

August 3, 2001

Mr. John Stevenson,
Secretary
Ontario Securities Commission
20 Queen Street West
Suite 800, Box 55
Toronto, Ontario
M5H 3S8

Dear Mr. Stevenson:

Re: Request for Comment -
CSA Staff Notice 31-402 regarding Registration Forms Relating to the National
Registration Database

In response to the request for comment found in CSA Staff Notice 31-402 regarding Registration Forms Relating to the National Registration Database (“the Notice”) published in the OSC Bulletin, dated July 6, 2001, Scotiabank’s Wealth Management Group (“Scotiabank”) submit the following comments. Scotiabank appreciates having the opportunity to provide its comments.

It is our hope that our comments will be of assistance to the NRD Project team, and that these comments will help create simple forms for use with the National Registration Database that will be intuitive, straightforward and simple to complete. We believe that the primary goal in the design and development of the forms can only be met if a reasonable person exercising reasonable diligence is able to understand and correctly answer all the questions and complete the forms with little or no assistance. If this goal were achieved, the number of deficiencies would be reduced, enabling applicants to be registered quickly and expeditiously, and would minimize the time and effort that staff of the various commissions would need to identify and follow-up on deficiencies.

Please note that our comments relate to the corresponding item number or heading on the Form 31-102F4 (the “Form”). Our comments are as follows:

General Instructions

#1. If applicable, consider indicating that an application for a transfer of registration must be submitted on a separate form.

#5. Consider describing, or providing an illustration of, the preferred format of an exhibit.

Item 1. General Information

1. Legal name – Consider changing

- “*Other name currently used*” to “*Other name(s) currently used or known by (i.e. a.k.a.)*”,
- “*Other names previously used*” to “*Other name(s) previously used or known by*”, and
- “*Have you previously been known under*” to “*Have you previously used or been known under*”.

2. Residential Address – It is suggested to remove the Instruction, as it is unnecessary. The last line, “*If you have resided at this address for less than 10 years complete, Schedule A, section 2.*”, makes the Instruction redundant (and perhaps confusing).

Item 2. Citizenship

Consider adding a field for those applicants who may be citizens of both Canada and another country, or for those who are a citizen of more than one other country.

Item 3. Registration Information

1. Mutual Reliance Review System for Registration – The implication of reliance on National Instrument 31-101 should be briefly explained on the form to afford the applicant an opportunity to understand the implications of his/her choice.

4. Address for Service – Consider indicating which types of addresses that are acceptable for use as an address of service. (i.e. head office address, branch address, home address).

5. Agent for Service – Consider indicating which entities are acceptable to act as agent for service or which are unacceptable.

Item 4. Proficiency

1. Course and Examination Information - Include a description of instances or application types where an indication of “not applicable” would be acceptable.
2. Student Numbers - Include a description of instances where the selection of “not applicable” would apply.

Consider assisting the applicant by mentioning that this number is the number previously given to them by the institution through which they took the course(s). This number may have been issued many years ago. It is suggested that the form should direct the applicant to where he/she can obtain this number. Is it the intention to have the applicant leave blank sections corresponding to the educational institutions which they did not attend, or must the applicant mark them “not applicable”? If the latter, perhaps a “not applicable” box should be included by each educational institution.

Consider including a field for student numbers for Trust Company Institute and another for “*Other – Provide details*”.

Item 5. Employment Information

1(a). Location of Employment - Consider the applicability of the concept of “*location of the sponsoring firm at which you are working*”. Many individual registrants do not conduct a majority of their activities at single location, and in fact work from many locations. It is suggested to replace “*Provide the NRD number of the location of the sponsoring firm at which you are currently working or will be working*” with “*Provide the NRD number of the principal place of business from which you will be supervised from, by the sponsoring firm, to conduct activity which requires registration*”.

Consider also requesting the applicant’s email address, and creating a field for this information.

2. Current and Previous Employment - Consider providing a definition of “*full disclosure*”. Indicate the specific details the applicant is required to disclose.

There is a check box with the phrase “*Presently engaged in the above activity*”. There is nothing, which suggests what is meant by “*the above activity*”.

Consider separating the current employment history from the previous employment history. The first question should inquire whether the applicant is currently employed. If the applicant is currently employed, the applicant should be required to provide the name of the current employer and the date the applicant started to work for this employer. If the applicant is not currently employed, the applicant should then be required to indicate whether he/she is a student.

It is suggested to word the second question as follows, “*Provide full disclosure (please see above comment regarding the term “full disclosure”) of your previous business and employment activities, including any periods of summer employment and unemployment, during the 10 years immediately prior to the date of this application and excluding your current employment. Exclude any summer employment while a full time student. Also, provide details of all employment at any time in the securities or commodities industry*”.

2(b) – This item does not indicate that the applicant should disclose this information for the past 10 years. It is suggested to remove the Instruction, as it is not necessary. Also, the form only provides enough space for the applicant to disclose information for only one business or employment activity. There is no space allocated for the disclosure of more than one previous employment. Consider providing additional space.

3(a). Other Business Activities – Consider defining “*the business*” and “*major portion of your time*”. These phrases are too broad and will be interpreted differently by different organizations.

Consider replacing “*Are you actively engaged in the business of the sponsoring firm*” with “*Are you actively engaged in the business of the sponsoring firm and affiliated financial institution, if applicable,*”.

4. Resignations and Terminations – Consider replacing “*following*” with “*as a result of*”. The word “*following*” is too broad as the resignation or termination could have happened a significant amount of time after an allegation, and may not have been the result of any allegation.

4(a), 4(b). Consider removing “*industry standards of conduct*”. This phrase is too broad, and can be interpreted differently by the various participants in the capital markets. Unless an applicant is required to comply with “*industry standards of conduct*”, failure to comply should not be at issue.

Item 6. Regulatory Disclosure

1(c), (d), (e), 2(a), (b), (c), 3(a), (b) and (c) – The wording presently requires an applicant, if they **are** a partner, director, officer, or holder of voting securities carrying more than 10 percent of the votes carried by all outstanding voting securities of a firm, to state whether his or her sponsoring firm was **ever** subject to the mentioned action. The purported action may have taken place prior to his/her relationship with the sponsoring firm. In this instance the applicant may not know, or reasonably be expected to know what occurred prior to his or her tenure.

1(c) - Consider creating two questions here, making each question easier to comprehend. It is suggested to replace this question with the following two questions:

- “Have you ever been refused registration or a license to trade in or advise on securities or exchange contracts (including commodity futures contracts and commodity futures options) in any province, territory, state or country?”, and
- “Has any firm ever been refused registration or a license to trade in or advise on securities or exchange contracts (including commodity futures contracts and commodity futures options) in any province, territory, state or country, while you were a partner, director, officer, or holder of voting securities carrying more than 10 percent of the votes carried by all outstanding voting securities of that firm?”

1(d) - Consider creating two questions here, making each question easier to comprehend. It is suggested to replace this question with the following two questions:

- “Have you ever been denied the benefit of any exemption from registration provided by securities legislation or legislation governing exchange contracts (including commodity futures contracts and commodity futures options) in any province, territory, state or country?”, and
- “Has any firm ever been denied the benefit of any exemption from registration provided by securities legislation or legislation governing exchange contracts (including commodity futures contracts and commodity futures options) in any province, territory, state or country, while you were a partner, director, officer, or holder of voting securities carrying more than 10 percent of the votes carried by all outstanding voting securities of that firm?”

Consider replacing “*been denied the benefit of any*” with “*had an application denied which requested an*”. It is possible for a registrant to be denied a benefit of any exemption from registration provided by securities legislation or legislation governing exchange contracts by simply not applying for such an exemption or by unilateral action of the commission with regard to the applicant or a class of applicants or registrants. In the instance were an applicant is unaware of the exemptions provided they would not know, or reasonably be expect to know they were denied the benefit of an exemption.

1(e) - Consider creating two questions here, making each question easier to comprehend. It is suggested to replace this question with the following two questions:

- “Have you ever been subject to a cease trade order, a cease distribution order, a suspension or termination order, any disciplinary proceedings or any order resulting form disciplinary proceedings pursuant to securities legislation or legislation governing exchange contracts (including commodity futures contracts and commodity futures options) in any province, territory, state or country?”, and
- “Has any firm ever been subject to a cease trade order, a cease distribution order, a suspension or termination order, any disciplinary proceedings or any order resulting form disciplinary proceedings pursuant to securities legislation or legislation governing exchange contracts (including commodity futures contracts and commodity futures options) in any province, territory, state or country, while you were a partner, director, officer, or holder of voting securities carrying more than 10 percent of the votes carried by all outstanding voting securities of that firm?”

2(a) - Consider creating two questions here, making each question easier to comprehend. It is suggested to replace this question with the following two questions:

- “Have you ever been a member or participating organization of any stock exchange, the Investment Dealers Association of Canada, the Mutual Fund Dealers Association of Canada, or other self-regulatory organization, in any province, territory, state or country?”, and
- “Has any firm ever been a member or participating organization of any stock exchange, the Investment Dealers Association of Canada, the Mutual Fund Dealers Association of Canada, or other self-regulatory organization, in any province, territory, state or country, while you were a partner, director, officer, or holder of voting securities carrying more than 10 percent of the votes carried by all outstanding voting securities of that firm?”

2(b) - Consider creating two questions here, making each question easier to comprehend. It is suggested to replace this question with the following two questions:

- “Have you ever been refused membership or entry as a participating organization in any stock exchange, the Investment Dealers Association of Canada, the Mutual Fund Dealers Association of Canada, or other self-regulatory organization, in any province, territory, state or country?”, and
- “Has any firm ever been refused membership or entry as a participating organization in any stock exchange, the Investment Dealers Association of Canada, the Mutual Fund Dealers Association of Canada, or other self-regulatory organization, in any province, territory, state or country, while you were a partner, director, officer, or holder of voting securities carrying more than 10 percent of the votes carried by all outstanding voting securities of that firm?”

2(c) - Consider creating two questions here, making each question easier to comprehend. It is suggested to replace this question with the following two questions:

- “Have you ever been subject to a suspension, expulsion or termination order, or been subject to any disciplinary proceedings or any order resulting from disciplinary proceedings conducted by any stock exchange, the Investment Dealers Association of Canada, the Mutual Fund Dealers Association of Canada, or other self-regulatory organization, in any province, territory, state or country?”, and
- “Has any firm ever been subject to a suspension, expulsion or termination order, or been subject to any disciplinary proceedings or any order resulting from disciplinary proceedings conducted by any stock exchange, the Investment Dealers Association of Canada, the Mutual Fund Dealers Association of Canada, or other self-regulatory organization, in any province, territory, state or country, while you were a partner, director, officer, or holder of voting securities carrying more than 10 percent of the votes carried by all outstanding voting securities of that firm?”

3(a) - Consider creating two questions here, making each question easier to comprehend. It is suggested to replace this question with the following two questions:

- “Have you ever been registered or licensed under any legislation which requires registration or licensing to deal with the public in any capacity other than to trade in or advise on securities or exchange (including commodity futures contracts and commodity futures options) in any province, territory, state or country?”, and
- “Has any firm ever been registered or licensed under any legislation which requires registration or licensing to deal with the public in any capacity other than to trade in or advise on securities or exchange contracts (including commodity futures contracts and commodity futures options) in any province, territory, state or country, while you were a partner, director, officer, or holder of voting securities carrying more than 10 percent of the votes carried by all outstanding voting securities of that firm?”

3(b) - Consider creating two questions here, making each question easier to comprehend. It is suggested to replace this question with the following two questions:

- “Have you ever been refused registration or a license under any legislation which requires registration or licensing to deal with the public in any capacity other than to trade in or advise on securities or exchange contracts (including commodity futures contracts and commodity futures options) in any province, territory, state or country?”, and
- “Has any firm ever been refused registration or a license under any legislation which requires registration or licensing to deal with the public in any capacity other than to trade in or advise on securities or exchange contracts (including commodity futures contracts and commodity futures options) in any province, territory, state or country, while you were a partner, director, officer, or holder of voting securities carrying more than 10 percent of the votes carried by all outstanding voting securities of that firm?”

3(c) - Consider creating two questions here, making each question easier to comprehend. It is suggested to replace this question with the following two questions:

- “Have you ever been subject to a suspension or termination order, or disciplinary proceedings or any order resulting from disciplinary proceedings conducted under any legislation which requires registration or licensing to deal with the public in any capacity other than to trade in or advise on securities or exchange contracts (including commodity futures contracts and commodity futures options) in any province, territory, state or country?”, and
- “Has any firm ever been subject to a suspension or termination order, or disciplinary proceedings or any order resulting from disciplinary proceedings conducted under any legislation which requires registration or licensing to deal with the public in any capacity other than to trade in or advise on securities or exchange contracts (including commodity futures contracts and commodity futures options) in any province, territory, state or country, while you were a partner, director, officer, or holder of voting securities carrying more than 10 percent of the votes carried by all outstanding voting securities of that firm?”

1(e), 2(c), and 3(c) - These items currently require an applicant to disclose if he/she was ever subject to a disciplinary proceeding. Consider defining “*disciplinary proceedings*”, as this term is vague. It is suggested to include before whom the proceeding where held (i.e. commission, other regulatory body). Further, this question appears in each of the three items and seems redundant.

3(c) – It is suggested that a comma be included after the first use of the word “event”.

Item 7 – Criminal Disclosure

(a) and (b) - Consider specifying the types of charges and offences required to be disclosed or alternatively need not be disclosed. For example speeding is a chargeable offence.

(b) – This item does not contemplate whether a pardon, absolute discharge, or conditional discharge has been granted. Consider specifying under what situations must the applicant disclose this information. Our experience suggests that many applicants are unsure as to whether a pardoned offence need be disclosed.

(c) and (d) - The wording presently requires an applicant, if they **are** a partner, director, officer, or holder of voting securities carrying more than 10 percent of the votes carried by all outstanding voting securities of a firm, to state whether his or her sponsoring firm was **ever** subject to the mentioned action. The purported action may have taken place prior to his/her relationship with the sponsoring firm. In this instance the applicant may not know, or reasonably be expected to know what occurred prior to his or her tenure.

(c) - Consider redrafting this question by removing the words “*are or*”. It is suggested to draft this question as follows:

- “Have charges ever been laid, alleging an offence that was committed in Canada, or had it been committed in Canada, constitutes or would constitute an offence under the laws of Canada, against any firm, in which you were at the time of such event, a partner, director, officer or holder of voting securities carrying more than 10 percent of the votes carried by all outstanding voting securities of that firm?”

(d) – Consider redrafting this question by removing the words “*are or*”. It is suggested to draft this question as follows:

- “Has any firm in which you were, at the time of such event, a partner, director, officer or holder of voting securities carrying more than 10 percent of the votes carried by all outstanding voting securities, ever been convicted of, pleaded guilty to or no contest to an offence that was committed in Canada, or had it been committed in Canada, constitutes or would constitute an offence under the laws of Canada?”

Item 8 – Civil Disclosure

Consideration should be given to narrowing the nature of civil matters that need to be disclosed to exclude matters which are de minimus in amount or not relevant to matters touching upon an assessment of an applicant’s suitability for registration.

(a) Consider defining “*similar conduct*”. This term is vague and will be interpreted differently by different organizations.

(a) - The wording presently requires an applicant, if they **are** a partner, director, officer, or holder of voting securities carrying more than 10 percent of the votes carried by all outstanding voting securities of a firm, to state whether his or her sponsoring firm was **ever** subject to the mentioned action. The purported action may have taken place prior to his/her relationship with the sponsoring firm. In this instance the applicant may not know, or reasonably be expected to know what occurred prior to his or her tenure.

Consider creating two questions here, making each question easier to comprehend. It is suggested to replace these questions with the following two questions:

- “Have you ever been a defendant or respondent in any civil proceeding in any jurisdiction in which fraud, theft, deceit, misrepresentation, or similar conduct is, or was alleged?”, and
- “Has any firm ever been a defendant or respondent in any civil proceeding in any jurisdiction in which fraud, theft, deceit, misrepresentation, or similar conduct is, or was alleged, while you were a partner, director, officer, or holder of voting securities carrying more than 10 percent of the votes carried by all outstanding voting securities of that firm?”

(b) – Consider redrafting this item as the wording is confusing, and may be difficult for the applicant to distinguish how this information differs from the information requested in (a).

Item 9 – Financial Disclosure

1 (a), (b), (c), (d), and 2 - The wording presently requires an applicant, if they **are** a partner, director, officer, or holder of voting securities carrying more than 10 percent of the votes carried by all outstanding voting securities of a firm, to state whether his or her sponsoring firm was **ever** subject to the mentioned action. The purported action may have taken place prior to his/her relationship with the sponsoring firm. In this instance the applicant may not know, or reasonably be expected to know what occurred prior to his or her tenure.

1(a) - Consider creating two questions here, making each question easier to comprehend. It is suggested to replace these questions with the following two questions:

- “Under the law of any province, territory, state, or country have you ever had a petition in bankruptcy issued against you, or made a voluntary assignment in bankruptcy?”, and
- “Under the law of any province, territory, state, or country has any firm ever had a petition in bankruptcy issued against it, or made a voluntary assignment in bankruptcy, while you were a partner, director, officer, or holder of voting securities carrying more than 10 percent of the votes carried by all outstanding voting securities of that firm?”

1(b) - Consider creating two questions here, making each question easier to comprehend. It is suggested to replace these questions with the following two questions:

- “Under the law of any province, territory, state, or country have you ever made a proposal under an legislation relating to bankruptcy or insolvency?”, and
- “Under the law of any province, territory, state, or country has any firm ever made a proposal under an legislation relating to bankruptcy or insolvency, while you were a partner, director, officer, or holder of voting securities carrying more than 10 percent of the votes carried by all outstanding voting securities of that firm?”

1(c) - Consider creating two questions here, making each question easier to comprehend. It is suggested to replace these questions with the following two questions:

- “Under the law of any province, territory, state, or country have you ever been subject to proceedings under any legislation relating to the winding up, dissolution or companies creditors arrangement?”, and
- “Under the law of any province, territory, state, or country has any firm ever been subject to proceedings under any legislation relating to the winding up, dissolution or companies creditors arrangement, while you were a partner, director, officer, or holder of voting securities carrying more than 10 percent of the votes carried by all outstanding voting securities of that firm?”

1(d) - Consider creating two questions here, making each question easier to comprehend. It is suggested to replace these questions with the following two questions:

- “Under the law of any province, territory, state, or country have you ever been subject to or instituted any proceedings, arrangement or compromise with creditors (including having a receiver, receiver-manager, administrator or trustee appointed by or at the request of creditors, either privately, or through court process, or by order of a regulator, to hold your assets)?”, and
- “Under the law of any province, territory, state, or country has any firm ever been subject to or instituted any proceedings, arrangement or compromise with creditors (including having a receiver, receiver-manager, administrator or trustee appointed by or at the request of creditors, either privately, or through court process, or by order of a regulator, to hold its assets), while you were a partner, director, officer, or holder of voting securities carrying more than 10 percent of the votes carried by all outstanding voting securities of that firm?”

4. Consider providing a definition or description of the term “*unsatisfied judgements*”. If a judgement is under appeal need it be disclosed?

Certificate and Agreement of Individual and Sponsoring Firm

Agent for Service - The requirements to file a notice appointing a new agent for service of process **at least 30 days prior** to termination for any reason of the appointment of the Agent for Service, and to file a notice amending the name or address of the Agent for Service at least 30 days before any change in the name or address of the Agent for Service may not be practical in certain circumstances, and may in fact not be possible. For example, if the Agent for Service quit without providing notice, the registrant would not be able to fulfill this obligation. Perhaps it would be practical to request the applicant to submit notice within a period of time commencing at the time the applicant became aware of the termination or pending termination of the agent for service.

Notice – Collection and use of Personal Information – There is an extra space between the words “*or*” and “*self*” on the third line of the second paragraph.

Certification of Officer or Partner – Consider replacing

“I certify that I have discussed the questions set out in this application with the applicant or where the applicant has applied through one of our branch offices the branch manager or another officer has so done and I am satisfied that the applicant fully understands the questions” with

“I certify that I have asked the applicant if he or she fully understands the questions or where the applicant has applied through one of our branch offices the branch manager or another officer has so done, and the applicant has affirmed that he or she fully understands the questions.”

This change is necessary as is unclear how an officer or branch manager can ascertain whether an applicant truly understands the questions on the Form. What steps can an officer or branch manager go through to satisfy himself that an applicant understands the questions? Officers and branch manager would quite rightly be reluctant to certify that the applicant understands. Further, it is not practical for an officer or branch manager to discuss each question with each applicant.

We suggest that it would be reasonable for an officer or branch manager to simply inquire of the applicant if he/she understands the questions, to explain any question that the applicant advised he or she doesn't understand, and to certify that the applicant has indicated that he or she fully understands the questions. Further, we question why this certification is not simply requested from the applicant, as the applicant is the only one who can determine whether he or she understands the questions.

Schedule “A”

Consider changing the numbering system for the items in the schedules. Schedule “C”, Item 5, Section 2 does not relate to its corresponding question Item 5, 4(a) on the Form. Schedule “D” makes reference to Item 6, Section 4. There is no such section on the Form. This will help make the Form easier to comprehend.

The Form only provides enough space for the applicant to disclose information for one other name previously used or previous residential address. There is no space allocated in case there may be more than one of each. Consider providing additional space.

Consider replacing “*Name*” with “*Legal Name*” in the heading of section 1 in order to be consistent with the Form.

Section 1(3) – Consider replacing “*Period known by above name*” with “*Period during which the applicant used this name*”. An applicant may not know if another individual continues to know him/her by another name or the date others have stopped to know him/her by that particular name.

Schedule “B”

Consider replacing “*Proficiencies*” with “*Proficiency*” in the heading.

Schedule “C”

Consider replacing “*Employment*” with “*Employment Information*” in the heading in order to be consistent with the form.

Section 1(a)(i) – Consider defining “*the business of the sponsoring firm*”. It is reasonable for an individual to assume that all activity of a registrant firm, whether registration is required to perform such activity or not, is the business of the registrant firm.

Section 1(a)(ii) - Consider defining “*major portion of your time*” or revising the language to make it clearer. This phrase is too broad and will be interpreted differently by various persons.

Section 1(b)(iv) – It would be extremely difficult for the applicant to respond to this question. Is it confusion on the part of clients that is a concern? On the part of the dealer? Conflicts of interest with whom? What types of confusion and conflicts need be disclosed?

Section 2 – Replace “*For each resignation or termination*” with “*For each resignation or termination referred to in the Form 31-102F4 item 5, # 4*”.

Schedule “D”

Section 1 - Replace “*For each resignation or licence*” with “*For each resignation or licence referred to in the Form 31-102F4 item 6, # 1(a)*”.

Section 2 - Replace “*For each resignation or licence*” with “*For each resignation or licence referred to in the Form 31-102F4 item 6, # 1(b)*”.

Section 3 - Replace “*For each resignation or licence refused*” with “*For each resignation or licence refused and referred to in the Form 31-102F4 item 6, # 1(c)*”.

Section 4 - Replace “*For each exemption from registration denied*” with “*For each exemption from registration denied and referred to in the Form 31-102F4 item 6, # 1(d)*”.

Section 5 - Replace “*For each order or disciplinary proceeding*” with “*For each order or disciplinary proceeding referred to in the Form 31-102F4 item 6, # 1(e)*”.

Section 6 - Replace “*For each membership or participation*” with “*For each membership or participation referred to in the Form 31-102F4 item 6, # 2(a)*”.

- Specify whether “(4) *the period of membership or participation*” requires disclosure of a length of time or specific dates.

Section 7 - Replace “*For each membership or participation refused*” with “*For each membership or participation refused and referred to in the Form 31-102F4 item 6, # 2(b)*”.

Section 8 - Replace “*For each order or disciplinary proceeding*” with “*For each order or disciplinary proceeding referred to in the Form 31-102F4 item 6, # 2(c)*”.

Section 9 - Replace “*For each resignation or licence*” with “*For each resignation or licence referred to in the Form 31-102F4 item 6, # 3(a)*”.

Section 10 - Replace “*For each resignation or licence refused*” with “*For each resignation or licence refused and referred to in the Form 31-102F4 item 6, # 3(b)*”.

- Remove the word “*and*” located before “(4)”.

Section 11 - Replace “*For each disciplinary proceeding*” with “*For each disciplinary proceeding referred to in the Form 31-102F4 item 6, # 3(c)*”.

Schedule “G”

Section 1 – Replace “*For each event*” with “*For each event referred to in Form 31-102F4 item 9, # 1*”.

Section 2 – - Replace “*For each event, indicate below (1) that party*” with “*For each event referred to in Form 31-102F4 item 9, # 2, indicate below (1) the party*”.

- Replace “*(2) the amount that is, or was, owing*” with “*(2) the amount that currently is owing, and was owing at the time the party was unable to meet its financial obligations*”. Otherwise, the applicant may not know whether to disclose the total amount that was owed at the time of the event, the current balance owing, or both.

Section 3 – Replace “*For each bond refused*” with “*For each bond refused that is referred to in Form 31-102F4 item 9, # 3*”.

Section 4 – Replace “*For each garnishment, unsatisfied judgement or direction to pay*” with “*For each garnishment, unsatisfied judgement or direction to pay referred to in Form 31-102F4 item 9, # 4*”.

- Replace “*(1) the amount that is, or was, owing*” with “*(1) the amount that currently is owing, and was owing at the time of such garnishment, unsatisfied judgement or direction to pay*”. Otherwise, the applicant may not know whether to disclose the total amount that was owed at the time of the event, the current balance owing, or both.

Schedule “H”

Section 1 Instruction, (a), and (b) – Consider replacing “*firm*” with “*related firm*”.

Section 1(j) – Consider replacing “*Occupation*” with “*Occupation of Beneficial Owner*”.

The phrases “*relevant details*” and “*full details*” should be removed from the schedules. The items do not indicate what “*relevant*” or “*full*” may mean, or to whom the disclosure may be relevant. If these phrases are to be used, perhaps include a definition of what specific disclosure is expected.

Conclusion

We are appreciative of having the opportunity to provide our comments. If clarification is required or if you should wish to discuss any of our comments, please feel free to contact Mr. Phillip Gayle, Senior Manager Registrations, Scotiabank Wealth Management at

(416) 933-2157 or the undersigned at (416) 866-2019. A copy of our submission in Word is enclosed on disc for your convenience.

Yours truly,

Richard E. Austin
Deputy Head of Compliance
Wealth Management

c.c. J. Smart
K. Fisher
A. Harbinson