take into consideration the making of those payments in assessing the overall terms of this settlement;
- (b) in addition, Ernst & Young will make a voluntary payment to the Commission of \$8 million. The \$8 million amount was agreed to by Staff and Ernst & Young after what was described as "intense" negotiations. It is likely that amount exceeds any administrative penalty or penalties that could have been imposed on Ernst & Young under the Act after contested hearings in these matters. As noted by Staff, \$2.1 million of the \$8 million payment will be applied to the Commission's substantial costs in these matters and will substantially defray those costs. I am prepared to accept the voluntary payment of \$8 million as being reasonable in the circumstances and proportionate to Ernst & Young's conduct in these matters;
- (c) Staff does not allege, and has found no evidence of, dishonest conduct by Ernst & Young. There is no suggestion that Ernst & Young engaged in abusive, fraudulent or criminal conduct; to the contrary, these matters address appropriate auditing standards and the failures of an auditor as a gatekeeper. I note that allegations of fraud have been made against certain officers and directors of Sino-Forest in a separate proceeding before the Commission;
- (d) Ernst & Young co-operated with Staff in connection with this matter and self-reported auditing issues related to the Zungui matter;
- (e) Ernst & Young has taken significant remedial action with respect to its policies and procedures for auditing reporting issuers with significant operations in emerging markets. That means that the auditing deficiencies in these matters are unlikely to occur again;
- (f) Ernst & Young has agreed to co-operate with Staff in its ongoing investigation of the affairs of Sino-Forest and will make its officers and employees available to testify at the hearing before the Commission with respect to that matter. That co-operation may be a substantial benefit to Staff; and
- (g) it is important to recognize that this settlement avoids two complex, lengthy and expensive hearings addressing the interpretation and application of auditing standards and the exercise by auditors of an appropriate level of scrutiny, professional skepticism and diligence. I understand that those hearings would have involved expert reports from multiple expert witnesses and were anticipated to take at least 100 hearing days before the Commission. There is significant uncertainty and substantial risks to both sides as to the potential outcomes of those hearings. The settlement avoids those uncertainties and risks and brings these proceedings to an appropriate conclusion. These are important factors in considering this settlement.

[12] I have reviewed the cases referred to me as relevant to this matter, including some cases settled by the United States Securities and Exchange Commission (the “SEC”) on a no-contest basis. The terms of this settlement are unprecedented in Canada in these circumstances and the voluntary payment in this matter is consistent with the level of payments imposed by the SEC in some similar matters.

[13] Staff is recommending this settlement on a no-contest basis. The Settlement Agreement provides that Ernst & Young “neither admits nor denies the accuracy of the facts stated by Staff or the conclusions of Staff set out in the Settlement Agreement”. However, Staff asserts that the facts set out in the Settlement Agreement are based on the investigations carried out by Staff and are supported by the evidence, and that Staff’s conclusions set forth in the Settlement Agreement are reasonable.

[14] Under the Settlement Agreement, Ernst & Young has agreed not to make any public statement that is inconsistent with the Settlement Agreement or state that there is no factual basis for this settlement. Ernst & Young is not, however, restricted by this settlement in meeting its testimonial obligations or in taking any legal or factual positions in other investigations or proceedings.

[15] This is the first no-contest settlement since the Commission’s decision that it would consider such settlements in appropriate circumstances. In my view, these matters are entirely appropriate for a no-contest settlement for the following reasons:

- (a) first, the Settlement Agreement includes detailed facts and conclusions asserted by Staff. That means that I have an appropriate record before me to consider and assess the terms of settlement and that market participants will have a clear understanding as to the audit deficiencies involved in these matters and of Staff’s views with respect to those deficiencies. Accordingly, hearings on the merits in these matters would provide little further guidance or benefit to the market;
- (b) as noted above, Staff does not allege, and has found no evidence of, dishonest conduct by Ernst & Young;
- (c) there is no doubt that investors suffered severe financial losses as a result of the collapse of Sino-Forest. Ernst & Young has, however, paid an aggregate of \$119 million in settlement of class action lawsuits brought by security holders of Sino-Forest and Zungui; \$117 million of that amount was paid in respect of the Sino-Forest matter. Those are unprecedented payments and the courts involved have approved them. These payments have, to at least some extent, mitigated the harm to investors and must be taken into account in assessing the overall terms of this settlement;
- (d) Ernst & Young co-operated with Staff in connection with this matter and self-reported auditing issues related to the Zungui matter; and
- (e) Ernst & Young has taken the remedial actions described in paragraph 11(e) above and has agreed to the on-going co-operation with Staff referred to in paragraph 11(f) above.

[16] Further, it appears to me that, but for the no-contest nature of this settlement, it is unlikely that a settlement of these matters would have been reached.

[17] In recommending that the Commission approve this settlement, Staff has considered the factors set forth in OSC Staff Notice 15-702 – *Revised Credit for Co-Operation Program*, and Staff submits that this settlement meets those criteria. I agree with that submission.

[18] Accordingly, the Commission is through the terms of this settlement accomplishing on a timely basis the important regulatory objectives referred to above and is avoiding the risks inherent in the outcomes of contested hearings.

[19] Ultimately it is a matter for my discretion, to be exercised in the public interest, whether I am prepared to approve this settlement on the terms presented. In the circumstances, I find that the terms of the Settlement Agreement are fair and reasonable and provide an appropriate basis for settlement of these matters.

[20] I therefore conclude that it is in the public interest to approve the Settlement Agreement in the form submitted to me. I will issue an order approving the settlement in the form set out in Schedule A to this ruling.

Approved this 3rd day of October, 2014.

“James E. A. Turner”

Schedule A

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

AND

**IN THE MATTER OF
ERNST & YOUNG LLP**

AND

**IN THE MATTER OF
ERNST & YOUNG LLP
(AUDITS OF ZUNGUI HAIXI CORPORATION)**

AND

**IN THE MATTER OF
A SETTLEMENT AGREEMENT BETWEEN
STAFF OF THE ONTARIO SECURITIES COMMISSION
AND
ERNST & YOUNG LLP**

**ORDER
(Sections 127 and 127.1)**

WHEREAS on December 3, 2012, 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 Ernst & Young LLP ("Ernst & Young"). That Notice of Hearing was issued in connection with the allegations set out in the Statement of Allegations of Staff of the Commission ("Staff") dated December 3, 2012 relating to Ernst & Young's audits of the financial statements of Sino-Forest Corporation (the "Sino-Forest Proceeding");

AND WHEREAS on June 24, 2013, the Commission issued a second Notice of Hearing pursuant to sections 127 and 127.1 of the *Securities Act* in respect of Ernst & Young. That Notice of Hearing was issued in connection with the allegations set out in the Statement of Allegations of Staff dated June 24, 2013 relating to Ernst & Young's audits of the financial statements of Zungui Haixi Corporation (the "Zungui Proceeding");

AND WHEREAS Ernst & Young entered into a Settlement Agreement with Staff dated September 23, 2014 (the "Settlement Agreement") in which Ernst & Young agreed to a proposed settlement of the Sino-Forest Proceeding and the Zungui Proceeding, subject to the approval of the Commission;

AND WHEREAS on September 19, 2014, the Commission issued a Notice of Hearing pursuant to section 127 of the *Securities Act* to announce that it proposed to hold a hearing to consider whether it is in the public interest to approve the Settlement Agreement;

AND UPON reviewing the Settlement Agreement, the Notices of Hearing, and the Statements of Allegations of Staff in the Sino-Forest Proceeding and the Zungui Proceeding, and upon hearing submissions from counsel for Ernst & Young and from Staff;

AND WHEREAS Ernst & Young has undertaken in the Settlement Agreement to cooperate with Staff regarding its ongoing investigation into the affairs of Sino-Forest Corporation and any resulting hearing before the Commission. Ernst & Young has further undertaken to make its current partners and employees available to testify at any resulting hearing if requested by Staff and make best efforts to cause its former partners and employees to do so;

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) Ernst & Young shall make a voluntary payment to the Commission in the amount of \$8 million in total, to be allocated as follows:
 - (i) \$6.5 million for the Sino-Forest Proceeding, of which \$1.5 million shall be allocated to the Commission's costs of the investigation, and the balance shall be designated for allocation or for use by the Commission in accordance with subsections 3.4(2)(b)(i) or (ii) of the *Securities Act*; and
 - (ii) \$1.5 million for the Zungui Proceeding, of which \$600,000 shall be allocated to the Commission's costs of the investigation, and the balance shall be designated for allocation or for use by the Commission in accordance with subsections 3.4(2)(b)(i) or (ii) of the *Securities Act*.

DATED at Toronto, this 30th day of September, 2014.

"James E. A. Turner"

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Chapter 4

Cease Trading Orders

4.1.1 Temporary, Permanent & Rescinding Issuer Cease Trading Orders

Company Name	Date of Temporary Order	Date of Hearing	Date of Permanent Order	Date of Lapse/Revoke

THERE ARE NO ITEMS TO REPORT THIS WEEK.

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
ZoomMed Inc.	03 October 14	15 October 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
ZoomMed Inc.	03 October 14	15 October 14			

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Chapter 5

Rules and Policies

5.1.1 NI 52-108 Auditor Oversight

NATIONAL INSTRUMENT 52-108 AUDITOR OVERSIGHT

PART 1 DEFINITIONS AND APPLICATION

Definitions

1. In this Instrument

"CPAB" means the Canadian Public Accountability Board/Conseil canadien sur la reddition de comptes, incorporated as a corporation without share capital under the *Canada Corporations Act* by Letters Patent dated April 15, 2003;

"CPAB rules" means the rules and bylaws of CPAB, as amended from time to time;

"participating audit firm" means a public accounting firm that has entered into a participation agreement and that has not had its participant status terminated or, if its participant status was terminated, the status has been reinstated by CPAB;

"participation agreement" means a written agreement between CPAB and a public accounting firm in connection with CPAB's program of practice inspections and the establishment of practice requirements;

"professional standards" means the standards, as amended from time to time, listed in section 300 of CPAB rules that are applicable to participating audit firms;

"public accounting firm" means a person or company engaged in the business of providing the services of a public accountant.

PART 2 AUDITOR OVERSIGHT

Public Accounting Firms

2. A public accounting firm that prepares an auditor's report with respect to the financial statements of a reporting issuer must be, as of the date of the auditor's report
- (a) a participating audit firm,
 - (b) in compliance with any remedial action referred to in subsection 5(1), and
 - (c) in compliance with the notice requirements of subsections 5(1) and (2).

Notice to Reporting Issuer if Public Accounting Firm Not in Compliance

- 3.
- (1) If a public accounting firm has been appointed to prepare an auditor's report with respect to the financial statements of a reporting issuer and, at any time before signing the auditor's report, the public accounting firm is not in compliance with the requirements of paragraphs 2(a), (b) or (c), the public accounting firm must deliver to the reporting issuer a notice in writing that it is not in compliance within 2 business days of first becoming aware of its non-compliance.
 - (2) A public accounting firm that previously delivered a notice to a reporting issuer under subsection(1) must not notify the reporting issuer that it is in compliance with paragraph 2(a), (b) or (c) unless the public accounting firm has been informed in writing by CPAB that the circumstances that gave rise to the notice no longer apply.
 - (3) A public accounting firm must deliver a copy of a notice required under this section to CPAB on the same day that the notice is delivered to the reporting issuer.

Reporting Issuers

4. A reporting issuer that files its financial statements accompanied by an auditor's report must have the auditor's report prepared by a public accounting firm that, as of the date of the auditor's report,
- (a) is a participating audit firm, and
 - (b) has not delivered to the reporting issuer a notice under subsection 3(1) or, if it has delivered to the reporting issuer a notice under subsection 3(1), the public accounting firm has notified the reporting issuer that the circumstances that gave rise to the notice no longer apply.

PART 3 NOTICE

Notice of Remedial Action to the Regulator or the Securities Regulatory Authority

5. (1) A participating audit firm appointed to prepare an auditor's report with respect to the financial statements of a reporting issuer must deliver a notice to the regulator or, in Quebec, the securities regulatory authority, if any of the following occurs:
- (a) CPAB notifies the participating audit firm in writing that it requires the participating audit firm to take one or more of the following remedial actions:
 - (i) terminate an audit engagement;
 - (ii) engage an independent monitor to observe and report to CPAB on the participating audit firm's compliance with professional standards;
 - (iii) engage an external reviewer or supervisor to oversee the work of the participating audit firm;
 - (iv) limit the type or number of new reporting issuer audit clients the participating audit firm may accept;
 - (b) CPAB notifies the participating audit firm in writing that it must disclose to the regulator or, in Quebec, the securities regulatory authority, any remedial action not referred to in paragraph (a);
 - (c) CPAB publicly discloses a remedial action with which the participating audit firm must comply.
- (2) The notice required under subsection (1) must be in writing and must include all of the following:
- (a) how the participating audit firm failed to comply with professional standards;
 - (b) the name of each reporting issuer whose audit file was referred to by CPAB in its communications with the participating audit firm as the basis, in whole or in part, for CPAB's conclusion that the participating audit firm failed to comply with professional standards;
 - (c) each remedial action that CPAB imposed on the participating audit firm, as described by CPAB;
 - (d) the time period within which the participating audit firm must comply with each remedial action, as described by CPAB.
- (3) A participating audit firm must deliver the notice required under subsection (2) to the regulator or, in Quebec, the securities regulatory authority, no later than 2 business days after the date that CPAB notifies the participating audit firm that it must comply with any remedial action under paragraph (1)(a), (b) or (c).
- (4) The participating audit firm must deliver a copy of a notice required under this section to CPAB on the same day that the notice is delivered to the regulator or, in Quebec, the securities regulatory authority.

Additional Notice Relating to Defects in the System of Quality Control

6. (1) If CPAB required a participating audit firm to comply with any remedial action relating to a defect in the participating audit firm's system of quality control, and CPAB notifies the participating audit firm in writing that it has failed to address the defect in its system of quality control to the satisfaction of CPAB within the time period required by CPAB, the participating audit firm must deliver a notice to all of the following:

- (a) for each reporting issuer for which the participating audit firm is appointed to prepare an auditor's report,
 - (i) the audit committee, or
 - (ii) if the reporting issuer does not have an audit committee, the person or company responsible for reviewing and approving the reporting issuer's financial statements before they are filed;
 - (b) the regulator or, in Quebec, the securities regulatory authority.
- (2) The notice required under subsection (1) must be in writing and must describe all of the following:
 - (a) the defect in the participating audit firm's system of quality control identified by CPAB;
 - (b) the remedial action imposed by CPAB, including the date the remedial action was imposed and the time period within which CPAB required the participating audit firm to address the defect in its system of quality control;
 - (c) why the participating audit firm failed to address the defect in its system of quality control within the time period required by CPAB.
- (3) A participating audit firm must deliver the notice required under subsection (1) no later than 10 business days after the participating audit firm received notice from CPAB in writing that the participating audit firm failed to address the defect in its system of quality control within the time period required by CPAB.
- (4) The participating audit firm must deliver a copy of a notice required under this section to CPAB on the same day the notice is delivered to the regulator or, in Quebec, the securities regulatory authority.

Notice Before New Appointment

- 7. (1) A participating audit firm that is seeking an appointment to prepare an auditor's report with respect to the financial statements for a financial year of a reporting issuer must deliver a notice to the reporting issuer's audit committee or, if the reporting issuer does not have an audit committee, the person or company responsible for reviewing and approving the reporting issuer's financial statements before they are filed, if
 - (a) the participating audit firm did not audit the financial statements of the reporting issuer for the immediately preceding financial year, and
 - (b) CPAB informed the participating audit firm within the preceding 12-month period that the participating audit firm failed to address a defect in its system of quality control to the satisfaction of CPAB.
- (2) The notice required under subsection (1) must be in writing and include the information referred to in subsection 6(2).

PART 4 EXEMPTION

Exemption

- 8. (1) The regulator or the securities regulatory authority may grant an exemption from this Instrument, in whole or in part, subject to such conditions and restrictions as may be imposed in the exemption.
- (2) Despite subsection (1), in Ontario, only the regulator may grant such an exemption.
- (3) Except in Ontario, an exemption referred to in subsection (1) is granted under the statute referred to in Appendix B of NI 14-101 opposite the name of the local jurisdiction.

PART 5 REPEAL AND EFFECTIVE DATE

Repeal

- 9. National Instrument 52-108 *Auditor Oversight* is repealed.

Effective Date

- 10. This Instrument comes into force on September 30, 2014.

5.1.2 Amendments to NI 41-101 General Prospectus Requirements

AMENDMENTS TO NI 41-101 GENERAL PROSPECTUS REQUIREMENTS

- 1. National Instrument 41-101 General Prospectus Requirements is amended.**
- 2. Form 41-101F1 is amended by adding the following after item 26.1:**

Auditor that was not a participating audit firm

- 26.1.1 (1) If the auditor referred to in section 26.1 was not a participating audit firm, as defined in NI 52-108, as at the date of the most recent auditor's report on financial statements included in the prospectus, include a statement in substantially the following form:

"[Audit Firm A] audited the financial statements of [Entity B] for the year ended [state the period of the most recent financial statements included in the prospectus] and issued an auditor's report dated [state the date of the auditor's report for the relevant financial statements]. As at [state the date of the auditor's report for the relevant financial statements], [Audit Firm A] was not required by securities legislation to enter, and had not entered, into a participation agreement with the Canadian Public Accountability Board. An audit firm that enters into a participation agreement is subject to the oversight program of the Canadian Public Accountability Board."

- (2) If an auditor of the financial statements required by Item 32 was not a participating audit firm, as defined in NI 52-108, as at the date of the most recent auditor's report issued by that auditor on financial statements included in the prospectus, include a statement in substantially the following form:

"[Audit Firm C] audited the financial statements of [Entity D] for the year ended [state the period of the most recent financial statements, if any, included in the prospectus under Item 32] and issued an auditor's report dated [state the date of the auditor's report for the relevant financial statements]. As at [state the date of the auditor's report for the relevant financial statements], [Audit Firm C] was not required by securities legislation to enter, and had not entered, into a participation agreement with the Canadian Public Accountability Board. An audit firm that enters into a participation agreement is subject to the oversight program of the Canadian Public Accountability Board."

- 3. This Instrument comes into force on September 30, 2014.**

5.1.3 Amendments to NI 51-102 Continuous Disclosure Obligations

AMENDMENTS TO NI 51-102 CONTINUOUS DISCLOSURE OBLIGATIONS

- 1. National Instrument 51-102 Continuous Disclosure Obligations is amended.**
- 2. Subsection 4.11(5) is amended**
 - (a) in paragraph (a) by replacing “10 days” with “3 days”,**
 - (b) in clause (a)(ii)(C) by replacing “20 days” with “7 days”, and**
 - (c) in paragraph (b) by replacing “30 days” with “14 days”.**
- 3. Subsection 4.11(6) is amended**
 - (a) in paragraph (a) by replacing “10 days” with “3 days”,**
 - (b) in clause (a)(ii)(C) by replacing “20 days” with “7 days”,**
 - (c) in subparagraph (a)(iii) by replacing “20 days” with “7 days”,**
 - (d) in paragraph (b) by replacing “30 days” with “14 days”, and**
 - (e) by deleting “either” in subparagraph (b)(iv).**
- 4. Subsection 4.11(8) is replaced with the following:**
 - (8) Predecessor Auditor’s Obligations to Report Non-Compliance** – If a reporting issuer does not file the reporting package required to be filed under subparagraph (5)(b)(ii) or the news release required to be filed under subparagraph (5)(b)(iv), the predecessor auditor must, within 3 days of the required filing date, advise the reporting issuer in writing of the failure and deliver a copy of the letter to the regulator or, in Quebec, the securities regulatory authority..
- 5. Section 4.11 is amended by adding the following after subsection (8):**
 - (9) Successor Auditor’s Obligations to Report Non-Compliance** – If a reporting issuer does not file the reporting package required to be filed under subparagraph (6)(b)(ii) or the news release required to be filed under subparagraph (6)(b)(iv), the successor auditor must, within 3 days of the required filing date, advise the reporting issuer in writing of the failure and deliver a copy of the letter to the regulator or, in Quebec, the securities regulatory authority.
- 6. This Instrument comes into force on September 30, 2014.**

5.1.4 Amendments to NI 71-102 Continuous Disclosure Obligation and Other Exemptions Relating to Foreign Issuers

**AMENDMENTS TO NI 71-102 CONTINUOUS DISCLOSURE OBLIGATION
AND OTHER EXEMPTIONS RELATING TO FOREIGN ISSUERS**

- 1. *National Instrument 71-102 Continuous Disclosure Obligation and Other Exemptions Relating to Foreign Issuers is amended.***
- 2. *Section 4.3 is amended by***
 - (a) *adding “required to be” after “annual financial statements” in paragraph (c),***
 - (b) *deleting “and” in paragraph (d),***
 - (c) *adding “and” to the end of paragraph (e), and***
 - (d) *adding the following after paragraph (e):***
 - (f) *complies with NI 52-108 Auditor Oversight.***
- 3. *Section 5.4 is amended by***
 - (a) *deleting “and” in paragraph (c),***
 - (b) *adding “and” to the end of paragraph (d), and***
 - (c) *adding the following after paragraph (d):***
 - (e) *complies with NI 52-108 Auditor Oversight.***
- 4. *This Instrument comes into force on September 30, 2014.***

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

REPORT OF TRADES ON FORM 45-106F1 AND 45-501F1

There are no Reports of Exempt Distribution on Forms 45-106F1 or 45-501F1 (Reports) in this Bulletin.

Reports filed on or after February 19, 2014 must be filed electronically.

As a result of the transition to mandated electronic filings, the OSC is considering the most effective manner to make data about filed Reports available to the public, including whether and how this information should be reflected in the Bulletin. In the meantime, Reports filed with the Commission continue to be available for public inspection during normal business hours.

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Chapter 11

IPOs, New Issues and Secondary Financings

Issuer Name:

Asia Blue-Chip Dividend Fund
Principal Regulator - Ontario

Type and Date:

Preliminary Long Form Prospectus dated September 29, 2014

NP 11-202 Receipt dated September 30, 2014

Offering Price and Description:

Maximum: * - * Units

Offering Price: \$10.00 per Unit

Minimum Purchase: \$1,000 (100 Units)

Underwriter(s) or Distributor(s):

Scotia Capital Inc.

BMO Nesbitt Burns Inc.

National Bank Financial Inc.

TD Securities Inc.

Canaccord Genuity Corp.

Raymond James Ltd.

Burgeonvest Bick Securities Limited

Desjardins Securities Inc.

Dundee Securities Ltd.

Mackie Research Capital Corporation

Manulife Securities Incorporated

Promoter(s):

SCOTIA MANAGED COMPANIES ADMINISTRATION
INC.

Project #2264595

Issuer Name:

Black Birch Capital Acquisition III Corp.

Principal Regulator - Ontario

Type and Date:

Preliminary Long Form Prospectus dated October 3, 2014

NP 11-202 Receipt dated October 3, 2014

Offering Price and Description:

Minimum offering: \$3,000,000 - 7,500,000 Units

Maximum offering: \$5,000,000 - 12,500,000 Units

Price: \$0.40 per Unit

Underwriter(s) or Distributor(s):

Jacob Securities Inc.

Promoter(s):

Paul Haber

Project #2265662

Issuer Name:

Enbridge Pipelines Inc.

Principal Regulator - Alberta

Type and Date:

Preliminary Base Shelf Prospectus dated October 3, 2014

NP 11-202 Receipt dated October 3, 2014

Offering Price and Description:

\$1,500,000,000

MEDIUM TERM NOTES

(UNSECURED)

Underwriter(s) or Distributor(s):

-

Promoter(s):

-

Project #2265725

Issuer Name:

First Capital Realty Inc.

Principal Regulator - Ontario

Type and Date:

Preliminary Base Shelf Prospectus dated October 1, 2014

NP 11-202 Receipt dated October 1, 2014

Offering Price and Description:

\$2,000,000,000.00

Common Shares

Warrants to Purchase Common Shares

Debt Securities

Units

Underwriter(s) or Distributor(s):

-

Promoter(s):

-

Project #2264949

Issuer Name:

Global Insurance Dividend Fund
Principal Regulator - Ontario

Type and Date:

Preliminary Long Form Prospectus dated September 29, 2014

NP 11-202 Receipt dated September 30, 2014

Offering Price and Description:

Maximum: \$ * - * Units

Minimum: \$20,000,000 - 2,000,000 Units

Price: \$10.00 per Unit

Minimum purchase: \$1,000 (100 Units)

Underwriter(s) or Distributor(s):

RBC Dominion Securities Inc

CIBC World Markets Inc.

TD Securities Inc.

Scotia Capital Inc.

BMO Nesbitt Burns Inc.

National Bank Financial Inc.

GMP Securities L.P.

Raymond James Ltd.

Canaccord Genuity Corp.

Desjardins Securities Inc.

Dundee Securities Ltd.

Industrial Alliance Securities Inc.

Mackie Research Capital Corporation

Manulife Securities Incorporated

Promoter(s):

BROMPTON FUNDS LIMITED

Project #2263776

Issuer Name:

Great Panther Silver Limited

Principal Regulator - British Columbia

Type and Date:

Preliminary Base Shelf Prospectus dated October 1, 2014

NP 11-202 Receipt dated October 1, 2014

Offering Price and Description:

\$80,000,000

Common Shares

Warrants

Subscription Receipts

Units

Underwriter(s) or Distributor(s):

-

Promoter(s):

-

Project #2265056

Issuer Name:

LAURENTIAN BANK OF CANADA

Principal Regulator - Quebec

Type and Date:

Preliminary Base Shelf Prospectus dated October 3, 2014

NP 11-202 Receipt dated October 3, 2014

Offering Price and Description:

\$1,000,000,000 - Debt Securities (subordinated indebtedness)

Common Shares

Class A Preferred Shares

Underwriter(s) or Distributor(s):

-

Promoter(s):

-

Project #2265570

Issuer Name:

Maple Leaf 2014 Oil & Gas Royalties/Flow-Through Limited

Partnership - Oil & Gas Royalty Income CDE/COGPE

Class

Principal Regulator - British Columbia

Type and Date:

Preliminary Long Form Prospectus dated October 2, 2014

NP 11-202 Receipt dated October 2, 2014

Offering Price and Description:

1,000,000 Oil & Gas Royalty Income CDE/COGPE Class Units

Price: \$25 per Unit

Minimum Purchase: \$5,000 (200 Oil & Gas Royalty Income Class Units)

Underwriter(s) or Distributor(s):

Scotia Capital Inc.

CIBC World Markets Inc.

National Bank Financial Inc.

BMO Nesbitt Burns Inc.

GMP Securities L.P.

Manulife Securities Incorporated

Desjardins Securities Inc.

Raymond James Ltd.

Burgenvest Bick Securities Limited

Canaccord Genuity Corp.

Dundee Securities Ltd.

Global Securities Corporation

Promoter(s):

CADO Bancorp Ltd.

Maple Leaf 2014 Oil & Gas Royalties/Flow Through Management Corp.

Project #2265391

Issuer Name:

Pacific & Western Bank of Canada
Principal Regulator - Ontario

Type and Date:

Preliminary Short Form Prospectus dated September 30, 2014

NP 11-202 Receipt dated October 1, 2014

Offering Price and Description:

Minimum Offering: \$10,000,000

Maximum Offering: \$25,000,000 - 1,000,000 Non-Cumulative 5-Year Rate Reset Preferred Shares, Series 1
Price: \$25.00 per Series 1 Preferred Share, to yield initially 7.0% per annum

Underwriter(s) or Distributor(s):

INDUSTRIAL ALLIANCE SECURITIES INC.
DUNDEE SECURITIES LTD.
HAYWOOD SECURITIES INC.
MACKIE RESEARCH CAPITAL CORPORATION.
PI FINANCIAL CORP.
BURGEONVEST BICK SECURITIES LIMITED.
LEEDE FINANCIAL MARKETS INC.

Promoter(s):

-

Project #2264616

Issuer Name:

Social Housing Canadian Bond Fund
Social Housing Canadian Equity Fund
Social Housing Canadian Short-Term Bond Fund
Principal Regulator - Ontario

Type and Date:

Preliminary Simplified Prospectuses dated October 3, 2014

NP 11-202 Receipt dated October 3, 2014

Offering Price and Description:

Series B Units

Underwriter(s) or Distributor(s):

Philips, Hager & North Investment Funds Ltd.

Promoter(s):

-

Project #2265640

Issuer Name:

Uranium Participation Corporation
Principal Regulator - Ontario

Type and Date:

Preliminary Base Shelf Prospectus dated October 2, 2014

NP 11-202 Receipt dated October 3, 2014

Offering Price and Description:

\$200,000,000.00

Common Shares

Warrants

Units

Underwriter(s) or Distributor(s):

-

Promoter(s):

-

Project #2265409

Issuer Name:

Voya Global Income Solutions Fund
Principal Regulator - Ontario

Type and Date:

Preliminary Long Form Prospectus dated September 29, 2014

NP 11-202 Receipt dated September 30, 2014

Offering Price and Description:

Maximum: \$ *-* Class A Units and/or Class U Units

Price: \$10.00 per Class A Unit and U.S. \$10.00 per Class U Unit

Minimum purchase: 100 Class A Units or Class U Units

Underwriter(s) or Distributor(s):

BMO Nesbitt Burns Inc.
Scotia Capital Inc.
CIBC World Markets Inc.
RBC Dominion Securities Inc.
National Bank Financial Inc.
GMP Securities L.P.
Canaccord Genuity Corp.
Raymond James Ltd.
Burgeonvest Bick Securities Limited
Desjardins Securities Inc.
Dundee Securities Ltd.
Mackie Research Capital Corporation
Manulife Securities Incorporated

Promoter(s):

Aston Hill Capital Markets Inc.

Project #2264579

Issuer Name:

Xenon Pharmaceuticals Inc.
Principal Regulator - British Columbia

Type and Date:

Amended and Restated Preliminary Long Form Prospectus dated October 6, 2014

NP 11-202 Receipt dated October 6, 2014

Offering Price and Description:

US\$ * - 4,000,000 Common Shares

Price: U.S.\$ * per Common Share

Underwriter(s) or Distributor(s):

CANACCORD GENUITY CORP.

Promoter(s):

-

Project #2262161

Issuer Name:

Aston Hill Strategic Yield II Class
Principal Regulator - Ontario

Type and Date:

Amendment #2 dated September 24, 2014 to the Simplified Prospectus and, Annual Information dated May 13, 2014
NP 11-202 Receipt dated September 30, 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 #2190472

Issuer Name:

Aumento Capital V Corporation
Principal Regulator - Ontario

Type and Date:

Final CPC Prospectus dated October 3, 2014
NP 11-202 Receipt dated October 3, 2014

Offering Price and Description:

Minimum of \$600,000.00 - 1,000,000 Common Shares
Maximum of \$720,000.00 - 1,200,000 Common Shares
Price: \$0.60 per Common Share

Underwriter(s) or Distributor(s):

CANACCORD GENUITY CORP.

Promoter(s):

-

Project #2259091

Issuer Name:

BlackRock All Bond Portfolio
BlackRock Balanced Portfolio
BlackRock Conservative Portfolio
BlackRock Defensive Portfolio
BlackRock Diversified Monthly Income Portfolio
BlackRock Growth Portfolio
BlackRock MaxGrowth Portfolio
Principal Regulator - Ontario

Type and Date:

Final Simplified Prospectuses dated October 1, 2014
NP 11-202 Receipt dated October 2, 2014

Offering Price and Description:

Series A, Series D, Series F and Series I mutual fund units

Underwriter(s) or Distributor(s):

-

Promoter(s):

-

Project #2243247

Issuer Name:

Dorel Industries Inc.
Principal Regulator - Quebec

Type and Date:

Final Short Form Prospectus dated September 30, 2014
NP 11-202 Receipt dated September 30, 2014

Offering Price and Description:

US\$105,000,000

5.50% Extendible Convertible Unsecured Subordinated
Debentures

Underwriter(s) or Distributor(s):

RBC DOMINION SECURITIES INC.

BMO NESBITT BURNS INC.

CIBC WORLD MARKETS INC.

TD SECURITIES INC.

DESJARDINS SECURITIES INC.

HSBC SECURITIES (CANADA) INC.

BNP PARIBAS (CANADA) SECURITIES INC.

Promoter(s):

-

Project #2260764

Issuer Name:

Enbridge Income Fund Holdings Inc.
Principal Regulator - Alberta

Type and Date:

Final Short Form Prospectus dated October 3, 2014
NP 11-202 Receipt dated October 3, 2014

Offering Price and Description:

11,100,000 Subscription Receipts - each representing the
right to receive one Common Share
Price: \$30.35 per Subscription Receipt

Underwriter(s) or Distributor(s):

SCOTIA CAPITAL INC.

RBC DOMINION SECURITIES INC.

TD SECURITIES INC.

BMO NESBITT BURNS INC.

CIBC WORLD MARKETS INC.

NATIONAL BANK FINANCIAL INC.

DESJARDINS SECURITIES INC.

CANACCORD GENUITY CORP.

FIRSTENERGY CAPITAL CORP.

PETERS & CO. LIMITED

Promoter(s):

-

Project #2261758

Issuer Name:

Excel Blue Chip Equity Fund
 Excel Blue Chip Balanced Fund
 Excel High Income Fund
 Excel Money Market Fund
 Excel India Fund
 Excel China Fund
 Excel Chindia Fund
 Excel Emerging Europe Fund
 Excel Latin America Fund
 Excel Bric Fund
 Excel Emerging Markets Fund
 (Series A and Series F units)
 Principal Regulator - Ontario

Type and Date:

Final Simplified Prospectuses dated September 30, 2014
 NP 11-202 Receipt dated October 1, 2014

Offering Price and Description:

Series A and Series F units

Underwriter(s) or Distributor(s):

Excel Funds Management Inc.

Promoter(s):

-

Project #2255300

Issuer Name:

Series B, Series S5, Series S8, Series I, Series I5, Series I8, Series F,
 Series F5 and Series F8 Securities (unless otherwise indicated) of
 Fidelity Canadian Equity Private Pool*
 Fidelity Concentrated Canadian Equity Private Pool*
 Fidelity U.S. Equity Private Pool*
 Fidelity U.S. Equity Currency Neutral Private Pool*
 Fidelity International Equity Private Pool*
 Fidelity International Equity Currency Neutral Private Pool*
 Fidelity Global Equity Private Pool*
 Fidelity Global Equity Currency Neutral Private Pool*
 Fidelity Concentrated Value Private Pool*
 Fidelity U.S. Dividend Private Pool
 Fidelity Balanced Income Private Pool*
 Fidelity Balanced Income Currency Neutral Private Pool*
 Fidelity Balanced Private Pool*
 Fidelity Balanced Currency Neutral Private Pool*
 Fidelity Asset Allocation Private Pool*
 Fidelity Asset Allocation Currency Neutral Private Pool*
 Fidelity U.S. Growth and Income Private Pool
 Fidelity Premium Fixed Income Private Pool (available in Series B, Series I and Series F only)
 Fidelity Premium Money Market Private Pool (available in Series B, Series I, Series D and Series F only)
 Fidelity Premium Fixed Income Capital Yield Private Pool* (available in Series B, Series I, Series F, Series S5, Series I5 and Series F5 only)
 Fidelity Premium Tactical Fixed Income Capital Yield Private Pool (available in Series B, Series I and Series F only)
 Fidelity Canadian Equity Investment Trust (available in Series O only)
 Fidelity Concentrated Canadian Equity Investment Trust (available in Series O only)
 Fidelity U.S. Equity Investment Trust (available in Series O only)
 Fidelity International Equity Investment Trust (available in Series O only)
 Fidelity Global Equity Investment Trust (available in Series O only)
 Fidelity Emerging Markets Debt Investment Trust (available in Series O only)
 Fidelity Emerging Markets Equity Investment Trust (available in Series O only)
 Fidelity Floating Rate High Income Investment Trust (available in Series O only)
 Fidelity High Income Commercial Real Estate Investment Trust (available in Series O only)
 Fidelity Convertible Securities Investment Trust (available in Series O only)
 Fidelity U.S. Small/Mid Cap Equity Investment Trust (available in Series O only)
 Fidelity Concentrated Value Investment Trust (available in Series O only)
 Fidelity Global High Yield Investment Trust (available in Series O only)
 Fidelity U.S. Multi-Cap Investment Trust (available in Series O only)
 Fidelity International Growth Investment Trust (available in Series O only)

(*Class of Fidelity Capital Structure Corp.)

Principal Regulator - Ontario

Type and Date:

Final Simplified Prospectuses dated September 29, 2014

NP 11-202 Receipt dated October 1, 2014

Offering Price and Description:

Series B, Series S5, Series S8, Series I, Series I5, Series I8, Series F, Series F5 and Series F8 Securities @ Net Asset Value

Underwriter(s) or Distributor(s):

Fidelity Investments Canada ULC

Promoter(s):

FIDELITY INVESTMENTS CANADA ULC

Project #2247318

Issuer Name:

First Trust Canadian Capital Strength Portfolio

Principal Regulator - Ontario

Type and Date:

Final Simplified Prospectus dated September 29, 2014

NP 11-202 Receipt dated September 30, 2014

Offering Price and Description:

-

Underwriter(s) or Distributor(s):

FT Portfolios Canada Co.

Promoter(s):

FT PORTFOLIOS CANADA CO.

Project #2248930

Issuer Name:

Horizons Active Yield Matched Duration ETF

(formerly Horizons Active Advantage Yield ETF)

Horizons Active Floating Rate Senior Loan ETF

(Class E Units and Advisor Class Units)

Principal Regulator - Ontario

Type and Date:

Final Long Form Prospectus dated October 2, 2014

NP 11-202 Receipt dated October 3, 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 #2235652

Issuer Name:

Trimark Canadian Small Companies Fund

(Series A, Series D, Series F, Series I, Series P, Series PF and Series PTF)

Trimark Diversified Income Class*

(Series A, Series D, Series F, Series F8, Series T4, Series T6 and Series T8)

Trimark Diversified Yield Class*

(Series A, Series F, Series P, Series PF, Series PF6, Series PT4,

Series PT6, Series PT8, Series T4, Series T6, Series T8 and Series PTF)

Trimark Canadian Plus Dividend Class*

(Series A, Series D, Series F, Series I, Series P, Series PF, Series PT4, Series PT6, Series T4, Series T6, Series T8 and Series PTF)

(*Part of Invesco Corporate Class Inc.)

Principal Regulator - Ontario

Type and Date:

Amendment No. 2 dated September 29, 2014 (amendment no. 2) to the Simplified Prospectus dated July 30, 2014 for Trimark Canadian Small Companies Fund and Amendment No. 2 dated September 29, 2014 (amendment no. 2) to the Annual Information Form dated July 30, 2014 for Trimark Canadian Small Companies Fund, Trimark Diversified Income Class, Trimark Diversified Yield Class and Trimark Canadian Plus Dividend Class.

NP 11-202 Receipt dated October 3, 2014

Offering Price and Description:

Series A, Series D, Series F, Series I, Series P, Series PF, Series PT4, Series PT6, Series T4, Series T6, Series T8 and Series PTF @ Net Asset Value

Underwriter(s) or Distributor(s):

-

Promoter(s):

Invesco Canada Ltd.

Project #2214939

Issuer Name:

Mackenzie Canadian Money Market Fund (Investor Series, Series A, Series AR, Series C, Series DA, Series F, Series G, Series GP, Series I, Series O, Series PW, Series PWF, Series PWX, Series SC1 and Series SP)
 Mackenzie Canadian Bond Fund (B-Series, Investor Series, Series A, Series AR, Series D, Series F, Series G, Series I, Series O, Series PW, Series PWF, Series PWF8, Series PWT8, Series PWX, Series PWX8 and Series SC)
 Mackenzie Canadian Short Term Income Fund (Series A, Series D, Series F, Series G, Series I, Series O, Series PW, Series PWF, Series PWF8, Series PWT8, Series PWX, Series PWX8 and Series SC)
 Mackenzie Corporate Bond Fund (Series A, Series AR, Series D, Series F, Series G, Series I, Series O, Series PW, Series PWF, Series PWF8, Series PWT8, Series PWX and Series PWX8)
 Mackenzie Floating Rate Income Fund (Series A, Series AR, Series D, Series F, Series F6, Series O, Series O6, Series PW, Series PWF, Series PWF8, Series PWT8, Series PWX, Series PWX8, Series SC, Series S6 and Series T6)
 Mackenzie Global Bond Fund (Series A, Series D, Series F, Series O, Series PW, Series PWF, Series PWF8, Series PWT8, Series PWX, Series PWX8 and Series U)
 Mackenzie Global Tactical Bond Fund (Series A, Series AR, Series D, Series F, Series F6, Series O, Series PW, Series PWF, Series PWF8, Series PWT8, Series PWX, Series PWX8, Series SC, Series S6 and Series T6)
 Mackenzie Investment Grade Floating Rate Fund (Series A, Series AR, Series D, Series F, Series F6, Series O, Series PW, Series PWF, Series PWF8, Series PWT8, Series PWX, Series PWX8, Series SC, Series S6 and Series T6)
 Mackenzie North American Corporate Bond Fund (Series A, Series D, Series F, Series F6, Series O, Series O6, Series PW, Series PWF, Series PWF8, Series PWT8, Series PWX, Series PWX8 and Series T6)
 Mackenzie Real Return Bond Fund (Series A, Series D, Series F, Series G, Series I, Series O, Series PW, Series PWF, Series PWF8, Series PWT8, Series PWX, Series PWX8 and Series U)
 Mackenzie Strategic Bond Fund (Series A, Series AR, Series D, Series F, Series F6, Series O, Series O6, Series PW, Series PWF, Series PWF8, Series PWT8, Series PWX, Series PWX8, Series SC, Series S6 and Series T6)
 Mackenzie Canadian All Cap Balanced Fund (B-Series, Investor Series, Series A, Series AR, Series D, Series F, Series F8, Series I, Series O, Series O6, Series PW, Series PWF, Series PWX, Series T6 and Series T8)
 Mackenzie Canadian Growth Balanced Fund (Series A, Series D, Series F, Series G, Series I, Series O, Series O6, Series PW, Series PWF, Series PWF8, Series PWT8, Series PWX, Series PWX8, Series T6 and Series T8)

Mackenzie Canadian Large Cap Balanced Fund (Series A, Series D, Series F, Series O, Series PW, Series PWF, Series PWF8, Series PWT8, Series PWX, Series PWX8, Series T6 and Series T8)
 Mackenzie Cundill Canadian Balanced Fund (Series AR, Series C, Series D, Series F, Series F8, Series G, Series I, Series O, Series O6, Series PW, Series PWF, Series PWF8, Series PWT8, Series PWX, Series PWX8, Series T6 and Series T8)
 Mackenzie Global Diversified Balanced Fund (Series A, Series AR, Series D, Series F, Series F8, Series G, Series O, Series O6, Series PW, Series PWF, Series PWF8, Series PWT8, Series PWX, Series PWX8, Series T5, Series T6 and Series T8)
 Mackenzie Global Strategic Income Fund (Series A, Series AR, Series D, Series F, Series O, Series O6, Series PW, Series PWF, Series PWF8, Series PWT8, Series PWX, Series PWX8 and Series T5)
 Mackenzie Income Fund (Series A, Series AR, Series B, Series C, Series D, Series F, Series G, Series O, Series PW, Series PWF, Series PWF8, Series PWT8, Series PWX and Series PWX8)
 Mackenzie Ivy Canadian Balanced Fund (Series A, Series D, Series F, Series F8, Series G, Series I, Series O, Series O6, Series PW, Series PWF, Series PWF8, Series PWT8, Series PWX, Series PWX8, Series T6 and Series T8)
 Mackenzie Ivy Global Balanced Fund (Series A, Series D, Series F, Series F8, Series I, Series O, Series PW, Series PWF, Series PWF8, Series PWT8, Series PWX, Series PWX8, Series T6 and Series T8)
 Mackenzie Strategic Income Fund (Series A, Series AR, Series B, Series D, Series F, Series F8, Series O, Series PW, Series PWF, Series PWF8, Series PWT8, Series PWX, Series PWX8 and Series T8)
 Mackenzie Canadian All Cap Dividend Fund (B-Series, Investor Series, Series A, Series AR, Series D, Series F, Series F6, Series O, Series O6, Series PW, Series PWF, Series PWX and Series T6)
 Mackenzie Canadian All Cap Value Fund (B-Series, Investor Series, Series A, Series D, Series F, Series I, Series O, Series PW, Series PWF and Series PWX)
 Mackenzie Canadian Concentrated Equity Fund (Series A, Series D, Series F, Series O, Series PW, Series PWF and Series PWX)
 Mackenzie Canadian Growth Fund (Series A, Series D, Series F, Series G, Series I, Series O, Series PW, Series PWF and Series PWX)
 Mackenzie Canadian Large Cap Dividend & Growth Fund (Series A, Series D, Series F, Series G, Series I, Series O, Series PW, Series PWF, Series PWX and Series T5)
 Mackenzie Canadian Large Cap Dividend Fund (Series A, Series D, Series F, Series F8, Series G, Series O, Series O6, Series PW, Series PWF, Series PWX, Series T6 and Series T8)

Mackenzie Canadian Large Cap Growth Fund (Series A, Series D, Series F, Series G, Series I, Series O, Series PW, Series PWF and Series PWX)
 Mackenzie Canadian Small Cap Value Fund (B-Series, Investor Series, Series A, Series D, Series F, Series O, Series PW, Series PWF and Series PWX)
 Mackenzie Cundill Canadian Security Fund (Series AR, Series C, Series D, Series F, Series F8, Series G, Series I, Series O, Series PW, Series PWF, Series PWX, Series T6 and Series T8)
 Mackenzie Growth Fund (Series A, Series D, Series F, Series G, Series O, Series PW, Series PWF and Series PWX)
 Mackenzie Ivy Canadian Fund (Series A, Series D, Series F, Series F8, Series G, Series I, Series O, Series PW, Series PWF, Series PWX, Series T6 and Series T8)
 Mackenzie Canadian Short Term Yield Class (Series A and Series F)
 Mackenzie Canadian All Cap Balanced Class (Series A, Series D, Series F, Series F8, Series O, Series O6, Series PW, Series PWF, Series PWF8, Series PWT8, Series PWX, Series PWX8, Series T6 and Series T8)
 Mackenzie Strategic Income Class (Series A, Series F, Series F6, Series F8, Series O, Series O6, Series T6 and Series T8)
 Mackenzie All Cap Dividend Class (Series A, Series D, Series F, Series F6, Series F8, Series O, Series PW, Series PWF, Series PWF8, Series PWT8, Series PWX, Series PWX8, Series T6 and Series T8)
 Mackenzie Canadian All Cap Dividend Class (Series A, Series D, Series F, Series F6, Series O, Series O6, Series PW, Series PWF, Series PWF8, Series PWT8, Series PWX, Series PWX8 and Series T6)
 Mackenzie Canadian All Cap Value Class (Series A, Series D, Series F, Series O, Series PW, Series PWF, Series PWX and Series T8)
 Mackenzie Canadian Large Cap Dividend Class (Series A, Series D, Series F, Series O, Series O6, Series PW, Series PWF, Series PWF8, Series PWT8, Series PWX, Series PWX8, Series T6 and Series T8)
 Mackenzie Canadian Small Cap Value Class (Series A, Series D, Series F, Series O, Series PW, Series PWF and Series PWX)
 Mackenzie Cundill Canadian Security Class (Series A, Series D, Series F, Series O, Series PW, Series PWF, Series PWF8, Series PWT8, Series PWX, Series PWX8, Series T6 and Series T8)
 Mackenzie Cundill US Class (Series A, Series D, Series F, Series F8, Series O, Series PW, Series PWF, Series PWF8, Series PWT8, Series PWX, Series PWX8, Series T6 and Series T8)
 Mackenzie US Growth Class (Series A, Series D, Series F, Series G, Series O, Series PW, Series PWF, Series PWX and Series T8)
 Mackenzie US Large Cap Class (Series A, Series D, Series F, Series F8, Series I, Series O,

Series PW, Series PWF, Series PWF8, Series PWT8, Series PWX, Series PWX8, Series T6 and Series T8)
 Mackenzie US Mid Cap Growth Class (Series A, Series AR, Series D, Series F, Series I, Series O, Series PW, Series PWF, Series PWF8, Series PWT8, Series PWX, Series PWX8, Series T6 and Series T8)
 Mackenzie US Mid Cap Growth Currency Neutral Class (Series A, Series AR, Series D, Series F, Series I, Series O, Series PW, Series PWF, Series PWF8, Series PWT8, Series PWX, Series PWX8, Series T6 and Series T8)
 Mackenzie US All Cap Growth Fund (Series A, Series D, Series F, Series O, Series PW, Series PWF and Series PWX)
 Mackenzie US Dividend Fund (Series A, Series AR, Series D, Series F, Series F6, Series O, Series PW, Series PWF, Series PWF8, Series PWT8, Series PWX, Series PWX8 and Series T6)
 Mackenzie US Dividend Registered Fund (Series A, Series D, Series F, Series O, Series PW, Series PWF and Series PWX)
 Mackenzie US Low Volatility Fund (Series A, Series AR, Series D, Series F, Series F6, Series O, Series PW, Series PWF, Series PWF8, Series PWT8, Series PWX, Series PWX8 and Series T6)
 Mackenzie Cundill Recovery Fund (Series AR, Series C, Series D, Series F, Series G, Series O, Series PW, Series PWF and Series PWX)
 Mackenzie Cundill Value Fund (Series C, Series D, Series F, Series F8, Series G, Series I, Series O and Series O6, Series PW, Series PWF, Series PWX, Series T6 and Series T8)
 Mackenzie Diversified Equity Fund (Series A, Series AR, Series D, Series F, Series F8, Series G, Series O, Series O6, Series PW, Series PWF, Series PWF8, Series PWT8, Series PWX, Series PWX8, Series T6 and Series T8)
 Mackenzie Global Asset Strategy Fund (Series A, Series D, Series F, Series O, Series PW, Series PWF and Series PWX)
 Mackenzie Global Concentrated Equity Fund (Series A, Series D, Series F, Series I, Series O, Series PW, Series PWF and Series PWX)
 Mackenzie Global Dividend Fund (Series A, Series AR, Series D, Series F, Series F8, Series I, Series O, Series O6, Series PW, Series PWF, Series PWF8, Series PWT8, Series PWX, Series PWX8, Series T5, Series T6, Series T8, Series U and Series U5)
 Mackenzie Global Small Cap Growth Fund (Series A, Series D, Series F, Series G, Series O, Series PW, Series PWF and Series PWX)
 Mackenzie International Growth Fund (Series A, Series D, Series F, Series I, Series O, Series PW, Series PWF and Series PWX)
 Mackenzie Ivy Foreign Equity Fund (Series A, Series AR, Series D, Series F, Series F8, Series G, Series I, Series O, Series O6, Series PW, Series PWF, Series PWX, Series T6 and Series T8)
 Mackenzie Canadian Resource Fund (Series A, Series D, Series F, Series G, Series O, Series

PW, Series PWF and Series PWX)
 Symmetry Balanced Portfolio (Series A, Series AR, Series D, Series F, Series F6, Series F8, Series G, Series O, Series PW, Series PWF, Series PWX, Series T6 and Series T8)
 Symmetry Conservative Income Portfolio (Series A, Series AR, Series D, Series F, Series F6, Series F8, Series G, Series O, Series PW, Series PWF, Series PWX, Series T6 and Series T8)
 Symmetry Conservative Portfolio (Series A, Series AR, Series D, Series F, Series F6, Series F8, Series G, Series O, Series PW, Series PWF, Series PWX, Series T6 and Series T8)
 Symmetry EAFE Equity Fund (Series R and Series RR)
 Symmetry Fixed Income Portfolio (Series A, Series AR, Series D, Series F, Series F6, Series O, Series PW, Series PWF, Series PWF8, Series PWT8, Series PWX, Series PWX8, Series T6 and Series W)
 Symmetry Growth Portfolio (Series A, Series AR, Series D, Series F, Series F6, Series F8, Series G, Series O, Series PW, Series PWF, Series PWX, Series T6 and Series T8)
 Symmetry Moderate Growth Portfolio (Series A, Series AR, Series D, Series F, Series F6, Series F8, Series G, Series O, Series PW, Series PWF, Series PWX, Series T6 and Series T8)
 Symmetry US Equity Fund (Series R and Series RR)
 Mackenzie Cundill Emerging Markets Class (Series A, Series D, Series F, Series O, Series PW, Series PWF and Series PWX)
 Mackenzie Cundill Recovery Class (Series A, Series D, Series F, Series O, Series PW, Series PWF and Series PWX)
 Mackenzie Cundill Value Class (Series A, Series AR, Series D, Series F, Series F8, Series O, Series O6, Series PW, Series PWF, Series PWF8, Series PWT8, Series PWX, Series PWX8, Series T6 and Series T8)
 Mackenzie Emerging Markets Class (Series A, Series D, Series F, Series O, Series U, Series PW, Series PWF and Series PWX)
 Mackenzie Global Concentrated Equity Class (Series A, Series D, Series F, Series O, Series PW, Series PWF, Series PWF8, Series PWT8, Series PWX, Series PWX8, Series T6 and Series T8)
 Mackenzie Global Diversified Equity Class (Series A, Series AR, Series D, Series F, Series O, Series O6, Series PW, Series PWF, Series PWF8, Series PWT8, Series PWX, Series PWX8, Series T6 and Series T8)
 Mackenzie Global Growth Class (Series A, Series D, Series F, Series G, Series O, Series PW, Series PWF, Series PWF8, Series PWT8, Series PWX, Series PWX8 and Series T8)
 Mackenzie Global Small Cap Growth Class (Series A, Series D, Series F, Series O, Series PW, Series PWF, Series PWF8, Series PWT8, Series PWX, Series PWX8 and Series T8)
 Mackenzie International Growth Class (Series A, Series D, Series F, Series O, Series PW, Series PWF, Series PWF8, Series PWT8, Series PWX, Series PWX8, Series T6 and Series T8)

Mackenzie Ivy European Class (Series A, Series D, Series F, Series O, Series PW, Series PWF, Series PWX, Series T6 and Series T8)
 Mackenzie Ivy Foreign Equity Class (Series A, Series D, Series F, Series F8, Series O, Series O6, Series PW, Series PWF, Series PWF8, Series PWT8, Series PWX, Series PWX8, Series T6 and Series T8)
 Mackenzie Ivy Foreign Equity Currency Neutral Class (Series A, Series AR, Series D, Series F, Series O, Series PW, Series PWF, Series PWF8, Series PWT8, Series PWX, Series PWX8, Series T6 and Series T8)
 Mackenzie Global Resource Class (Series A, Series D, Series F, Series O, Series PW, Series PWF, Series PWX and Series U)
 Mackenzie Gold Bullion Class (Series A, Series D, Series F, Series O, Series PW, Series PWF and Series PWX)
 Mackenzie Precious Metals Class (Series A, Series D, Series F, Series O, Series PW, Series PWF and Series PWX)
 Symmetry Balanced Portfolio Class (Series A, Series F, Series F8, Series O, Series O6, Series PW, Series PWF, Series PWF8, Series PWT8, Series PWX, Series PWX8, Series T6 and Series T8)
 Symmetry Conservative Income Portfolio Class (Series A, Series F, Series F8, Series O, Series O6, Series PW, Series PWF, Series PWF8, Series PWT8, Series PWX, Series PWX8, Series T6 and Series T8)
 Symmetry Conservative Portfolio Class (Series A, Series F, Series F8, Series O, Series PW, Series PWF, Series PWF8, Series PWT8, Series PWX, Series PWX8, Series T6 and Series T8)
 Symmetry Equity Portfolio Class (Series A, Series AR, Series D, Series F, Series F6, Series F8, Series G, Series O, Series PW, Series PWF, Series PWF8, Series PWT8, Series PWX, Series PWX8, Series T6 Series T8 and Series W)
 Symmetry Growth Portfolio Class (Series A, Series F, Series F8, Series O, Series PW, Series PWF, Series PWF8, Series PWT8, Series PWX, Series PWX8, Series T6, and Series T8)
 Symmetry Moderate Growth Portfolio Class (Series A, Series F, Series F8, Series O, Series O6, Series PW, Series PWF, Series PWF8, Series PWT8, Series PWX, Series PWX8, Series T6 and Series T8)

Principal Regulator - Ontario

Type and Date:

Final Simplified Prospectuses dated September 29, 2014

NP 11-202 Receipt dated October 6, 2014

Offering Price and Description:

-

Underwriter(s) or Distributor(s):

Quadrus Investment Services Ltd.

LBC Financial Services Inc.

Promoter(s):

Mackenzie Financial Corporation

Project #2245861

Issuer Name:

RBC Quant Canadian Dividend Leaders ETF
RBC Quant EAFE Dividend Leaders (CAD Hedged) ETF
RBC Quant EAFE Dividend Leaders ETF
RBC Quant Emerging Markets Dividend Leaders ETF
RBC Quant European Dividend Leaders (CAD Hedged) ETF
RBC Quant European Dividend Leaders ETF
RBC Quant U.S. Dividend Leaders (CAD Hedged) ETF
RBC Quant U.S. Dividend Leaders ETF
Principal Regulator - Ontario

Type and Date:

Final Long Form Prospectus dated September 30, 2014
NP 11-202 Receipt dated October 2, 2014

Offering Price and Description:

CAD Units and USD Units @ Net Asset Value

Underwriter(s) or Distributor(s):

-

Promoter(s):

RBC GLOBAL ASSET MANAGEMENT INC.

Project #2248547

Issuer Name:

Slate Retail REIT (formerly, Slate U.S. Opportunity (No. 1) Realty Trust)
Principal Regulator - Ontario

Type and Date:

Final Short Form Prospectus dated October 6, 2014
NP 11-202 Receipt dated October 6, 2014

Offering Price and Description:

4,260,000 Units
C\$11.75 Per Unit
U.S. \$10.72 Per Unit

Underwriter(s) or Distributor(s):

CIBC World Markets Inc.
GMP Securities L.P.
BMO Nesbitt Burns Inc.
RBC Dominion Securities Inc.
National Bank Financial Inc.
Raymond James Ltd.
Scotia Capital Inc.

Promoter(s):

-

Project #2260804

Issuer Name:

Terra Firma Capital Corporation
Principal Regulator - Ontario

Type and Date:

Final Short Form Prospectus dated October 6, 2014
NP 11-202 Receipt dated October 6, 2014

Offering Price and Description:

8,000,000 Common Shares
Price: \$0.63 per Common Share

Underwriter(s) or Distributor(s):

BEACON SECURITIES LIMITED
PARADIGM CAPITAL INC.

Promoter(s):

-

Project #2262046

Issuer Name:

Mackenzie Absolute Return Fund
Principal Jurisdiction - Ontario

Type and Date:

Preliminary Simplified Prospectus, Annual Information Form and Fund Facts dated August 15, 2014
Withdrawn on October 2, 2014

Offering Price and Description:

-

Underwriter(s) or Distributor(s):

Quadrus Investment Services Ltd.
LBC Financial Services Inc.

Promoter(s):

Mackenzie Financial Corporation
Project #2245861

Chapter 12

Registrations

12.1.1 Registrants

Type	Company	Category of Registration	Effective Date
Suspension (Pending Surrender)	Ashmore Equities Investment Management (US) LLC	Portfolio Manager	August 29, 2014
Change in Registration Category	Pyrford International Limited	From: Exempt Market Dealer and Portfolio Manager To: Portfolio Manager	October 6, 2014

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Index

2196768 Ontario Ltd.		Fidelity Premium Fixed Income Capital Yield Private Pool	
Notice from the Office of the Secretary	9199	Decision	9201
A25 Gold Producers Corp.		Fidelity Premium Tactical Fixed Income Capital Yield Private Pool	
Notice from the Office of the Secretary	9198	Decision	9201
Order	9225	Fidelity Premium Tactical Fixed Income Capital Yield Private Pool	
Adams, James Stuart		Decision	9214
Notice from the Office of the Secretary	9198	Fidelity Tactical Fixed Income Capital Yield Fund	
Order	9225	Decision	9205
Amar, Avi		Fidelity Tactical Fixed Income Fund	
Notice from the Office of the Secretary	9198	Decision	9205
Order	9225	Fidelity U.S. Monthly Income Capital Yield Fund	
Amar, David		Decision	9205
Notice from the Office of the Secretary	9198	Fidelity U.S. Monthly Income Fund	
Order	9225	Decision	9205
Ashmore Equities Investment Management (US) LLC		ISG Capital Corporation	
Suspension (Pending Surrender)	9363	Decision	9212
Business, Engineering, Science & Technology Discoveries Fund Inc. (The)		Kimberly-Clark Corporation	
Order – s. 1(10)(a)(ii)	9226	Decision	9210
Dookhie, Ramadhar		NI 41-101 General Prospectus Requirements	
Notice from the Office of the Secretary	9199	Notice of Ministerial Approval	9195
Ernst & Young LLP		Rules and Policies	9238
Notice from the Office of the Secretary	9199	NI 51-102 Continuous Disclosure Obligations	
Oral Ruling and Reasons	9227	Notice of Ministerial Approval	9195
Fidelity American High Yield Capital Yield Fund		Rules and Policies	9239
Decision	9205	NI 52-108 Auditor Oversight	
Fidelity American High Yield Fund		Notice of Ministerial Approval	9195
Decision	9205	Rules and Policies	9235
Fidelity Canadian Bond Capital Yield Fund		NI 71-102 Continuous Disclosure and Other Exemptions Relating to Foreign Issuers	
Decision	9205	Notice of Ministerial Approval	9195
Fidelity Canadian Bond Fund		Rules and Policies	9240
Decision	9205	OSC Staff Notice 11-739 (Revised) – Policy Reformulation Table of Concordance and List of New Instruments	
Fidelity Corporate Bond Capital Yield Class,		Notice	9196
Decision	9201	Pro-Financial Asset Management Inc.	
Fidelity Global Dividend Class		Notice from the Office of the Secretary	9198
Decision	9214	Order	9218
Fidelity Investments Canada ULC			
Decision	9201		
Decision	9205		
Decision	9214		

Pyrford International Limited

Change in Registration Category9363

RARE Investments

Notice from the Office of the Secretary9199

Sunderji, Adil

Notice from the Office of the Secretary9199

Todorov, Evgueni

Notice from the Office of the Secretary9199

ZoomMed Inc.

Cease Trading Order9233

Zungui Haixi Corporation

Notice from the Office of the Secretary9199

Oral Ruling and Reasons9227