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

The Ontario Securities Commission

Cadillac Fairview Tower
Suite 1903, Box 55
20 Queen Street West
Toronto, Ontario
M5H 3S8

416-593-8314 or Toll Free 1-877-785-1555

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Carswell
One Corporate Plaza
2075 Kennedy Road
Toronto, Ontario
M1T 3V4

416-609-3800 or 1-800-387-5164

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One Corporate Plaza
2075 Kennedy Road
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M1T 3V4

Customer Relations
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World wide Web: <http://www.carswell.com>
Email: carswell.orders@thomson.com

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Chapter 1

Notices / News Releases

1.1	Notices		<u>SCHEDULED OSC HEARINGS</u>
1.1.1	Current Proceedings Before The Ontario Securities Commission AUGUST 19, 2005 CURRENT PROCEEDINGS BEFORE ONTARIO SECURITIES COMMISSION -----	TBA	Yama Abdullah Yaqeen s. 8(2) J. Superina in attendance for Staff Panel: TBA
		TBA	Cornwall <i>et al</i> s. 127 K. Manarin in attendance for Staff Panel: TBA
	Unless otherwise indicated in the date column, all hearings will take place at the following location: The Harry S. Bray Hearing Room Ontario Securities Commission Cadillac Fairview Tower Suite 1700, Box 55 20 Queen Street West Toronto, Ontario M5H 3S8 Telephone: 416-597-0681 Telecopier: 416-593-8348	TBA	Philip Services Corp. <i>et al</i> s. 127 K. Manarin in attendance for Staff Panel: TBA
	CDS TDX 76 Late Mail depository on the 19 th Floor until 6:00 p.m. -----	TBA	Robert Patrick Zuk, Ivan Djordjevic, Matthew Noah Coleman, Dane Alan Walton, Derek Reid and Daniel David Danzig s. 127 J. Waechter in attendance for Staff Panel: TBA
	<u>THE COMMISSIONERS</u> Paul M. Moore, Q.C., Vice-Chair — PMM Susan Wolburgh Jenah, Vice-Chair — SWJ Paul K. Bates — PKB Robert W. Davis, FCA — RWD Harold P. Hands — HPH David L. Knight, FCA — DLK Mary Theresa McLeod — MTM H. Lorne Morphy, Q.C. — HLM Carol S. Perry — CSP Robert L. Shirriff, Q.C. — RLS Suresh Thakrar, FIBC — ST Wendell S. Wigle, Q.C. — WSW	TBA	John Illidge, Patricia McLean, David Cathcart, Stafford Kelley and Devendranauth Misir S. 127 & 127.1 K. Manarin in attendance for Staff Panel: TBA

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August 29, 2005 to September 16, 2005
10:00 a.m.
September 12, 2005
2:30 p.m.
September 15, 2005
2:30 p.m.
September 16, 2005
10:00 a.m.
September 28 and 29, 2005
10:00 a.m.
October 4, 2005
2:30 p.m.

In the matter of Allan Eizenga, Richard Jules Fangeat*, Michael Hersey*, Luke John McGee* and Robert Louis Rizzuto* and In the matter of Michael Tibollo

s.127
T. Pratt in attendance for Staff
Panel: WSW/PKB/ST

* Hersey settled May 26, 2004
* Fangeat settled June 21, 2004
* Rizzuto settled August 17, 2004
* McGee settled November 11, 2004

James Patrick Boyle, Lawrence Melnick and John Michael Malone

s. 127 and 127.1
Y. Chisholm in attendance for Staff
Panel: TBA

Portus Alternative Asset Management Inc., and Portus Asset Management, Inc.

s. 127
M. MacKewn in attendance for Staff
Panel: TBA

s.127
J. Cotte in attendance for Staff
Panel: RLS/RWD/CSP

Momentas Corporation, Howard Rash, Alexander Funt, Suzanne Morrison and Malcolm Rogers

s. 127 and 127.1
P. Foy in attendance for Staff
Panel: PMM/WSW/CSP

October 11, 2005
9:00 a.m.
October 12, 2005
10:00 a.m.
November 2005

Hollinger Inc., Conrad M. Black, F. David Radler, John A. Boulton and Peter Y. Atkinson

s.127
J. Superina in attendance for Staff
Panel: TBA

Christopher Freeman

s. 127 and 127.1
P. Foy in attendance for Staff
Panel: TBA

Andrew Currah, Colin Halanen, Joseph Damm, Nicholas Weir, Penny Currah, Warren Hawkins

s.127
J. Waechter in attendance for Staff
Panel: TBA

ADJOURNED SINE DIE

Global Privacy Management Trust and Robert Cranston

Andrew Keith Lech

S. B. McLaughlin

Livent Inc., Garth H. Drabinsky, Myron I. Gottlieb, Gordon Eckstein, Robert Topol

1.1.2 Revised CSA Staff Notice 55-310 Questions and Answers on SEDI

**REVISED CANADIAN SECURITIES ADMINISTRATORS
STAFF NOTICE 55 - 310
QUESTIONS AND ANSWERS ON
THE SYSTEM FOR ELECTRONIC DISCLOSURE BY INSIDERS (SEDI)**

First published April 25, 2003, revised August 19, 2005

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Appendix A

Securities Regulatory Authorities and CDS INC.: Contact and Web Site Information

**REVISED CANADIAN SECURITIES ADMINISTRATORS
STAFF NOTICE 55 - 310
QUESTIONS AND ANSWERS ON
THE SYSTEM FOR ELECTRONIC DISCLOSURE BY INSIDERS (SEDI)**

First published April 25, 2003, revised August 19, 2005

INTRODUCTION

The System for Electronic Disclosure by Insiders (SEDI) is the electronic insider reporting system available over the Internet at www.sedi.ca. To help you file and search for information on SEDI, the Canadian Securities Administrators (CSA) have prepared these questions and answers (the QAs). However, they also represent a guide for general use. In any individual cases of doubt, the user should obtain legal advice as to their obligations under securities legislation.

The QAs cover questions on reporting and searching on SEDI. These QAs have been updated on August 19, 2005. You may also wish to consult CSA Staff Notice 55-308 *Questions on Insider Reporting* (the Insider Reporting Notice). The Insider Reporting Notice contains questions and answers on insider reporting in general and how to report your insider trades on the insider report paper form (Form 55-102F6). For guidance on how to report equity monetization transactions, you should consult CSA Staff Notice 55-312 *Insider Reporting Guidelines for Certain Derivative Transactions (Equity Monetization)*.

SEDI replaces paper-based reporting of insider trading data for insiders of most issuers. SEDI requires insiders to file electronically their insider reports, and issuers to file electronically certain information, over the Internet, using the SEDI web site. The public can also search for and view public information filed on SEDI over the same web site.

For information on the original implementation of SEDI and the transition from paper filing, please see CSA Staff Notice 55-309 *Launch of the System for Electronic Disclosure by Insiders (SEDI) and Other Insider Reporting Matters*.

How are the QAs organized?

The QAs are divided into different sections based on the logical or technical steps in the filing process on SEDI and the type of SEDI filer - insider or issuer. There is also a section at the end on how the public can access filings on SEDI.

To file on SEDI, you or your agent need to follow these steps:

- register as a user
- and
- file issuer information
 - issuer profile supplement
 - issuer event reports
- or
- file insider information
 - insider profile
 - insider reports.

Please also refer to Appendix A for information on how to contact the various securities regulatory authorities and the SEDI operator. Appendix A also includes the web site addresses of the securities regulatory authorities that publish information on SEDI and the web site address of the Canadian Securities Administrators (CSA). You can also look in the 'Frequently Asked Questions' section of the online help available on the SEDI web site or in the SEDI User Guide available online at www.csa-acvm.ca. [Revised August 19, 2005]

Some defined terms [Revised August 19, 2005]

To help you understand some of the frequently used defined terms referred to in the QAs, here is a list of these terms, along with their meanings.

CDS means CDS INC., the company managing SEDI on behalf of the CSA

CSA means the Canadian Securities Administrators

MI 55-103 means Multilateral Instrument 55-103 *Insider Reporting for Certain Derivative Transactions (Equity Monetization)*. MI 55-103 has been adopted (or is intended to be adopted) in all jurisdictions with insider reporting requirements except British Columbia. MI 55-103 has not yet been formally adopted in Quebec or New Brunswick. Although British Columbia has not adopted MI 55-103, it has implemented similar requirements in the British Columbia Securities Act and has provided exemptions from those requirements in BC Instrument 55-506.

NI 55-101 means National Instrument 55-101 *Insider Reporting Exemptions*, as amended and restated on April 30, 2005. NI 55-101 has been adopted (or is intended to be adopted) in all jurisdictions with insider reporting requirements. NI 55-101 has not yet been formally adopted in New Brunswick.

NI 55-102 means National Instrument 55-102 *System for Electronic Disclosure by Insiders (SEDI)*, as amended. NI 55-102 has been adopted (or is intended to be adopted) in all jurisdictions with insider reporting requirements. NI 55-102 has not yet been formally adopted in New Brunswick.

SEC means the United States Securities and Exchange Commission

SEDAR means the System for Electronic Document Analysis and Retrieval

SEDI means the System for Electronic Disclosure by Insiders

SEDI issuer means a reporting issuer, other than a mutual fund, that is required to comply with National Instrument 13-101 *System for Electronic Document Analysis and Retrieval (SEDAR)*

1. GENERAL

The System for Electronic Disclosure by Insiders (SEDI) replaces paper-based reporting of insider trading data for insiders of most issuers. Before filing data on SEDI over the Internet at www.sedi.ca, SEDI issuers and their insiders must take certain steps.

As a SEDI issuer (or agent of a SEDI issuer), you need to:

- ***ensure your existing SEDAR profile is accurate and complete***
- ***register on SEDI***
- ***file an issuer profile supplement including information about your outstanding securities held by insiders***

And then on a continuous basis:

- ***file issuer event report(s) (to report stock dividends, stock splits, etc.)***
- ***amend your profile supplement if there is any change in the information disclosed***

As an insider (or agent of an insider) of a SEDI issuer, you need to:

- ***register on SEDI***
- ***file an insider profile***

And then on a continuous basis:

- ***file insider reports within 10 days of any change in your ownership of, or control or direction over, securities of the SEDI issuer***
- ***amend your profile if there is a change in the information disclosed***

1.1 Who must use SEDI?

The following persons and companies must use SEDI:

- SEDI issuers (reporting issuers, other than mutual funds, that file disclosure documents electronically through SEDAR) - to file their issuer profile supplement and issuer event reports
- insiders of SEDI issuers - to file their insider profile and insider reports

Therefore, SEDI issuers and their insiders (or agents on their behalf) must use SEDI to file insider and issuer information as well as to report certain transactions and events.

The public has free access to public information contained on the SEDI web site and can search for and view insider and issuer information filed on SEDI.

1.2 What computer systems requirements do I need to use SEDI? [Revised August 19, 2005]

Generally, you can use SEDI if you can access the Internet from your computer. Recommended system requirements are currently:

- A computer running Windows 95, Windows 98, Windows NT version 4.0 or Windows 2000 as an operating system. SEDI does not currently support Windows XP and Windows ME
- A modem of 56K (minimum)
- An internet connection
- A web browser (MS Internet Explorer version 5.5x or 6.0x or Netscape Communicator version 6.2.3x)
- Acrobat Reader (version 5.0) to open PDF documents. You can download Acrobat Reader for free
- JavaScript should be enabled
- Per-session cookies should be enabled in your browser
- Screen resolution of 800 x 600 or greater is highly recommended. This is to ensure that you can view the full width of the SEDI web site in your browser window. Also set your monitor to view the site with at least 250 colors

1.3 Who do I call for help with SEDI?

Depending on the type of help you need, call your securities regulatory authority or the SEDI operator at the CDS INC. Helpdesk.

For example, if you have filing or compliance-related questions regarding SEDI, such as

- how to use SEDI to report your insider trades
- what information you need to enter on SEDI
- who must register to use SEDI
- when must you report trades

contact your securities regulatory authority (see Appendix A);

Or, if you are having technical problems using SEDI, such as

- seeing error messages on the screen
- forgetting your password
- needing your access key reset

- having printing problems

contact the CDS INC. Helpdesk from 7 am to 11 pm Eastern time, Monday to Friday toll-free at 1-800-219-5381 for assistance in English or French.

1.4 Do I need to pay to use SEDI? [Revised August 19, 2005]

Only SEDI issuers have to pay an annual service charge related to SEDI. (See question 3.1.10 for more detailed information on fees payable by these issuers.) The information on www.sedi.ca is available free of charge to the public. There are no service charges payable either by insiders for filing on SEDI or by the public for accessing information filed on SEDI. However, some jurisdictions charge fees for the late filing of insider reports.

1.5 How do I access SEDI?

Go to the SEDI Internet web site at www.sedi.ca. On the introductory page of the web site, select the language in which you wish to use the site, either French or English. A 'Welcome to SEDI' page will then appear. If you just want to search for information filed on SEDI, click on the 'Access public filings' link.

If you need to file information for the first time, you must register as a user by clicking on 'Register as a SEDI user'. For more information on registering, please see section 2.1 (General) under Part 2 (Registration).

1.6 When can I use SEDI?

You can use SEDI 24 hours a day, seven days a week to make filings if your SEDI user account has been activated, subject to service interruptions for system maintenance.

1.7 What if I am an insider and SEDI is not available?

If you experience unanticipated technical difficulties which make SEDI unavailable, you can meet your obligations to file your insider report by filing your report in paper format with the relevant securities regulatory authority no later than two days after your report is due. As soon as practicable after the technical difficulties have been resolved, you must re-file your report on SEDI.

Prepare your report using Form 55-102F6 and write the words "TEMPORARY HARDSHIP EXEMPTION FILING" in capital letters at the top of the front page.

In such circumstances you may wish to read Part 4 of NI 55-102 which sets out the temporary hardship exemption.

1.8 Where can I find the legal requirements for SEDI? [Revised August 19, 2005]

You can find them in the various provincial Securities Acts, Regulations and local Rules, and in NI 55-102 and its related documents.

NI 55-102 contains the legal requirements for the electronic filing in SEDI of insider reports and related issuer information. The legal documents are:

- NI 55-102
- Six related forms
 - 55-102F1 *Insider Profile*
 - 55-102F2 *Insider Report*
 - 55-102F3 *Issuer Event Report*
 - 55-102F4 *Issuer Profile Supplement*
 - 55-102F5 *SEDI User Registration Form*
 - 55-102F6 *Insider Report (Paper Form)*
- Companion Policy 55-102CP

In addition, NI 55-101 contains exemptions from certain insider reporting requirements and MI 55-103 requires the reporting of certain derivative transactions (equity monetization). Both of those instruments have companion policies that provide guidance on interpreting the rules. Although British Columbia has not adopted MI 55-103, it has implemented similar requirements in the British Columbia Securities Act and has provided exemptions from those requirements in BC Instrument 55-506.

You can find these documents on the web sites of the relevant securities regulatory authorities. See Appendix A for a list of the web sites of each securities regulatory authority with insider reporting requirements. Information is also available on the CSA web site (www.csa-acvm.ca).

1.9 Where can I get information about how to use SEDI? [Revised August 19, 2005]

You can get information from the SEDI web site itself at www.sedi.ca. It has an online help function which contains a list of frequently asked questions (FAQs) and detailed guidance. In addition, a detailed SEDI User Guide is available on the CSA web site (www.csa-acvm.ca).

You can also get additional information on SEDI through the:

- Securities regulatory authorities' web sites and contact numbers, and the CSA web site (see Appendix A), or
- CDS INC. Helpdesk - 1-800-219-5381 (Toll Free) for technical assistance.

Please see question 1.3 for when to contact the SEDI operator, CDS, and when to contact a securities regulatory authority.

1.10 As an insider, issuer representative or agent, will all the information I enter on SEDI be publicly available?

Filings are public information. However, certain personal information will not be made publicly available. Information that will be kept confidential includes your:

- home address including postal code, but excluding municipality, province, territory, state and/or country
- insider's telephone number
- insider's fax number and e-mail address
- choice of language for correspondence (French or English)
- confidential question and answer
- additional contact information
- private remarks to securities regulatory authority
- name of insider affairs contact
- address of insider affairs contact
- telephone number, e-mail address or fax number of insider affairs contact
- all of the information submitted in the SEDI User Registration Form (55-102F5).

For information on the public availability of SEDI information, please see Part 1 of the Companion Policy 55-102CP to NI 55-102 and its Appendix A which are available on the securities regulatory authorities' web sites.

1.11 What are some of the technical features I should keep in mind when using SEDI?

- **Browser Back Button** - Try not to use your browser 'Back' button to navigate on SEDI. Where it affects system operability, SEDI will disable the use of your browser's 'Back' button. In these instances, clicking the browser 'Back' button will not return you to a prior screen -- you will remain on the current screen. In the alternative, SEDI will bring you to a screen indicating that you have performed an unauthorized sequence of actions.
- **Browser Stop Button** - If for any reason you click the browser 'Stop' button, you must click the browser 'Refresh' button in order to proceed.

- **Cancel Button** - The 'Cancel' button will delete all information previously entered and will cancel the current option. For example, if you selected 'Create insider profile' and decide in mid-process that you prefer another option, you would click the 'Cancel' button. SEDI would display the previous option you had selected.
- **Certify Button** - The 'Certify' button is used to confirm that the information filed electronically is true and complete in every respect. In the case of a filing agent, the certification is based on the agent's best knowledge, information and belief.
- **Language** - The SEDI site is fully bilingual (French and English). You can change to the other language within the site by returning to the 'Welcome' page and clicking the appropriate language button.
- **Next Button** - The 'Next' button appears when SEDI prompts you to provide additional information where needed.
- **No Draft Capability** - SEDI has no draft capability. Make sure you have all the necessary information with you before you begin to file. For security reasons, if you stop entering information on SEDI for more than 20 minutes you will lose all the information you just entered and you will be temporarily locked out of SEDI for 30 minutes. You will have to log in and enter the information again.
- **'Not Applicable' Checkbox** - All SEDI fields are mandatory, except for certain search criterion fields in the public reports. If the fields do not apply in your case, place a check mark in the 'Not Applicable' checkbox.
- **Printer Friendly Version Button** - Use the 'Printer friendly version' button to display a separate browser window with pre-formatted data that was previously entered. SEDI will trigger a print window offering you print options.

2. REGISTRATION [Revised August 19, 2005]

Before filing any information on SEDI, an insider, issuer representative or agent must register as a user on SEDI. To do so, you need to:

- ***go to the SEDI web site (www.sedi.ca) and click on 'Register as a SEDI User'***
- ***follow the screen instructions and complete Form 55-102F5 - Register as a SEDI user***
- ***print the completed form that is dated and time stamped, and sign it in the space provided***
- ***fax or send it to the SEDI operator, CDS, at the address provided on Form 55-102F5 (fax: 1-866-729-8011)***

CDS will then process your registration and activate your SEDI user account.

In order to make filings, you must complete this registration process and have your account activated by CDS as a SEDI user.

2.1 General

2.1.1 Do I need to register to use SEDI?

You need to register on SEDI only if you need to file something on SEDI. If you simply want to search for information on the web site you do not need to be registered.

You must be an individual to register on SEDI. An issuer that files information as an insider or issuer must use an individual that is an issuer representative or agent.

2.1.2 What information do I need to provide to register as a SEDI user?

You need to provide the following information:

- your name
- name of your employer and your position (if you are registering as an agent)
- your address (your principal residence if you are an insider or your business address if you are an agent or issuer representative)

- your daytime telephone number
- your fax number if available
- your e-mail address if available
- the capacity in which you will be using the system, i.e., as an insider, as agent for an insider(s) and/or issuer(s), or as an issuer representative. (You can select more than one designation.)
- confidential question and answer (see question 2.1.7)

Note: You should register on SEDI only once, even though you may be an agent for many insiders.

2.1.3 In what capacity should I register on SEDI?

You should register either as an insider, issuer representative or agent user, or a combination of these.

Each category of user has different functions on SEDI that the user can access. Depending on the category chosen, you will be able to log on to the relevant user home page with the various functions available. Please see questions 2.1.4, 2.1.5 and 2.1.6.

2.1.4 When should I register as an insider?

You should register as an insider if you are an insider and you will only be filing an insider profile and insider reports for yourself and no one else. Otherwise, if you are filing insider profiles and insider reports for one or several insiders (other than yourself), you should register as an agent (see question 2.1.6), and not as an insider.

2.1.5 When should I register as an issuer representative?

You should register as an issuer representative when all you are going to do is file the issuer profile supplement for one issuer and any issuer event reports for that one issuer. If you are filing for more than one issuer, you should register as an agent (see question 2.1.6), not as an issuer representative.

2.1.6 When should I register as an agent?

You should register as an agent when you will be filing:

- insider information for one or several insiders other than yourself
- issuer information for more than one issuer
- insider and issuer information for yourself, several insiders and an issuer.

Please see section 2.2 - Agents.

2.1.7 What is the confidential question and answer I need to give?

If you forget your password, the SEDI operator will ask you this question to verify that you are who you say you are. You should provide a question for which only you would know the answer. For example, "What is your favourite movie?", rather than "What colour is the sky?". You must also provide an answer to the question.

2.1.8 When do I need to register?

You need to register in order to file information on SEDI. For an issuer, you need to register before you file your issuer profile supplement or issuer event report. For an insider, you need to register before you file your insider profile or initial insider report on SEDI.

2.1.9 How do I register on SEDI?

Go to the SEDI web site (www.sedi.ca). After you have selected the appropriate language, click on 'Register as a SEDI user', and follow the instructions to enter the required information. When you are finished, click 'Next' (See the following question for the next steps.)

2.1.10 Once I enter all the information on the registration form (Form 55-102F5), how do I have it validated?

- After entering all the information, including your confidential question and answer to it, you click 'Next'.
- SEDI will then display the *Register as a SEDI user - Accept terms of use - SEDI user* page.
- Read the *Terms of Use - SEDI user* and the *Collection and use of personal information* notice and click 'Accept'.
- SEDI will then display the *Register as a SEDI user - Certify and submit registration information - Form 55-102F5* page. Click 'Certify'. SEDI will then display the *Certification* page. Click 'OK'.
- SEDI will then display the *Register as a SEDI user - Conditional registration completed* page, which will list your SEDI user ID and password. While on this screen, you can either write your SEDI user ID and password down or click on the 'Print' button on your browser bar at the top of the page to get a screen print with your SEDI user ID and password. (Note that passwords are case-sensitive and keep them in a confidential secure place.) You will need them to log on to SEDI in the future.
- To complete your SEDI registration, click 'Printer friendly version' to get a copy of your registration form. You will not get your password on this printout.
- Sign your registration form and then either fax, deliver or courier it to the SEDI operator, CDS, using the appropriate address or fax number listed on the form. The SEDI operator will then validate it.

2.1.11 How long will it take for the SEDI operator to validate my registration?

The SEDI operators processing the forms at CDS anticipate a turnaround time of 24 hours, assuming your form is properly completed and signed. However, you are encouraged to register well before you need to file an insider report or an issuer profile supplement.

2.1.12 Can I file information on SEDI before my registration is validated? [Revised August 19, 2005]

No. You can not make filings while your registration form is being validated. Once your registration as a SEDI user is validated, you will be able to make valid filings that will be made public.

Similarly, as an issuer representative or agent for an issuer, you cannot file an issuer profile supplement or an issuer event report until your registration as a SEDI user is validated.

2.1.13 How do I find out if my account has been validated? [Revised August 19, 2005]

If your account has not been validated, when you log on to SEDI you will be taken to a homepage that advises you to complete the registration process and will only allow you to access your user information. Once your account has been activated, you will be taken to the proper homepage for your user type (e.g. Insider, Agent or Issuer Representative), and be granted access to the functions associated with your user type. A user can also log on to SEDI and click 'Your user information' and verify the Registration status field on the *View your user information* page. If your SEDI user account has been validated, your registration status should display the word 'Activated'.

2.1.14 What if my information changes after I have submitted the form?

You can electronically make changes to your SEDI registration form by amending, certifying and submitting the changes to the form online on SEDI. See the SEDI online help available on the SEDI web site for instructions. However, we also recommend that you then print the form and fax it to the SEDI operator, CDS (fax: 1-866-729-8011).

2.1.15 Can I still submit my user registration without entering a postal/zip code because I reside outside North America?

Yes. You do not need to enter a postal code or zip code if you live outside North America. Complete the field by entering 'not applicable'.

2.2 Agents

2.2.1 Can an issuer or an insider have several agents?

Yes. For example, if an individual is an insider of several SEDI issuers, and each of these issuers has made arrangements to file insider reports on behalf of that individual, then it is possible that this individual will have a different agent for each issuer.

2.2.2 Can a law firm register as an agent?

No. Only individuals can register as agents.

2.2.3 Can law clerks register as agents?

Yes, any individual can register. Therefore, any number of law clerks at a particular law firm can register. Each user should register individually so that he or she has his or her own user ID and password.

2.2.4 Can I register as an insider, an issuer representative and an agent?

Yes, if you fulfill multiple roles, you can register as an issuer representative, an insider and an agent. However, you should select the category that best suits your activity. If you are an insider and will only be filing insider reports for yourself, you should register as an "insider".

If you will be filing:

- insider information for one or several insiders other than yourself
- issuer information for more than one issuer
- insider and issuer information for yourself, several insiders and an issuer

then you should register as an agent.

Please see question 2.1.6.

2.2.5 Do insiders who will only file through an agent need to register on SEDI?

No.

2.2.6 Do issuers who will only file through an agent need an issuer representative?

No.

2.2.7 As an agent, how do I access each of my client's filings?

You will need to have each client's access key. If you set up a client's insider profile or issuer profile supplement, SEDI will give you their access key. If someone else sets up the client's profile information, you will need to request the access key from your client.

2.2.8 Do I, as the agent for an insider, have to file a power of attorney for insider reports filed on SEDI? [Revised August 19, 2005]

No. However, if you, as an agent, are filing an insider report in paper in certain circumstances (see question 4.3.1.6), you still need to file with the relevant securities regulatory authority a power of attorney. However, subsection 4.1(3) of NI 55-102 provides that an agent does not need to file a power of attorney for an insider report of an individual filed in paper under the temporary hardship exemption.

2.2.9 Can I, as an agent, register someone else as a user?

No. You, as an agent, cannot register someone else as a user. The paper format copy of the user registration form, which is sent to the SEDI operator for validation purposes, must contain the manual or facsimile signature of the individual being registered.

2.3 Passwords

2.3.1 How many passwords and keys will I have as an agent?

You will have one password as an agent. You will be issued a user ID and a password for yourself that you will need to log on. In addition, if you are filing for an insider, you will be given an insider number and a distinct access key for each insider whose insider profile you create. If you are filing for an issuer, you will be given a distinct access key for each issuer whose issuer profile supplement you create.

2.3.2 What if I can't remember my password?

Call the SEDI operator CDS Helpdesk at 1-800-219-5381. You will be asked a number of questions, including the confidential question you provided when you registered. If your answer is correct, a SEDI operator will give you a single use password. You will need to use this single use password the next time you log on. After logging on, SEDI will generate a new permanent password for you.

2.3.3 When am I issued my password and ID, as opposed to my access key? How are they different?

You will be issued a password and a SEDI user ID after you complete, certify and submit your SEDI user registration on the system. The password is tied to the SEDI user ID and allows you, as that user, to log on to SEDI.

Each time you create an insider profile or an issuer profile supplement, SEDI will display an insider number (if you are an insider) and an access key online to you as creator of the profile. In addition, SEDI will also send a letter containing the access key to the insider or issuer.

An access key is an alpha-numeric code that allows you, as an agent, insider, or issuer representative, to make a filing after the insider profile or issuer profile supplement is created. The system gives one access key per profile.

3. ISSUER INFORMATION

SEDI issuers need to file certain information on SEDI. These requirements came into effect in 2003. SEDI issuers must create their issuer profile supplement before insiders can file their insider reports. [Revised August 19, 2005]

As a SEDI issuer, you need to:

- ***ensure your SEDAR profile is accurate and up to date***
- ***register on SEDI (see Part 2 - Registration)***
- ***file your issuer profile supplement (including a list of your publicly traded outstanding securities) on SEDI***

And then on a continuous basis:

- ***file any change in the information disclosed***
- ***file on SEDI an issuer event report when required***

3.1 General

3.1.1 Which issuers must use SEDI?

All reporting issuers, except mutual funds, that file disclosure documents in SEDAR, must file information on SEDI unless exempted. These issuers are referred to as SEDI issuers.

3.1.2 Do labour sponsored investment fund corporations (LSIFs) have to file issuer information on SEDI?

The answer depends on the province(s) where the LSIF is a reporting issuer (or equivalent). In certain jurisdictions, such as Alberta, LSIFs and their insiders do not have to file on SEDI because LSIFs are considered mutual funds. In other jurisdictions, such as Ontario and Manitoba, LSIFs and their insiders must file on SEDI because LSIFs are not considered to be mutual funds for insider reporting purposes.

3.1.3 If you are a mutual fund whose insiders must file insider reports, do you have to file issuer information on SEDI as an issuer?

Mutual fund issuers are not required to file issuer information on SEDI. Mutual funds are not "SEDI issuers" as defined in NI 55-102. However, because insiders of a few mutual funds must file insider reports due to, for example, an order of a securities regulatory authority, we suggest that these issuers voluntarily file on SEDI by setting up an 'Other Issuer Profile' in SEDAR. Such a fund issuer should use the 'Mutual Fund Issuer Profile' to make all filings on SEDAR and the 'Other Issuer Profile' solely to allow the fund to file an issuer profile supplement on SEDI.

3.1.4 If the insiders of a SEDI issuer are exempt from insider reporting requirements, does the SEDI issuer file issuer information on SEDI?

Generally, the SEDI issuer will still be required to file information on SEDI. However, the SEDI issuer may file an application requesting an exemption from the requirements to file an issuer profile supplement and issuer event reports on SEDI for the period during which the insiders of this issuer have an exemption from insider reporting requirements. The application is made under section 6.1 of NI 55-102.

3.1.5 Why do I need to file on SEDI as an issuer?

As a SEDI issuer, you are required to file certain information on SEDI. You need to file this information so that your insiders can meet their legal obligation to file insider trade reports on SEDI. This information also helps your insiders to file accurate insider trade reports.

3.1.6 Who can file for an issuer?

An agent or issuer representative registered as a SEDI user can file information on SEDI for an issuer.

3.1.7 Can an issuer have several issuer representatives?

Yes, but each issuer can only have one insider affairs contact.

3.1.8 What do I need to file on SEDI?

As a SEDI issuer, you need to file:

- an issuer profile supplement (see 'Issuer Profile Supplement' section)
- issuer event reports if an issuer event has occurred (see 'Issuer Event Report' section)
- and any change in the information disclosed.

The issuer profile supplement contains information about the issuer, including the designations of its outstanding securities that its insiders hold, and contact information for the person responsible for insider affairs. The legal form is Form 55-102F3.

The issuer event report contains information about an issuer event. An issuer event is a stock dividend, stock split, consolidation, amalgamation, reorganization, merger or other similar event that affects all holdings of a class of the issuer's securities in the same manner. The legal form is Form 55-102F4.

3.1.9 How do I file issuer information on SEDI?

You must be a registered user and have an active user account (see Part 2 - Registration). Once registered and validated, log onto the system. At your home page, select 'Create issuer profile supplement' in order to create the issuer profile supplement for the issuer. Simply follow the on-screen instructions to complete the process. Once this process is completed, you will obtain the issuer access key.

To file an issuer event report once an issuer event has occurred, you must log on to SEDI and enter the issuer access key for that issuer. From the *Issuer activities* page, click 'Issuer event report' and follow the on-screen instructions to complete the process.

3.1.10 Do issuers pay fees to file on SEDI? What are they, how are they paid and when? [Revised August 19, 2005]

SEDI issuers pay fees, but these are fees payable in the SEDAR system as SEDAR annual filing service charges related to SEDI. The fees are implemented by the SEDAR operator, CDS, in SEDAR in code updates. The annual filing service charges effective as of January 1, 2005 are set out in CSA Staff Notice 13-314 *2005 Changes to SEDAR Annual Filing Service Charges*.

Insiders and the public will not be charged any fees to use the system. However, some jurisdictions charge fees for the late filing of insider reports.

3.1.11 What do I do if cannot access SEDI to file issuer information?

If SEDI is unavailable due to technical difficulties for more than a short period, the CSA would consider, depending on the jurisdiction and the circumstances, providing blanket relief from, or refraining from implementing, the filing requirements, or varying the time periods for filing during the period of service interruption.

If unanticipated technical difficulties prevent a SEDI issuer from filing issuer information on SEDI, then that issuer must file that information as soon as practicable after these difficulties have been resolved.

3.2 Issuer Profile Supplement

3.2.1 What is an issuer profile supplement?

The issuer profile supplement provides certain information about the issuer, particularly relating to its outstanding securities held by insiders, that is additional to the information the issuer files on SEDAR. The issuer profile supplement must contain the information required under Form 55-102F3.

As a SEDI issuer, you need to designate on your issuer profile supplement all types of securities that your insiders hold. However, we recommend that you designate at a minimum all your publicly traded outstanding securities.

3.2.2 When do I need to file an issuer profile supplement? [Revised August 19, 2005]

You need to file an issuer profile supplement within three business days after the issuer becomes a SEDI issuer.

3.2.3 What if I do not file the issuer profile supplement on SEDI?

If you do not file an issuer profile supplement, you will be in breach of securities law. The securities regulatory authorities can take certain actions against issuers not complying with the law, including placing the issuer on a public default list.

Also, by not filing your issuer profile supplement, your insiders will not be able to file their reports on SEDI. You will cause unnecessary inconvenience to them. Your insiders will have to file paper reports relying on the temporary hardship exemption. After you do complete your issuer profile supplement, your insiders will have to file again on SEDI every report already filed in paper when they relied on the temporary hardship exemption.

3.2.4 How do I designate the issuer's outstanding securities? [Revised August 19, 2005]

To create a security designation for an outstanding security that an insider holds, you need to do the following for each security:

- select the security category (Debt, Equity or Issuer derivative)
- select the security name (from a drop down list)
- if you need to, you can type in a brief description of a particular security so there is no confusion with a security that may be similar
- if you selected 'Issuer derivative' in the first step, you need to select the underlying security. To do this:
 - select the securities category of the underlying security (Debt, Equity or Issuer derivative)
 - select the underlying security name
 - if applicable, enter any additional words to describe the specific underlying security

You do not need to designate all your outstanding securities. As a SEDI issuer, although you need only designate your outstanding securities that your insiders hold, we recommend that you designate at a minimum all your publicly traded securities.

A list of the security names under each security category on SEDI is set out in Appendix 1 of the SEDI User Guide available on the CSA web site (www.csa-acvm.ca).

See the following question for examples on how to designate specific securities.

3.2.5 How do I designate the following types of securities?

1. Asset-backed securities	a) Select	'Equity' category
2. Options* (exercisable into common shares under plan) for the options for the underlying security (common shares)	a) Select b) Select c) Describe d) Select e) Select f) Describe	'Issuer derivative' category 'Options' as security name (if needed, add description) 'Equity' category 'Common shares' as security name (if needed, add description)
3. Convertible debentures	a) Select b) Select c) Describe	'Debt' category 'Convertible debentures' as security name (if needed, add description)

* See also the questions and answers under section 4.3.2 - Derivatives Reporting for an explanation of "issuer derivatives" and "underlying security".

Suggestion: Together, the security name and description will appear as one of the designated securities on this issuer's list of securities. Its insiders will see and select from this list in order to report transactions and holdings in securities of that issuer. Make sure to enter any additional words used to describe the specific security or class of security that will distinguish this security or class of security from another that will allow your insider to choose the appropriate security. SEDI will compute and total balances of securities that have the same designation.

3.2.6 Do I need to file an issuer profile supplement if the issuer is only offering limited partnership units?

Yes, unless the limited partnership is a SEDI issuer only in Manitoba.

3.2.7 What derivatives can I select as a category of securities? [Revised August 19, 2005]

A derivative is a financial instrument that derives its value from an underlying interest or security.

For SEDI, derivatives that are subject to insider reporting requirements may be classified as either issuer derivatives or third party derivatives. Issuer derivatives are derivatives such as options, warrants and rights issued by a company or other entity directly to its insiders. You can select 'Issuer derivative' as a category of security if you, as the issuer, have issued the derivatives. You would then select the appropriate name of the security: 'options', 'rights', 'warrants' or 'other'. If necessary, you could also add a brief description to the name of the security.

A SEDI issuer cannot designate a third party derivative. Third party derivatives are designated by the insider when the insider files an insider report for those derivatives. Futures, forwards and exchange-traded call or put options are examples of third party derivatives.

For guidance on reporting equity monetization transactions on SEDI, see CSA Staff Notice 55-312 *Insider Reporting Guidelines for Certain Derivative Transactions (Equity Monetization)*.

3.2.8 What securities can I designate under the 'Equity' category?

You can designate, for example, common shares, preferred shares, non-voting shares and multiple voting shares under the 'Equity' category.

3.2.9 What securities can I designate under 'Debt' category?

You can designate, for example, bonds, debentures, convertible debentures and notes under the 'Debt' category.

3.2.10 What if a class of securities on the drop-down list box of security designations is no longer issued or outstanding?

You should amend your issuer profile supplement and indicate that this security is now to be listed as an 'Archived security'. Insiders will still be able to report transactions in these securities, using the 'Archived security' list.

3.2.11 What if I entered the wrong type of security? Can I remove it?

No. You must contact your securities regulatory authority (see Appendix A) and request that the SEDI operator remove that security from your list of designated securities. The SEDI operator can only remove the security after receiving written authorization from the issuer's representative to remove it.

3.2.12 Who is an insider affairs contact?

An insider affairs contact is the contact person for an issuer whom any of the securities regulatory authorities will contact regarding the issuer and the issuer profile supplement, if there is an issue that a securities regulatory authority needs to discuss with that issuer. You need to include this individual's business address, business telephone number and business e-mail address on the issuer profile supplement.

3.2.13 Why do I need to give insider affairs contact information?

When an insider creates an insider profile and therefore specifies that insider's relationship with at least one SEDI issuer, SEDI will send an e-mail notification to the insider affairs contact for that issuer. If at any point the issuer has any concerns about the individual identified as the insider, the issuer should contact their local securities regulatory authority.

3.2.14 How does a SEDI issuer change its information on SEDI?

Your issuer information on SEDI is composed of the information you filed on SEDAR (SEDAR profile) and the information you filed on SEDI under the issuer profile supplement. Your SEDAR profile information is automatically transferred over to SEDI.

Your issuer profile supplement includes your:

- issuer name
- insider affairs contact information
- security designations
- confidential question and answer.

You need to amend SEDI information, such as your insider affairs contact information and security designations, on SEDI as an amended issuer profile supplement. You need to amend SEDAR information, such as your head office or mailing address, on SEDAR.

If you need to change this information filed on SEDI, log on, go to the *Issuer Profile Supplement* page, and follow the on-screen instructions. If you need to change the information that comes from SEDAR, you need to contact your SEDAR filing agent and have the agent amend this information.

3.2.15 Do I designate in the issuer profile supplement all types of issued securities, not just the ones issued currently to the insiders?

No. However, we suggest you designate all your publicly traded securities. See question 3.2.4.

3.2.16 If I issue securities through both an employee share purchase plan (ESOP) and a dividend reinvestment plan (DRIP), do I have to create two separate security designations for common shares of the ESOP and common shares of the DRIP?

No. Issuers who create security designations should not create separate security designations for common shares acquired through different automatic share purchase plans.

3.3 Issuer Event Report

3.3.1 What is an issuer event?

An issuer event is a stock dividend, stock split, consolidation, amalgamation, reorganization, merger or other similar event that involves the issuance of securities affecting all holdings of a class of securities of a SEDI issuer in the same manner. A cash dividend, for example, would not be an issuer event reportable on SEDI.

3.3.2 What is an issuer event report?

It is a report filed by a SEDI issuer on SEDI. This report provides notice to insiders that an issuer event has occurred. It helps insiders to more accurately report changes in their securities holdings that may result from the issuer event. The information that you need to complete this report is set out in Form 55-102F4.

3.3.3 Who must file an issuer event report?

A SEDI issuer whose securities have been affected by an issuer event must file an issuer event report.

3.3.4 When do I need to file an issuer event report?

You need to file an issuer event report no later than one business day following the occurrence of an issuer event. For example, for a stock split, you report the event within one business day after the issuer issues the securities resulting from the stock split. As a preferred practice, you should report the event following the close of markets on the day of the event or before the opening of the markets on the day after the event occurred. See question 3.3.13.

3.3.5 What information do I need to file?

The information is set out in Form 55-102F4. This information includes the:

- issuer event type (e.g., stock dividend, stock split, reorganization)
- date the issuer event occurred
- brief description of the issuer event (e.g., 3 for I Stock Split - Class A and Class B Shares)
- summary of the issuer event details.

The online help guide (available on the SEDI web site by clicking 'Help') gives additional instructions on how to complete the report and provides examples.

3.3.6 Why do I need to file this report?

The report notifies your insiders that an issuer event has occurred that may affect their holdings. It helps them to accurately report changes in their holdings in the securities affected by the event. Whenever you file an issuer event report, an alert will appear on the screen the next time an affected insider logs on to SEDI. The alert notifies the insider an issuer event report was filed and identifies the particulars of that event.

3.3.7 What if I do not file this report?

You are in breach of your obligations under securities law as a SEDI issuer. In addition, your insiders may not be able to file accurate reports reflecting changes in their securities holdings arising as a result of the issuer event.

3.3.8 Do I file one report or several reports if a number of transactions comprise the issuer event?

One report can be used to report several 'sub-events' in connection with the same event, all happening on the same day. However, you should fully describe all pertinent 'sub-events' in the issuer event title and issuer event details fields.

For example, an issuer event can be an amalgamation that is composed of a share exchange and also a consolidation (of the resulting company's) share capital. You would report the event as follows:

- Issuer event: Amalgamation, merger or reorganization
- Issuer event title: Amalgamation of ABC Ltd. and KLM Corp. into XYZ Ltd and consolidation of KLM Corp. shares

- Issuer event details: describe the relevant information for both the amalgamation and consolidation aspects of the event.

3.3.9 What information do I need to provide in the 'Issuer event details' field?

You need to include a description of the issuer event by providing the following information:

- a description of the affected securities along with their respective numbers or amounts, as disclosed in the issuer profile supplement, for that issuer
- the name of the resulting issuer, if applicable
- designation of all resulting securities along with their respective numbers or amounts, if applicable
- the exchange or conversion rates, if applicable
- a description of the resulting securities as created in the issuer profile supplement in SEDI, if applicable
- the number of resulting securities rounded up or down to the nearest share.

Include a description of the issuer event in either English or French, or both where appropriate.

3.3.10 What if there is not enough space in the 'Issuer event details' field to adequately describe the event?

You should provide a summary of the event. However, to the extent that more space is needed, consider cross-referencing a public document that adequately discloses the necessary information about the event.

3.3.11 Can I provide some information just to the securities regulators that is not viewable by the public?

Yes, you can provide additional information concerning the issuer event to staff of the securities regulatory authorities in the 'Private remarks to securities regulatory authority' field. The public, including the issuer's insiders, will not have access to this information.

3.3.12 When do I file an issuer event report versus a material change report?

You need to file an issuer event report when an event affects the entire class of securities in the same manner. This may also be a material change in which case you will also need to file a material change report. However, not all material changes are issuer events. For example, while a company buy-back of shares might be considered a material change, it would not be an issuer event. Please see question 4.3.3.1 for how to report transactions under a normal course issuer bid.

3.3.13 What is the "Effective date" on an issuer event report form?

The "Effective date" is the date on which the change to the number of securities happens as a result of the issuer event. It is the date of the occurrence of the event. See question 3.3.4.

4. INSIDER INFORMATION

Insiders of SEDI issuers must file insider trade reports in electronic format using SEDI. To file your insider trade reports on SEDI, you need to:

- ***register as a SEDI user (or use a registered user as your agent) (see Part 2 - Registration)***
- ***file your insider profile (see section 4.2 - Insider Profile)***
- ***file your insider trade reports when they are due (see section 4.3 - Insider Report)***

4.1 General

4.1.1 Do I have to use SEDI to file my insider reports?

If you are an insider of a SEDI issuer, you need to file your reports using SEDI unless you have been exempted. In certain cases, you may file insider reports in paper rather than on SEDI. Please see question 4.3.1.6 below for a list of exceptional situations where you would file your report in paper.

4.1.2 Do I have to file my reports myself?

No, you do not. You can have an agent that is registered as a SEDI user file the reports for you. (See Part 2 - Registration)

4.1.3 What do I need to file on SEDI?

As an insider, you (or your agent) must file on SEDI your insider profile (see section 4.2 - Insider Profile) and your insider trade reports (see section 4.3 - Insider Report).

4.1.4 When do I need to file my trades on SEDI?

You need to file your insider reports on SEDI 10 calendar days following the date:

- (i) you became an insider, if you own (or have control or direction over) securities of a SEDI issuer, or
- (ii) your ownership of, or control or direction over, securities of the SEDI issuer changed, if you are already an insider.

SEDI issuers are reporting issuers, other than mutual funds, that file disclosure documents on SEDAR. You can check the SEDAR web site, www.sedar.com, to find out whether your company files disclosure documents on SEDAR.

4.1.5 Do I need to do anything on SEDI before using SEDI to report my trades? [Revised August 19, 2005]

To use SEDI to report your insider trades, you need to first register as a SEDI user. To register, complete the SEDI User Registration Form (Form 55-102F5), sign a printed copy and send it to the SEDI operator (CDS). The SEDI operator will review your registration request and, once validated, will activate a user account for you on SEDI. You can not file insider reports until the registration process is completed. Please refer to Part 2 - Registration.

However, you do not need to register or report trades on SEDI yourself. You can use an agent, an individual who is already registered as a SEDI user, to file for you.

4.1.6 Can I make a filing after I have completed the online registration form on SEDI but before my registration has been validated? [Revised August 19, 2005]

No, you can not file your insider profile or your insider report until your registration is validated. Once the registration process is complete, you will be able to make filings that will be made publicly accessible.

4.1.7 What if I need to file my insider profile or insider reports and SEDI is unavailable?

Please see question 1.7.

4.2 Insider Profile

4.2.1 What is an insider profile?

An insider profile contains information identifying you as the insider, and your relationship with one or more SEDI issuers. The information required is set out in Form 55-102F1. You must not file more than one insider profile.

4.2.2 When do I file an insider profile?

You need to file your insider profile after you or your agent are registered as a SEDI user, but before any of your insider reports are due (10 calendar days after the trade or 10 calendar days after becoming an insider).

4.2.3 Do I have to create an insider profile if I do not have any securities transactions or holdings to report?

No.

4.2.4 What information do I need to include in my insider profile?

You need to include:

- full legal name (if an individual insider)
- company name (if not an individual insider)

- full legal name of individual representative of insider (if insider is not an individual)
- residential address (business address for insider's representative, if insider is not an individual)
 - street name and number, etc.
 - municipality (city, town, etc.)
 - province, territory or state
- postal code or zip code (if North America)
- country of residence
- daytime telephone number
- confidential question and answer (see next paragraph)
- the date you became an insider of the SEDI issuer (if you have not already filed an insider report for the issuer) or the opening balance date (if you have previously filed an insider report for this issuer) (see next paragraph)
- relationship with an issuer
- registered holders (if applicable)
- date you ceased to be an insider (when applicable)

For the confidential question and answer, you should provide a question for which only you would know the answer. For example, "What is your favourite movie?" rather than "What colour is the sky?" You must provide an answer to this question. If you forget your password, the SEDI operator will ask you this question to verify that you are who you say you are.

The opening balance date will be used for all opening balances for this issuer and should be a date prior to the date of any transactions to be reported for this issuer on SEDI.

4.2.5 What do I need to do if I'm an insider of several companies?

You need to file one insider profile and indicate the names of all the companies of which you are an insider. If you use an agent to file for you, we recommend that you only use one. However, if you choose to have different people file insider reports for you for these different companies, you must make sure that only one insider profile is created for you. You may wish to have one agent set up the profile for you, and then share your access key with all of your other filing agents.

4.2.6 What if the information in my insider profile changes?

You need to amend your profile on SEDI. You must do this within 10 days if you change your name or your relationship to a SEDI issuer, or if you cease to be an insider of a SEDI issuer. For other changes, you can amend your profile the next time you have to file an insider report.

4.2.7 What if I cannot find a SEDI issuer in the database that I need to add to my insider profile?

You should contact the issuer to ask whether the issuer has filed its issuer profile supplement on SEDI. If the issuer has not yet done so, it may be in default of its reporting requirements and you will be unable to file an insider report on SEDI for any securities of that issuer. Encourage the issuer to file its issuer profile supplement so that you can file your insider profile. You may also contact your local securities regulatory authority as soon as possible to advise them of this.

If your report is due and you cannot file your insider report on SEDI because the issuer has not filed its issuer profile supplement, you can file your report in paper under the temporary hardship exemption. However, when you become aware that the issuer has filed its issuer profile supplement, you will have to re-file your insider report on SEDI. See NI 55-102, section 4.1. See question 4.3.1.6 below (temporary hardship exemption).

4.2.8 Do I need to add the name of the broker or depository as the registered holder of the securities if I own the securities directly?

No. For insider reporting, the term "registered holder" means the entity through which you beneficially own or control securities such as an RRSP, holding company, family trust, or the person or company that owns the securities over which you have control or direction. Securities owned directly but held through a nominee such as a broker or book-based depository (i.e., CDS) are considered direct holdings. See Form 55-102F1, item 14, and Form 55-102F2, item 6.

4.2.9 When do I need to add registered holders and in what circumstances?

Whenever you create an insider profile and file an insider report, SEDI will prompt you to indicate how you (or your insider, if you are an agent, filing for an insider) hold the securities.

You can hold your securities in the following three ways:

- (1) You can hold them directly. For example, you can hold the securities in an account with your broker, but the account is in your name.
- (2) You can hold them indirectly. For example, you beneficially own common shares in X Co. but the registered owner is another entity such as a holding company, an RRSP, or a family trust.
- (3) You can have control or direction over them. You have control or direction over the securities if you, directly or indirectly, through any contract, arrangement, understanding or relationship or otherwise have or share
 - voting power, or
 - investment power.

This would include having control or direction over the securities through a power of attorney, a grant of limited trading authority, or management agreement. For example, you set up a trust for your children in which Co. X securities are held. Because of your relationship with your children, you need to report your children's holdings, because you could direct your children to purchase or sell those securities. This may also be the case if your spouse owns the securities, but you have control or direction over those securities.

If you choose either 'Indirect' or 'Control or Direction', SEDI will prompt you to add the name of a registered holder. The registered holder is the entity through which you beneficially own the securities, such as an RRSP, holding company, family trust, or the person or company that owns the securities you have control or direction over.

4.2.10 If I am no longer an insider, what do I have to do on SEDI?

You have to amend your insider profile to indicate you have ceased to be an insider of that issuer. (See item 12 of Form 55-102 F1).

4.2.11 What is the additional contact information that I can provide on my insider profile?

If you wish, you can add the name and contact information of a person that the securities regulatory authorities or the SEDI operator could contact, instead of you, regarding your filings for a particular SEDI issuer. This person should be an individual who has your permission and authority to speak on your behalf regarding your insider reports and filings on SEDI. Alternatively, you could also put additional contact information for yourself if you do not wish to be contacted at your residential address. None of this additional contact information is released to the public. If you wish to provide this optional information, you need to enter the information for each particular issuer for which you are an insider.

4.2.12 What date do I report: an opening balance date or the date I became an insider?

If you have not previously filed an insider report for the issuer, enter the date on which you became an insider of this issuer.

If you have previously filed an insider report for this issuer, enter the opening balance date. This date will be used for all opening balances for this issuer and should be prior to the date of any transactions to be reported for this issuer on SEDI.

4.2.13 What if I have filed a duplicate insider profile by mistake?

Each insider should only have one insider profile on SEDI. However, if you inadvertently filed more than one, please advise your securities regulatory authority in writing (see Appendix A) who will then take the necessary steps to have the SEDI operator remove the duplicate profiles from SEDI.

4.3 Insider Report

4.3.1 General

4.3.1.1 When do I file my insider report on SEDI? [Revised August 19, 2005]

You need to file your report within 10 calendar days from the date you became an insider if you own (or exercise control or direction over) securities of the issuer, and thereafter within 10 calendar days after any change occurs in your holdings of the SEDI issuer. If you are an insider of a SEDI issuer, you need to file your insider reports electronically on SEDI. To file your report on SEDI, you or your filing agent first needs to be registered as a SEDI user, have filed your insider profile and obtained an access key.

4.3.1.2 Do I need to file a separate report on SEDI for each province where I have insider reporting obligations? [Revised August 19, 2005]

No, you only need to file once on SEDI to report a transaction or holding in securities of a reporting issuer for which you are an insider, even if the issuer is a reporting issuer in more than one province. SEDI is an electronic filing system for insider reporting in all provinces that have insider reporting requirements. Filing once on SEDI for a particular transaction or holding satisfies all provincial insider reporting requirements. Please note that Prince Edward Island, Nunavut, Northwest Territories and Yukon do not have any insider reporting requirements.

4.3.1.3 What type of report do I file when I first become an insider of a SEDI issuer and own securities of that issuer?

You need to file an insider report, disclosing all your holdings in the securities of the SEDI issuer. You will initially need to file (create) an insider profile in the system before you can file this insider report. Once your insider profile has been filed, you can then file your insider report, disclosing all your current holdings in the securities of the SEDI issuer. For each particular type of security, the system will ask you to input an opening balance.

For opening balances, see also question 4.3.1.12.

4.3.1.4 What type of report do I file after I have made my initial SEDI report?

You need to file an insider report on SEDI, disclosing your transactions in those securities that have resulted in a change in your beneficial ownership of, or control or direction over, them. You do not need to report closing balances if the balance did not change and you have already reported them. SEDI maintains a record of all these holdings as reported previously.

4.3.1.5 How do I know if my insider report has been successfully filed on SEDI?

SEDI will automatically record the date and time (in the Eastern Time Zone) that your insider report is filed on SEDI. To print the insider report you have filed and certified with the date and time of filing, before clicking 'Accept' to file the report, check the box located at the bottom right of the *Certification* page. You can also verify that your insider report has been filed by logging off and then accessing the public reports. You will need to wait about five minutes for the system to update the information you have just filed before your transactions will appear on the public reports.

4.3.1.6 When do I file insider reports in paper format?

With the implementation of SEDI, you (or an agent on your behalf) need to file insider reports on SEDI, unless you are exempt from insider reporting requirements under provincial securities laws or an order of the relevant securities regulatory authority. In certain circumstances, however, you may need to file insider reports in paper format rather than on SEDI. These would include:

- (1) **Insider of a non-SEDI issuer** - You are an insider of a non-SEDI issuer (i.e., a foreign reporting issuer who has not elected to file disclosure documents on SEDAR) and not otherwise exempt from insider reporting requirements;
- (2) **Report of Transfer** - You have transferred securities of the issuer into the name of an agent, nominee or custodian (or third party);
- (3) **Report by Registered Holder** - You are a registered holder of voting securities of an issuer and you know the beneficial owner (or in Quebec: the person who controls such securities) is an insider but this insider has not filed a report of the ownership (except where there was a transfer for giving collateral for a genuine debt);
- (4) **Management Company Report** - You are a management company, and in certain jurisdictions, you need to file a report where there are certain transactions such as a purchase, sale or loan between a mutual fund and any related person or company;

- (5) **General Exemption** - You are granted a discretionary exemption from filing insider reports on SEDI by the relevant securities regulators, upon application under NI 55-102, Part 6. Depending on the circumstances, one of the conditions to that exemption may be that you file insider reports in paper format;
- (6) **Unanticipated Technical Difficulties (Temporary)** - You are having unanticipated technical difficulties, i.e., SEDI is unavailable due to technical problems with SEDI, when trying to file your insider report in electronic format;
- (7) **No Issuer Profile Supplement (Temporary)** - You are the insider of a SEDI issuer that has not filed its issuer profile supplement and your insider report in SEDI is due.

Note that (6) and (7) are only temporary exemptions from filing on SEDI. They are available to insiders. (However, for issuers, please see the exemption in the answer to question 3.1.11.) You need to file the report in paper format using Form 55-102F6. See question 1.7 for further details.

You must file this report within two business days of when the report was due to be filed on SEDI. Once you have resolved the technical difficulties or you become aware that the issuer has filed its issuer profile supplement, as applicable, you must re-file your insider report on SEDI. You should therefore only use the exemptions in (6) and (7) when the circumstances allowing you to use the exemption arise when your report is in fact due. See NI 55-102, part 4.

4.3.1.7 How do I check if my filing was completed?

Your report will be filed only if you completed the process and certified your filing. To check, log off the system and wait at least five minutes. After waiting, go to the SEDI web site and click on "Access public filings" to now view your report as a public record.

4.3.1.8 As an agent can I make a bulk filing for a number of insiders?

No.

4.3.1.9 Do I need to file on SEDI insider trade reports required under federal legislation, such as the *Canada Business Corporations Act*?

SEDI only supports filing under provincial securities legislation. However, there are no insider reporting requirements currently under the *Canada Business Corporations Act*, *Bank Act*, *Cooperative Credit Associations Act*, *Insurance Companies Act* or *Trust and Loan Companies Act*.

4.3.1.10 What do I file if I am an insider of a U.S. issuer that is a registrant with the Securities and Exchange Commission (SEC) and I file insider reports with the SEC?

Generally, you need to file your reports on SEDI if that issuer files disclosure documents on SEDAR. Insiders of SEC filers that are not SEDAR issuers (and therefore not SEDI issuers) may continue to file the SEC paper forms in the relevant provinces instead of the Canadian paper form.

However, you do not need to file insider reports either in paper or on SEDI, if the issuer is a "U.S. issuer" under National Instrument 71-101 *The Multijurisdictional Disclosure System* that has securities registered under the United States Securities Act of 1934, if you comply with the U.S. federal securities law regarding insider reporting and you file the required reports with the SEC.

4.3.1.11 Are the codes used on SEDI the same as on the old paper form of insider report?

No, the nature of transaction and nature of ownership codes were changed in January 2002. For a current list, see the instruction page of Form 55-102F6 (available on the securities regulatory authorities' web sites - see Appendix A).

It is important that you use the new codes to avoid any uncertainty as to the nature of your transaction and to avoid misleading the marketplace.

4.3.1.12 I want to report a trade but SEDI keeps asking me for an opening balance for my securities. What do I do? [Revised August 19, 2005]

When you file your first trade report for a particular security (and registered holder, if applicable), the system will always ask for the opening balance before you can file actual transaction details. This is required in order to enable SEDI to automatically calculate your holding for that security as of the date of your transaction.

You should enter the total number for the type of security you held as of your opening balance date. (You will have entered this date on your insider profile and it will appear on the opening balance screen as 'Date of transaction'). If you did not hold that type of security as of the date of your last opening balance, you should enter '0' as your opening balance.

4.3.1.13 When reporting values and amounts, can I enter commas, decimals or fractions?

Generally, yes. You can use commas, decimals and fractions in the appropriate fields on SEDI. When a decimal is used for amounts in cents (with no dollars), please also enter the '0' before the decimal, i.e., '0.11' for eleven cents. Please round up or down fractional amounts for securities.

4.3.1.14 How do I add more information about the transaction I am reporting?

You can add additional information in the 'Remarks' field. If you do not want the additional information to be public, use the 'Remarks to securities regulatory authority'. To the extent that more space is needed, consider cross-referencing a document already publicly disclosed that has this information, such as a press release or a material change report.

4.3.1.15 What if I have to change information that I already filed in a report on SEDI?

You can change this information by filing on SEDI an amended insider report.

4.3.1.16 Where can I find the form for the insider report in paper format?

You can find Form 55-102F6 in the SEDI online help under the link to the National Instrument. You can also find it on the web sites of the provincial securities regulatory authorities. See Appendix A.

4.3.1.17 Do I have to report all my holdings in all securities of the SEDI issuer or just the securities in which my beneficial ownership or control over such securities changed?

For the first time you file on SEDI, you must report all holdings in all securities for that issuer. Subsequent to that you only need to report changes in holdings or new holdings.

4.3.1.18 How do I correct information about a trade if I have already filed in paper?

If you need to correct an insider report filed in paper before the re-launch of SEDI in 2003, select the Amend paper function on SEDI. You should select Code 99 as the nature of transaction.

4.3.1.19 What do I do if I have been previously been filing reports as an insider, but now intend to rely on an exemption from insider reporting in Part 2 or Part 3 of NI 55-101? [Added August 19, 2005]

You should add a comment in the "Remarks" field regarding your exempt status. This can be done on either your next transaction to be filed on SEDI or by amending your last transaction already filed on SEDI. A member of the public viewing your insider reports on SEDI will then know why you have ceased reporting.

4.3.2 Derivatives Reporting

4.3.2.1 What is a derivative? [Revised August 19, 2005]

A derivative is an instrument that derives its value from another security. Two categories of derivatives are used on SEDI:

- "Issuer derivatives" are derivatives issued by the issuer. Issuer derivatives would include options, warrants, rights and special warrants issued by an issuer. The issuer designates these derivatives in its issuer profile supplement.
- Third party derivatives" are derivatives offered by someone other than the issuer. The price of third party derivatives is based on an underlying interest (such as common shares) issued by the issuer as the underlying security. Third party derivatives include exchange-traded options or over-the-counter options. Please refer to the derivatives section in the online help on SEDI for additional information about derivatives reporting. See also CSA Staff Notice 55-312 *Insider Reporting Guidelines for Certain Derivative Transactions (Equity Monetization)*. The insider, not the issuer, must define these derivatives in the insider profile.

4.3.2.2 What derivatives do I need to report on SEDI? [Revised August 19, 2005]

SEDI does not change existing insider reporting requirements under applicable securities legislation; it only prescribes the content of the reports and the manner in which they must be filed if there is a filing obligation. You need to report any such

transactions involving issuer derivatives or third party derivatives. SEDI provides further clarification for the reporting of derivative transactions by its ability to provide specific fields for completion.

For guidance on reporting equity monetization transactions on SEDI, see CSA Staff Notice 55-312 *Insider Reporting Guidelines for Certain Derivative Transactions (Equity Monetization)*.

4.3.2.3 What is an underlying security and how do I report it?

An underlying security is a security you would acquire if you exercised the rights you acquired when you purchased the first security. For example, if you have options that are exercisable into common shares, the common shares are the "underlying securities". On SEDI, you must report both the initial securities you acquired and their underlying securities.

Example: You were granted options under your company's stock option plan. The options are convertible into common shares on a 1:1 basis when you exercise your options. When you file your first report on SEDI for the options, you will report your holdings in the options (in the category of Issuer derivatives) and then SEDI will prompt you to enter the opening balance for the underlying securities (in this case, common shares). If you held 1,000 options at the time of the last paper filing, you would enter 1000 under 'options' and 1000 under 'underlying securities' (the common shares).

When you then report that you have exercised 500 options, enter 500 under 'Option 2' on the Enter transaction information, i.e., under 'Number of securities or contracts disposed of' and enter 500 under Option 2, i.e., 'Equivalent number of underlying securities disposed of'.

The system will also prompt you with a notice telling you that you must file a separate report if your actual holdings of the underlying securities change as a result of this transaction.

4.3.3 Reporting Transactions

4.3.3.1 How does an issuer that is an insider report transactions under a normal course issuer bid?

Under NI 55-101 an issuer can report acquisitions in connection with normal course issuer bids (as defined in NI 55-101) within 10 days of the end of the month in which the acquisitions occurred, as opposed to within 10 calendar days after the transaction. NI 55-101 requires you to report each acquisition. We recognize that the exemption in NI 55-101 only specifically covers acquisitions. However, we feel that each cancellation of the securities acquired under the normal course issuer bid should also be reported at the same time. Therefore, you would report transactions under a normal course issuer bid within 10 calendar days of the end of the month, in the following manner.

Step 1:

Report *each acquisition* of securities that took place under the normal course issuer bid as a separate transaction, with the appropriate nature of transaction code 38 - Redemption/retraction/cancellation/repurchase.

Step 2:

Report *each cancellation* of securities acquired under the normal course issuer bid as a separate transaction using the relevant nature of transaction code 38 - Redemption/retraction/cancellation/repurchase.

4.3.3.2 How do I report acquisitions under an automatic securities purchase plan (including employee share purchase plans (ESOPs) and dividend reinvestment plans (DRIPs))? [Revised August 19, 2005]

Under NI 55-101, you can report acquisitions of securities under an automatic securities purchase plan such as an ESOP or DRIP for the calendar year within 90 calendar days of the end of the calendar year. If, however, you dispose of or transfer any securities you acquired under the ESOP or DRIP during the year (other than as part of a 'specified disposition of securities' under NI 55-101), both the acquisition and disposition/transfer of those securities must be reported within 10 calendar days of the disposition.

You should report acquisitions under your automatic share purchase plan using the nature of transaction code 30 for each transaction.

Alternate Method:

We recognize that, in the case of securities acquired under an automatic securities purchase plan, the time and effort required to report each transaction as a separate transaction in the above manner may outweigh the benefits to the market of having this detailed information. We therefore allow insiders to report on a yearly basis aggregate acquisitions (with an average unit price)

of the same securities through their automatic share purchase plans. Consequently, reports can be filed in the following alternative manner:

Report the total number of securities of the *same type* (e.g. common shares) acquired under all automatic share purchase plans for the calendar year as a single transaction using the nature of transaction code 30. Use December 31 of the relevant year as the date of the transaction, and provide an average unit price (if available). Alternatively, you can also report the total number of securities acquired under a particular plan identifying the plan in the "Remarks" field.

Do not aggregate different types of securities under a single transaction. Do not send plan statements to the securities regulatory authorities.

For further guidance on reporting securities acquired, disposed of or transferred under an automatic securities purchase plans, see Part 5 of Companion Policy 55-101CP to NI 55-101.

4.3.3.3 If I acquire securities through an ESOP or a DRIP, do I hold these securities directly or indirectly (do I indicate the "registered owner" on my report)?

Whether or not you should indicate the ESOP or DRIP as the "registered owner" depends on whether the ESOP or DRIP is the "beneficial owner" of, or has control over, the securities. The answer may be different depending on the terms of the particular plan. However, in most cases, securities issued under these plans are held directly by the insider. You should speak to your employer to find out whether the ESOP or DRIP is the registered owner, or whether you hold these securities directly.

4.3.3.4 How do I report holdings of securities under an RRSP?

You should report that you hold these securities *indirectly* and indicate that the "registered owner" is the RRSP.

4.3.3.5 How do I report stock-based compensation (other than options) such as deferred share units (DSUs), restricted share awards (RSAs), and stock appreciation rights (SARs)? [Revised August 19, 2005]

One of the most common forms of stock-based compensation is granting options that, upon exercise, are converted into the issuer's common shares. However, there are other types of stock-based compensation. For example, RSAs and DSUs entitle employees to an award of the issuer's common shares after a specified period or cash payments based on the value or growth in value of the issuer's common shares over a specified period. In contrast, SARs typically only entitle employees to cash payments based on the value or growth in value of the issuer's common shares over a specified period.

The question of whether an RSA, DSU or SAR constitutes or involves a "security" that is subject to insider reporting requirements under applicable provincial securities statutes will depend upon the facts and circumstances of the particular arrangement. If you conclude that such an arrangement does not constitute or involve a security, with the result that such an arrangement is not reportable under statutory insider reporting requirements, the arrangement may nevertheless be reportable under MI 55-103. You should review MI 55-103 and in particular the exemption in subsection 2.2(b) to determine whether the exemption from the reporting requirement in that instrument is available. You should also note that although British Columbia has not adopted MI 55-103, it has implemented similar requirements in the British Columbia Securities Act and has provided exemptions from those requirements in BC Instrument 55-506.

- *RSAs and DSUs*

If you conclude that your RSAs and DSUs are subject to insider reporting requirements, report the relevant transaction as follows:

Step 1 - Grant of RSAs or DSUs:

Report the number of RSAs or DSUs awarded and report the equivalent amount of underlying common shares. Use nature code 56 - Grant of rights. On SEDI, report the underlying common shares in the "Equivalent number of underlying securities" box. In paper, report this information in the "Remarks" box. In SEDI, issuers should have created a security designation for the RSAs or DSUs in the issuer profile supplement, and selected the "Issuer derivative" category.

Step 2 - Vesting and distribution of underlying common shares or cash:

When the RSAs or DSUs vest and are settled in underlying common shares, report an acquisition of the relevant number of underlying common shares as one transaction. You will also need to report a disposition of the corresponding number of the RSAs or DSUs, using the same code, as another transaction.

When the RSAs or DSUs vest and are settled by a cash payment, report a disposition of the relevant number of the RSAs or DSUs.

- SARs

If you conclude that your SARs are subject to insider reporting requirements, report the relevant transaction as follows:

Step 1 - Grant of SARs

Report the number of SARs awarded, and the exercise price, and report the equivalent amount of underlying common shares. Use nature of transaction code 56 - Grant of rights. Issuers should have created a security designation for the SARs in the issuer profile supplement, and selected the "Issuer derivative" category.

Step 2 - Vesting and distribution of cash

Report a disposition of the relevant number of SARs.

4.3.3.6 How do I report changes to my holdings as a result of share consolidations/splits?

Example: a 4-for-1 consolidation of 100 common shares

If you held 100 common shares that were consolidated on a 4:1 basis (so that you now hold 25 common shares), you report the change as follows. Calculate the new number of common shares you hold after the consolidation - in this case, 25 common shares. Subtract your new holdings from what you held before the stock consolidation; in this case, 100 - 25, and then report the difference - i.e. 75 common shares, using nature of transaction code 37 - Stock split or consolidation.

Example: a 4-for-1 split of 100 common shares

If you held 100 common shares that were split on a 4:1 basis (so that you now hold 400 common shares), you report the change as follows. Calculate the new number of common shares you hold after the split - in this case, 400 common shares. Subtract from this number the number of common shares you held before the split: 400 - 100, and report the difference - i.e. 300 common shares as an acquisition using nature of transaction code 37.

4.3.3.7 How do I report an exercise of options?

There are the following two steps to report the exercise of an option:

Step 1) Report the number of options being exercised as a disposition. Use nature code 51 to show the disposition. If you're not sure of the number of underlying shares, you can ask the insider affairs contact person found in the issuer profile supplement of the company. Enter the date of the transaction, the exercise price, etc. and then go through the steps required to certify and file your report.

Step 2) Show an acquisition of the underlying security (e.g., common shares) equal to the appropriate number of options exercised. Use nature of transaction code 51 to report the acquisition of the common shares.

5. PUBLIC ACCESS

Any member of the public can view information filed on SEDI by clicking 'Access public filings' on the Welcome to SEDI page at the SEDI web site (www.sedi.ca). The information is available in either French or English. Four reports (described below), including the weekly summary report of insider transactions, are available to you to use in accordance with the Terms of Use - Public. You can download the reports to your computer (PDF format only) and you can print them.

5.1 Can I search for information filed on SEDI?

Yes. SEDI provides extensive search capabilities for public users. You can either download a weekly report, capturing all trade reports filed for a Friday through Thursday period, or search the database using an extensive set of parameters such as insider's name, issuer, date ranges or types of securities.

5.2 What reports can I view on SEDI?

You can view the following reports:

- Weekly summary - provides a summary of all insider trade reports filed after Thursday at 4 p.m. Eastern Time and before Thursday at 4 p.m. of the following week (for each of the three preceding weeks only)
- Insider transaction detail - provides a summary of all individual transactions filed by insiders, based on the search criteria used
- Insider information by issuer - provides a list of all registered insiders by each SEDI issuer, based on the search criteria used
- Issuer event history - provides a list of all issuer events reported by an issuer.

Except for the Weekly summary report which displays only in PDF format, the above reports are displayed online in HTML format and can also be downloaded in PDF format. You can view these reports in a Web browser such as Internet Explorer.

5.3 Do I need to be registered on SEDI to view these reports?

No, you do not need to be registered on SEDI. At the web site (www.sedi.ca) on the *Welcome to SEDI* page, click 'Access public filings'.

5.4 Can I view insider reports filed on paper on SEDI before SEDI was launched?

No. The database of insider trade reports on SEDI only includes reports filed beginning on the date they are required to be filed on SEDI. This includes amendments to reports filed in paper before then. It will become a comprehensive database that will accumulate data on all trades from that date forward.

5.5 What weekly summaries can I view?

You can view one of three weekly summary reports (1 or 2 or 3 weeks back only) by clicking on the week requested. For insider trade reports older than three weeks, you will need to do a specific search using the insider transaction detail report.

5.6 Will the weekly summary include reports only from one province or reports from all provinces?

The weekly summary reports will include consolidated reports from all provinces with insider reporting requirements. However, you can search the database for an insider transaction detail report using certain parameters so that such report will include specific provinces, for example, only Ontario reports. To obtain the weekly summary of reports filed for a specific province, for certain provinces you can go to the web site of the securities regulatory authority for that province.

5.7 Will SEDI list the number of issued and outstanding securities for each issuer?

No, that information will not be available on SEDI.

5.8 Can I subscribe to receive information on filings by certain insiders, or by insiders of particular companies or other information filed on SEDI?

These services are not part of SEDI. However, bulk and/or real-time SEDI data feeds may be available for resale. Please contact CDS.

5.9 Where can I look at insider reports filed in paper format?

You can look at these reports at the offices of the relevant securities regulatory authority during business hours or, to see a summary of insider transactions, on their respective web sites.

APPENDIX A

SECURITIES REGULATORY AUTHORITIES AND CDS INC.
CONTACT AND WEB SITE INFORMATION

Canadian Securities Administrators (CSA)

web site: www.csa-acvm.ca

Securities Regulatory Authorities

Alberta Securities Commission

4th Floor, 300-5th Avenue S.W.

Calgary, AB, Canada

T2P 3C4

Attention: Compliance Officer, Insider Reporting

Telephone: (403) 297-2489

Facsimile: (403) 297-6156

E-mail: Inquiry@seccom.ab.ca

Web site: www.albertasecurities.com

British Columbia Securities Commission

P.O. Box 10142 Pacific Centre

701 West Georgia Street

Vancouver, BC Canada

V7Y 1L2

Attention: Supervisor, Insider Reporting

Telephone: (604) 899-6500 or (800) 373-6393 (in BC)

Facsimile: (604) 899-6506 (for correspondence)

(604) 899-6550 (for filing insider reports)

E-mail: inquiries@bcsc.bc.ca

Web site: www.bcsc.bc.ca

Autorité des marchés financiers

800, Square-Victoria, 22e étage

C.P. 246, Tour de la Bourse

Montréal (Québec)

H4Z 1G3

À l'attention du: Centre de renseignements et de référence aux entreprises

Téléphone: (514) 395-2263 ou (877) 395-2263

Télécopieur: (514) 873-3090

Courriel: renseignements-industrie@lautorite.qc.ca

Site internet: www.lautorite.qc.ca

Manitoba Securities Commission

1130-405 Broadway

Winnipeg, MB, Canada

R3C 3L6

Attention: Senior Analyst

Telephone: (204) 945-2548 or (800) 655-5244 (in Manitoba)

Facsimile: (204) 945-0330

Web site: www.msc.gov.mb.ca

New Brunswick Securities Commission

133 Prince William Street, Suite 606

Saint John, NB, Canada

E2L 2B5

Telephone: (506) 658-3060

Facsimile: (506) 658-3059

E-mail: information@nbsc-cvmnb.ca

Web site: www.nbsc-cvmnb.ca

Nova Scotia Securities Commission

2nd Floor, Joseph Howe Building
1690 Hollis Street
P.O. Box 458
Halifax, NS, Canada
B3J 3J9
Attention: Corporate Finance
Telephone: (902) 424-7768
Facsimile: (902) 424-4625
Web site: www.gov.ns.ca/nssc/

Ontario Securities Commission

Suite 1903, Box 55
20 Queen Street West
Toronto, ON, Canada
M5H 3S8
Attention: Review Officer, Insider Reporting
Telephone: (416) 593-8314
1-877-785-1555 (toll free)
Facsimile for filing insider reports: (416) 593-3666
E-mail: inquiries@osc.gov.on.ca
Web site: www.osc.gov.on.ca

Saskatchewan Financial Services Commission

Securities Division
6th Floor, 1919 Saskatchewan Dr.
Regina, SK, Canada
S4P 3V7
Attention: Deputy Director, Registration
Telephone: (306) 787-5842
Facsimile: (306) 787-5899
Web site: www.sfsc.gov.sk.ca

Securities Commission of Newfoundland and Labrador

P.O. Box 8700
2nd Floor, West Block
Confederation Building
St. John's, NL, Canada
A1B 4J6
Attention: Director of Securities
Telephone: (709) 729-4189
Facsimile: (709) 729-6187
Web site: www.gov.nf.ca/gsl/cca/s/

SEDI Operator (CDS INC.)

CDS INC.
SEDI Administrator
85 Richmond Street West
Toronto, ON, Canada
M5H 2C9
Telephone: 1-800-219-5381
Facsimile: 1-866-729-8011

April 25, 2003, revised August 19, 2005.

1.1.3 Notice of Commission Approval – IDA Amendments to Regulations 100.4C and 100.4K – Offset Positions in Canadian Debt Securities and Related Futures Contracts

THE INVESTMENT DEALERS ASSOCIATION

AMENDMENTS TO REGULATIONS 100.4C AND 100.4K – OFFSET POSITIONS IN CANADIAN DEBT SECURITIES AND RELATED FUTURES CONTRACTS

NOTICE OF COMMISSION APPROVAL

The Ontario Securities Commission approved the amendments to IDA Regulations 100.4C and 100.4K – Offset Positions in Canadian Debt Securities and Related Futures Contracts. In addition, the British Columbia Securities Commission did not object, and the Alberta Securities Commission and the Autorité des marchés financiers approved the proposed amendments. Their purpose is to recognize for regulatory purposes the market risk reduction of Member firm offset positions in debt securities of different issuers and of different maturity bands by expanding the number of permissible offsets. The objective of the accompanying amendments to Regulation 100.4K is to keep the offsets available to Government of Canada bond futures positions consistent with those available to Government of Canada bonds. A copy and description of the amendments were published on February 11, 2005, at (2005) 28 OSCB 1738. No comments were received.

1.3 News Releases

1.3.1 OSC Proposes Changes to its Fee Schedules – Comments Requested

**FOR IMMEDIATE RELEASE
August 12, 2005**

OSC PROPOSES CHANGES TO ITS FEE SCHEDULES – COMMENTS REQUESTED

TORONTO – The Ontario Securities Commission (OSC) published for comment on August 12, 2005 proposed changes to its fee schedules that incorporate overall reductions of 11.0% for market participants. These reductions are the result of modifications to fees to reflect costs of providing services and the return of a \$35.9 million surplus over a three-year period. These proposed changes are in addition to the rebate to market participants of nearly \$15 million made last March, which represented a portion of the regulatory costs they had paid during the last two years.

“The proposed fees are the result of rigorous calculations and research, well informed by the experience we have gained since we adopted a new fee structure in 2003,” said Charlie Macfarlane, Executive Director of the OSC. “Like many other organizations in the financial services industry, our costs have risen, but as we were conservative in our forecasts in earlier years, we are able to apply an accumulated surplus to actually reduce fees overall in the next cycle. The adjustments we propose are designed to reduce or eliminate any surplus generated as we prepare for our second three-year cycle under the new fee model.

“We have heard concerns about the levels of fees, especially for smaller market participants, and of the administrative burdens imposed by some of our requirements, which we specifically set out to reduce with these proposals. For example, we have incorporated an additional fee tier at lower revenue range to reduce fees for smaller registrants. We also eliminated the requirement to file certain forms when revenue estimates remain unchanged.”

As a result of the modifications, participation fees for 81% of registrants, those with annual revenues below \$3 million, will decrease by between 10% to 38%. This is significant since participation fees make up the greater portion of fees paid by registrants,” Macfarlane said. “As well, all issuers will see reductions in their participation fees. We’re asking market participants to comment on these proposed revisions to our fee schedule as part of our ongoing stakeholder consultations,” added Macfarlane.

The proposed changes are included in Rule 13-502 *Fees* and Rule 13-503 (*Commodity Futures Act*) *Fees*, available on the OSC’s website (www.osc.gov.on.ca). Comments on the proposals are requested by November 10, 2005.

BACKGROUND

The current fee rules came into force under the *Securities Act* and the *Commodity Futures Act* in 2003. The rule requires the payment of "participation fees" and "activity fees".

Activity fees are charged to market participants only when OSC staff is required to undertake certain activities, such as reviewing a prospectus, evaluating an application for discretionary relief, or processing registration documents.

Participation fees are charged annually based on a measure of the market participant's size – a proxy for the benefit it derives from participating in Ontario's capital markets.

The fee model is intended to recover the OSC's cost of operations. The OSC has committed to re-evaluate its fee levels every three years and that any accumulated surplus will be returned to the industry. The total amount of revenue required for the next three year period has been reduced by an amount equal to the total forecast surplus at the end of fiscal 2006 (\$35.9 million). Participation fees have been adjusted accordingly. The OSC has committed to implement revised fees by April 2006.

For Media Inquiries: Wendy Dey
Director, Communications
& Public Affairs
416-593-8120

For Investor Inquiries: OSC Contact Centre
416-593-8314
1-877-785-1555 (Toll Free)

1.3.2 OSC to Review a Settlement Agreement Reached with F.G. Lee Simpson

**FOR IMMEDIATE RELEASE
August 15, 2005**

OSC TO REVIEW A SETTLEMENT AGREEMENT REACHED WITH F.G. LEE SIMPSON

Toronto –The Ontario Securities Commission (OSC) today issued a Notice of Hearing to consider a settlement agreement reached with Francis George Lee Simpson and has delivered a related Statement of Allegations.

Staff of the Commission allege that Simpson, while employed as the President, Chief Executive Officer and Chief Financial Officer of Thomson Kernaghan & Co. Ltd ("TK"), failed to ensure that the terms of a loan guaranteed by TK were properly disclosed to the Investment Dealers Association of Canada (IDA). In addition, Staff allege that Simpson failed to properly supervise the actions of Mark Edward Valentine, the former Chairman of TK, in a number of specified transactions.

These allegations follow a joint investigation conducted by Staff of the Ontario Securities Commission and Staff of the IDA.

The terms of the settlement agreement are confidential until approved by the Commission. The hearing is scheduled for Wednesday, August 17, 2005 at 10:00 a.m. in the Large Hearing Room on the 17th Floor of the Commission's offices, 20 Queen Street West, Toronto. The Copies of the Notice of Hearing and Statement of Allegations are available on the Commission's website at www.osc.gov.on.ca.

For Media Inquiries: Wendy Dey
Director, Communications
& Public Affairs
416-593-8120

For Investor Inquiries: OSC Contact Centre
416-593-8314
1-877-785-1555 (Toll Free)

1.3.3 OSC Approves Settlement Agreement Reached with F.G. Lee Simpson

**FOR IMMEDIATE RELEASE
August 17, 2005**

**OSC APPROVES SETTLEMENT AGREEMENT
REACHED WITH F.G. LEE SIMPSON**

Toronto –The Ontario Securities Commission (OSC) today approved a settlement agreement reached with Francis George Lee Simpson. In the settlement agreement, Simpson agreed that while employed as the President, Chief Executive Officer and Chief Financial Officer of Thomson Kernaghan & Co. Ltd (“TK”), he failed to ensure that the terms of a loan guaranteed by TK were properly disclosed to the Investment Dealers Association of Canada (“IDA”). In addition, Simpson agreed that he failed to properly supervise the actions of Mark Edward Valentine, the former Chairman of TK, in a number of specified transactions.

The settlement agreement follows a joint investigation and negotiation conducted by Staff of the OSC and Staff of the IDA.

In approving the settlement agreement, the Commission made an order permanently prohibiting Simpson from being registered under Ontario securities law, and permanently prohibiting him from acting as an officer or director of any registrant in Ontario. He is also prohibited from acting as a Director or Chief Financial Officer of a reporting issuer for five years. Simpson has agreed to never re-apply for membership in or approval from the IDA anywhere in Canada, or registration under Ontario securities law. Finally, he was ordered to pay \$50,000.00 towards the costs of the joint investigation of this matter.

In approving the settlement agreement, Commissioner Robert Davis commented that the sanctions “reflect the serious nature of the responsibilities” that Mr. Simpson held at TK. “Appropriate systems of supervision are critical to ensure investor protection. Significant sanctions will be sought by Staff where individuals have failed to fulfill supervisory duties” said Kelley McKinnon, Chief Litigation Counsel.

Copies of the settlement agreement and the Commission’s order approving the agreement are available on the Commission’s website at www.osc.gov.on.ca.

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Director, Communications
& Public Affairs
416-593-8120

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 Mackenzie Financial Corporation - s. 5.8(2) of NI 81-102

Headnote

MRRS exemption granted from the requirement in section 5.8(2) of National Instrument 81-102 – Mutual Funds to provide securityholders with at least 60 days' notice before the proposed termination. Exemption granted in connection with proposed terminations of RSP clone funds due to change in foreign content restrictions. Exemption granted on a representative basis so that the applicant and other fund managers of RSP clone funds that comply with the conditions of the decision may rely upon it.

Rules Cited

National Instrument 81-102 - Mutual Funds, s. 5.8(2).

June 23, 2005

Borden Ladner Gervais LLP

Scotia Plaza
40 King Street West
Toronto, ON
M5H 3Y4

Attention: Rebecca A. Cowdery

Dear Sirs/Mesdames:

**RE: Mackenzie Financial Corporation and Other Managers of RSP Clone Funds Application pursuant to Section 19.1 of National Instrument 81-102 Mutual Funds ("NI 81-102") for Exemption from Section 5.8(2) of NI 81-102
SEDAR Project No. 773504
Application No. 307/05**

By letter dated April 29, 2005 (the "Application"), Mackenzie Financial Corporation ("Mackenzie" or the "Manager") applied to the regulator or the securities regulatory authority in each province and territory of Canada (collectively, the "Decision Makers") on behalf of Mackenzie Cundill RSP Value Fund, Mackenzie Ivy RSP Foreign Equity Fund, Mackenzie Select Managers RSP Fund and Mackenzie Ivy RSP Global Balanced Fund (the "Mackenzie RSP Funds" and, individually, a "Mackenzie RSP Fund"), for a decision of the Decision Makers exempting:

(a) the Mackenzie RSP Funds;

(b) each RSP Clone Fund (as defined by NI 81-102) in existence on the date of this Decision Document; and

(c) each mutual fund in existence on the date of this Decision Document and which qualifies as an RSP Clone Fund (as defined by NI 81-102) except that it links its performance to the performance of more than one underlying mutual fund (collectively, the mutual funds referred to in paragraphs (b) and (c), the "Affected Funds")

from the requirement in Section 5.8(2) of NI 81-102 to provide the securityholders of a Mackenzie RSP Fund or an Affected Fund with at least 60 days' notice in connection with the proposed termination of the Mackenzie RSP Fund or Affected Fund.

The Manager has represented to the Decision Makers that:

1. Mackenzie is a corporation organized under the laws of the Province of Ontario and is registered under the *Securities Act* (Ontario) (the "Act") as an adviser in the categories of investment counsel and portfolio manager and as a limited market dealer. Mackenzie is also registered under the *Commodity Futures Act* (Ontario) as a commodity trading manager. Mackenzie is also registered in the Province of Alberta as an adviser in the category of portfolio manager and investment counsel and in the Province of Manitoba as an adviser in the category of portfolio manager.
2. Each Mackenzie RSP Fund is a trust established under the laws of Ontario. Each Mackenzie RSP Fund is a reporting issuer or the equivalent thereof in each Jurisdiction, is subject to the requirements of NI 81-102, and is not in default of any requirements of applicable securities legislation.
3. Each Mackenzie RSP Fund qualifies as an "RSP clone fund" as defined in NI 81-102. As such, each Mackenzie RSP Fund is intended for investors who wish to invest through a registered plan without the investment constituting "foreign property" for purposes of the Income Tax Act (Canada) (the "Tax Act"). Substantially all of the investors in each Mackenzie RSP Fund are investors investing through a registered plan. Each Mackenzie RSP Fund has a fundamental investment objective that requires it to link its performance with another Mackenzie fund whose securities constitute foreign property under the Act (the underlying fund).

4. The February 23, 2005 federal budget proposes that the foreign property rules contained in the Tax Act be repealed effective for months ending in 2005 and subsequent years (the "Budget Proposals"). The Budget Proposals were passed by parliament on March 9, 2005 and Bill C-43, a bill containing the legislation to enact the Budget Proposals was tabled on March 24, 2005 and received third reading on June 16, 2005. It is expected that the Budget Proposals will be legislated into law shortly. If enacted as proposed, investors will no longer need to invest in the Mackenzie RSP Funds or the Affected Funds since there will no longer be any adverse tax consequences under the Tax Act for holding foreign property in a registered plan.
5. Mackenzie is of the view that it would be in the best interests of investors in the Mackenzie RSP Funds to hold units of their respective underlying funds, if the Budget Proposals are enacted. Each Mackenzie RSP Fund incurs embedded transaction costs in the forward contracts used to carry out the Mackenzie RSP Fund's investment strategy. These embedded transaction costs typically range between 0.20-0.50 percent of the value of the forward contracts each year. These embedded transaction costs, as well as the additional operating costs incurred due to the "fund on fund" structure, are not paid by the underlying funds.
6. Once the Budget Proposals are legislated, Mackenzie intends to terminate the Mackenzie RSP Funds and, as part of the wind-up termination procedures, unitholders will instead become direct securityholders of the Mackenzie RSP Fund's underlying fund. This process can be completed without securityholder approval and, if the relief requested herein is granted, without notice, making it a cost-effective, efficient and expedient way to provide investors with an investment in a less expensive fund on a timely basis.
7. Substantially all of the investors in the Mackenzie RSP Funds invest through registered tax plans, therefore the proposed terminations of the Mackenzie RSP Funds will be tax neutral to them. Those investors investing in the Mackenzie RSP Funds directly and not through a registered tax plan will incur taxable capital gains or losses as a result of the proposed terminations, but this result would occur regardless of whether or not those investors received advance notice of the termination.
8. Subsection 5.8(2) of NI 81-102 provides that no mutual fund shall terminate unless notice of the termination is given to all securityholders of the mutual fund at least 60 days before the termination.
9. Mackenzie is satisfied that as trustee and manager of each Mackenzie RSP Fund it has sufficient authority and flexibility under the constating documents of the Mackenzie RSP Funds to terminate the Mackenzie RSP Funds without notifying their securityholders once the Budget Proposals are legislated, provided the relief requested herein is granted by the Decision Makers. Mackenzie is satisfied that no advance notice of the nature contemplated by subsection 5.8(2) of NI 81-102 is necessary due to, among other things, the substantial coverage of the Budget Proposals in the media.
10. Each investor in a Mackenzie RSP Fund after the Mackenzie RSP Funds' termination will receive a communication (that may be part of or accompany a trade confirmation sent by dealers, the next account statement sent to securityholders or the first management reports for the underlying funds) that will describe the termination of the Mackenzie RSP Fund and indicate the number and series of the securities of the underlying fund that that investor holds after the termination.
11. A manager of an Affected Fund may be in an identical position to Mackenzie, in that it may wish to terminate the Affected Fund so that investors in that fund become direct investors in the underlying fund(s) associated with the Affected Fund and the manager may be in a position to make substantially the same representations as Mackenzie that:
 - (a) it would be in the best interests of investors in the Affected Fund to hold securities directly in its underlying fund(s) if the Budget Proposals become law;
 - (b) the manager has sufficient authority and flexibility under the constating documents of the Affected Fund to terminate that fund without notifying securityholders or seeking securityholder approval, once the Budget Proposals become law; and
 - (c) the number of investors investing in the Affected Fund directly and not through a registered tax plan is not material. The termination of the Affected Fund will be tax neutral to investors investing through a registered tax plan and the tax result from the termination on investors investing directly and not through a registered tax plan would occur regardless of whether or not those investors received advance notice of the termination.
12. Mackenzie and the other managers referred to in paragraph 11 will comply with subsection 5.8(3) of NI 81-102 providing the securities regulatory authorities with information about the termination

of any of those funds in the manner therein provided.

This letter confirms that, based on the information and representations contained in the Application and in this letter, and for the purposes described in the Application, the Decision Makers hereby exempt each Mackenzie RSP Fund and each Affected Fund, whose manager wishes to rely on this Decision Document to terminate the Affected Funds in the manner, and on the conditions set out in this Decision Document, from the requirement in subsection 5.8(2) of NI 81-102 to provide the securityholders of the Mackenzie RSP Fund or the Affected Fund with at least 60 days' notice in connection with the termination of the Mackenzie RSP Fund or the Affected Fund on or after the date that the Budget Proposals are enacted.

The Decision Makers' decision is made on the conditions that:

1. Mackenzie, as manager of the Mackenzie RSP Funds, or any other manager of an Affected Fund, who wishes to rely on this Decision Document:
 - (a) Issues a press release announcing its intention to terminate the Mackenzie RSP Funds or the Affected Fund, as the case may be, in the manner described in this Decision Document, including a reference to the benefits of the termination due to the reduced costs of investing directly in the underlying fund(s)
 - (b) Sends a communication to dealers who have clients invested in the Mackenzie RSP Funds or the Affected Fund, describing the termination plan for the Mackenzie RSP Funds or the Affected Fund upon the Budget Proposals becoming law so the dealers and their sales representatives will be in position to discuss the terminations with their clients;
 - (c) Posts the press release and the dealer communication to the applicable manager's Web site, if any; and
 - (d) Files the press release with the securities regulatory authorities in those jurisdictions where the Mackenzie RSP Funds or the Affected Fund are distributed

as soon as practicable after Mackenzie or the other manager decides to terminate the Mackenzie RSP Funds or the Affected Fund and in any event, at least two business days before the date that the Mackenzie RSP Funds or the Affected Fund will be terminated in the manner contemplated by this Decision Document

2. Mackenzie and any other manager of an Affected Fund, who wishes to rely on this Decision

Document, will send or cause to be sent to each person who was a securityholder in a Mackenzie RSP Fund or an Affected Fund on the date of the termination, as soon as practicable following the termination of that Affected Fund and in any event by March 1, 2006, a communication that may be part of or accompany:

- (a) a trade confirmation, if a trade confirmation is sent following the termination;
- (b) an account statement next sent to securityholders after the termination;
- (c) the financial statements and/or management reports of fund performance for the underlying funds; or
- (d) any other communication sent to securityholders

that describes the purpose of the termination of the Mackenzie RSP Fund or the Affected Fund and that securities in the applicable series of the Mackenzie RSP Fund or the Affected Fund have been changed into the applicable number of securities of the applicable series of the underlying fund.

3. This Decision Document shall be revoked and be of no further force and effect on the date that is three months after the date that the Budget Proposals become law (the "Expiry Date"), except to the extent that Mackenzie or a manager of an Affected Fund has
 - (a) relied on this Decision Document and complied with Condition 1 before the Expiry Date; and
 - (b) has not yet complied with Condition 2,

in which event, Mackenzie or the manager of the Affected Fund shall be required to comply with Condition 2 as required by March 1, 2006.

Yours truly,

"Leslie Byberg"
Manager, Investment Funds Branch

2.1.2 CI Investments Inc. - s. 147

Headnote

Item F(1) of Appendix C of OSC Rule 13-502 Fees – exemption for Funds from paying an activity fee of \$5,500 in connection with an application brought under subsection 147 of the Act, provided an activity fee be paid on the basis that the application be treated as an application for other regulatory relief under item F(3) of Appendix C of the Rule.

Rules Cited

OSC Rule 13-502, Fees (2003) 26 OSCB 4339 and 27 OSCB 7747.

Securities Act, R.S.O. 1990, c. s.5 as am., s. 147.

July 15, 2005

McCarthy Tetrault LLP

Box 48, Suite 4700
Toronto Dominion Bank Tower
Toronto, Ontario
M5K 1E6

Attention: Katarzyna Szybiak

Dear Sirs and Mesdames:

**Re: CI Investments Inc. and the Funds
Application under Section 6.1 of OSC Rule 13-502 - Fees (“Rule 13-502”)
Application # 48805**

By letter dated June 10, 2005 (the “Application”), you applied on behalf of CI Investments Inc. (“CI”), the manager and trustee of the CI Funds and the Clarica Funds (as defined in the Application) (collectively, the “Funds”), to the Canadian securities regulatory authorities under section 147 of the *Securities Act* (Ontario) (the “Act”) for an extension of the time limits pertaining to the distribution of securities under the simplified prospectus and annual information form of the CI Funds dated July 23, 2004, as amended from time to time, (collectively, the “CI Prospectus”) and under the simplified prospectus and annual information form of the Clarica Funds dated July 15, 2004, as amended from time to time (collectively, the “Clarica Prospectus”).

By letter dated July 11, 2005 (the “Fee Application”), you additionally applied to the Director on behalf of CI for the following:

- (i) an exemption, pursuant to subsection 6.1 of Rule 13-502 (the “Fee Exemption”), from the requirement to pay an activity fee of \$5,500 in connection with the Application in accordance with item F(1) of Appendix C of Rule 13-502, on the condition that fees be paid on the basis that the Application be treated as an application for other regulatory relief under item F(3) of Appendix C of Rule 13-502; and

- (ii) an exemption from the requirement to pay an activity fee of \$1,500 in connection with the Fee Exemption application.

From our review of the Application, the Fee Application and other information communicated to staff, we understand the relevant facts and representations to be as follows:

1. Each Fund is a reporting issuer in each of the provinces and territories of Canada (the “Jurisdictions”) and is not in default of any filing requirements under the securities legislation of any of the Jurisdictions.
2. The securities of the CI Funds are qualified for distribution in each of the Jurisdictions by means of the CI Prospectus that was prepared and filed in accordance with Canadian securities regulatory requirements.
3. The securities of the Clarica Funds are qualified for distribution in each of the Jurisdictions by means of the Clarica Prospectus that was prepared and filed in accordance with Canadian securities regulatory requirements.
4. The lapse date of the CI Prospectus is July 23, 2005, however, the CI Funds are expected to be merged on or about July 30, 2005 (the “Effective Date”).
5. The lapse date of the Clarica Prospectus is July 15, 2005, however, the Clarica Funds are expected to be merged on the Effective Date.
6. In the Application, CI requested under section 147 of the Act an extension of the time limits pertaining to the distribution of the securities under the CI Prospectus and the Clarica Prospectus. Item F(1) of Appendix C of Rule 13-502 specifies that applications under section 147 of the Act pay an activity fee of \$5,500.
7. If CI were renewing the CI Prospectus or the Clarica Prospectus, rather than merging the Funds, it could have sought an extension of the lapse date applicable to the CI Prospectus or the Clarica Prospectus pursuant to subsection 62(5) of the Act. The activity fee for such an application would be \$1,500 in accordance with item F(3) of Appendix C of Rule 13-502.

Decision

This letter confirms that, based on the information provided in the Application, the Fee Application and the facts and representations above, and for the purposes described in the Fee Application, the Director hereby exempts CI and the Funds from:

- (a) paying an activity fee of \$5,500 in connection with the Application, provided that the Funds pay an activity fee on the

basis that the Application be treated as an application for other regulatory relief under item F(3) of Appendix C to Rule 13-502; and

- (b) paying an activity fee of \$1,500 in connection with the Fee Application under item F(3) of Appendix C to Rule 13-502.

Yours truly,

"Leslie Byberg"
Manager, Investment Funds Branch

2.1.3 VHQ Entertainment Inc. - s. 83

Headnote

Mutual Reliance Review System for Exemptive Relief Applications – issuer deemed to have ceased to be a reporting issuer.

Ontario Statutes

Securities Act, R.S.O. 1990, c. S.5, as am., s. 83.

August 2, 2005

Goodmans LLP

Suite 2400, 250 Yonge Street
Toronto, Ontario M5B 2M6

Attention: Brad Ross

Dear Sir:

Re: VHQ Entertainment Inc. (the “Applicant”) - Application to Cease to be a Reporting Issuer under the securities legislation of Alberta, Saskatchewan, Ontario and Québec (the “Jurisdictions”)

The Applicant has applied to the local securities regulatory authority or regulator (the “Decision Maker”) in each of the Jurisdictions for a decision under the securities legislation (the “Legislation”) of the Jurisdictions to be deemed to have ceased to be a reporting issuer in the Jurisdictions.

As the Applicant has represented to the Decision Makers that:

1. the outstanding securities of the Applicant, including debt securities, are beneficially owned, directly or indirectly, by less than 15 security holders in each of the jurisdictions in Canada and less than 51 security holders in total in Canada;
2. no securities of the Applicant are traded on a marketplace as defined in National Instrument 21-101 *Marketplace Operation*;
3. the Applicant is applying for relief to cease to be a reporting issuer in all of the jurisdictions in Canada in which it is currently a reporting issuer; and
4. the Applicant is not in default of any of its obligations under the Legislation as a reporting issuer,

each of the Decision Makers is satisfied that the test contained in the Legislation that provides the Decision Maker with the jurisdiction to make the decision has been met and orders that the Applicant is deemed to have ceased to be a reporting issuer in the Jurisdictions.

Relief requested granted on the 2nd day of August, 2005.

“Blaine Young”
Director, Legal Services & Policy Development
Alberta Securities Commission

2.1.4 Merrill Lynch & Co., Ltd. - MRRS Decision

Headnote

Mutual Reliance Review System for Exemptive Relief Applications – Application by U.S. issuer for relief from the requirement

- (a) to incorporate by reference into an MJDS prospectus filed under NI 71-101 the Non-Incorporated Exhibits (as defined in the Decision), and
- (b) to file certain Non-Essential 8-Ks (as defined in the Decision).

Non-Incorporated Exhibits typically very lengthy and incorporation by reference of such documents into a prospectus would therefore impose a disproportionately burdensome translation obligation on the Filer – In lieu of the Non-Incorporated Exhibits being incorporated by reference into a prospectus, the Filer will file the Non-Incorporated Exhibits, other than Non-Incorporated Exhibits that have previously been filed, as soon as practicable following the filing of such disclosure documents with the SEC – All of the Filer's continuous disclosure documents except for the Non-Essential 8-Ks will continue to be filed with the Decision Makers – Non-Essential 8-Ks consist of exhibits attaching the form of securities for certain takedowns made in the U.S., the consent and opinion of counsel relating thereto, and other documentation, all of a non-financial nature, that may be required to be filed with the SEC in connection with such takedowns – Such materials also available on EDGAR – Filer to include a statement in supplements to prospectus explaining that the Filer has received exemptive relief, identifying the Decision, and explaining how investors can obtain a copy of the Decision.

National Instruments

National Instrument 51-102 – Continuous Disclosure Obligations (“NI 51-102”).

National Instrument 71-101 – The Multijurisdictional Disclosure System (“NI 71-101”).

July 12, 2005

**IN THE MATTER OF
THE SECURITIES LEGISLATION OF
BRITISH COLUMBIA, ALBERTA, SASKATCHEWAN,
MANITOBA, ONTARIO, QUÉBEC, NOVA SCOTIA, NEW
BRUNSWICK,
PRINCE EDWARD ISLAND, NEWFOUNDLAND, THE
YUKON TERRITORY,
THE NORTHWEST TERRITORIES AND NUNAVUT (the
"Jurisdictions")**

AND

**IN THE MATTER OF
THE MUTUAL RELIANCE REVIEW SYSTEM
FOR EXEMPTIVE RELIEF APPLICATIONS**

AND

IN THE MATTER OF
MERRILL LYNCH & CO., INC. (the "Filer")

MRRS DECISION DOCUMENT

Background

The local securities regulatory authority or regulator (the "Decision Maker") in each of the Jurisdictions has received an application (the "Application") from the Filer for a decision under the securities legislation of the Jurisdictions (the "Legislation") exempting the Filer from the following requirements of the Legislation, subject to certain terms and conditions:

- (a) the requirement contained in section 4.4 of National Instrument 71-101 – *The Multi-jurisdictional Disclosure System* ("NI 71-101"), as it relates to the requirement for the Filer to incorporate by reference into a prospectus filed by the Filer under NI 71-101, the Non-Incorporated Exhibits (as defined below); and
- (b) the requirement contained in section 4.2 of National Instrument 71-102 – *Continuous Disclosure and Other Exemptions Relating to Foreign Issuers* ("NI 71-102") as it relates to the requirement for the Filer to file the Non-Essential 8-Ks (as defined below).

Under the Mutual Reliance Review System for Exemptive Relief Applications:

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

Interpretation

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

Representations

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

General

1. The Filer was incorporated under the laws of the State of Delaware on March 27, 1973. The Filer has been a reporting issuer or the equivalent thereof (where applicable) in the Provinces of British Columbia, Alberta, Saskatchewan, Manitoba, Québec and Nova Scotia since October 22, 1999 (or earlier, in the case of certain of such Jurisdictions) and since June 2004 in the Provinces of Ontario, New Brunswick, Prince

Edward Island and Newfoundland and Labrador and in the Yukon Territory, the Northwest Territories and Nunavut, and is not on the list of defaulting reporting issuers in those provinces and territories.

2. The Filer has securities registered under sections 12(b) and 12(g) of the *Securities Exchange Act of 1934*, as amended (the "1934 Act"), and is required to file reports under section 15(d) of the 1934 Act.
3. The Filer has filed with the Securities and Exchange Commission (the "SEC") all 1934 Act filings for a period of 12 calendar months immediately before the date hereof and will file all 1934 Act filings required to be filed with the SEC between the date hereof and the date it files a prospectus under the MJDS in the principal jurisdiction. The Filer is not registered or required to be registered as an investment company under the *Investment Company Act of 1940*, as amended. The Filer is not a commodity pool issuer (as such term is defined in NI 71-101).
4. The principal office of the Filer is located at 4 World Financial Centre, New York, New York, 10080.

MJDS Program

5. On June 29, 2004, the Filer filed a base shelf prospectus (the "Original Shelf Prospectus") pursuant to *National Instrument 71-101 – The Multijurisdictional System* ("NI 71-101"). The Original Shelf Prospectus qualified the issuance of up to US \$18,362,988,000 of debt securities, warrants, preferred stock, depositary shares and common stock. On March 8, 2005, after the maximum amount of securities under the Original Shelf Prospectus was issued, the Filer filed a new base shelf prospectus (the "New Shelf Prospectus") pursuant to NI 71-101. The New Shelf Prospectus qualifies the issuance of up to US \$39,390,000,000 of debt securities, warrants, preferred stock, depositary shares and common stock.
6. The Filer previously obtained exemptive relief in relation to its offering of securities under NI 71-101 in the Decision *In the Matter of Merrill Lynch & Co., Inc.* dated June 30, 2004 (the "Previous MJDS Decision"). In particular, the Filer obtained exemptive relief from the requirement in section 4.4 of NI 71-101 to incorporate by reference into a prospectus filed under NI 71-101 all current reports of the Filer on Form 8-K that are incorporated or deemed to be incorporated by reference into its U.S. prospectus under U.S. federal securities law, to the extent that such Form 8-Ks do not relate to the financial condition of, or disclose a material change in the affairs of, the Filer.

7. The Filer has made this Application as it wishes to amend certain of the terms and conditions of the Previous MJDS Decision relating to the Filer's obligations to file certain of the Filer's continuous disclosure documents with the Decision Makers and to incorporate by reference certain of its continuous disclosure documents into a prospectus (and any supplement thereto) filed by the Filer under NI 71-101.
8. If the relief requested in this Application is granted, any prospectus (and any supplement thereto) filed by the Filer under NI 71-101 will incorporate by reference the following information:
- (a) the Filer's most recent annual report on Form 10-K filed under the 1934 Act, excluding any Non-Incorporated Exhibits (as defined below) thereto;
 - (b) the Filer's most recent quarterly report on Form 10-Q, excluding any Non-Incorporated Exhibits (as defined below) thereto; and
 - (c) all current reports on Form 8-K, other than the Non-Essential 8-Ks (as defined below) that are filed subsequent to the filing of the Filer's most recent annual report on Form 10-K under the 1934 Act, excluding any Non-Incorporated Exhibits (as defined below) thereto.
- (c) other documentation, all of a non-financial nature, that may be required to be filed with the SEC in connection with such takedowns.
11. In the present Application, in addition to the exemptive relief that the Filer is requesting be granted with respect to the Filer's obligations to incorporate by reference into a preliminary prospectus, a (final) prospectus and any prospectus supplement thereto filed by the Filer under NI 71-101 certain of the Filer's continuous disclosure documents, the Filer is seeking an exemption from the requirement in section 4.2 of NI 71-102 as it relates to the requirement to file Non-Essential 8-Ks. The Non-Essential 8-Ks are publicly available on the SEC's Internet website at www.sec.gov.
12. In the Previous MJDS Decision, the Filer was granted relief from the requirement to incorporate by reference a preliminary prospectus and a (final) prospectus filed by the Filer under NI 71-101 any current reports on Form 8-K of the Filer other than those current reports on Form 8-K of the Filer relating to the financial condition of, or disclosing a material change in the affairs of, the Filer (the "Material 8-Ks").
13. In addition to the Non-Essential 8-Ks, the Filer may attach certain documents as exhibits to or incorporate by reference into its annual reports on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K, definitive proxy or information statements or other continuous disclosure documents filed under the 1934 Act (the "1934 Act Filings") the following documents which would not be required to be incorporated by reference in a Canadian issuer's prospectus (each, a "Non-Incorporated Exhibit"):

Continuous Disclosure Filings

9. The consolidated annual and interim financial statements of the Filer and its consolidated subsidiaries to be included in or incorporated by reference into any prospectus or prospectus supplement filed by the Filer under NI 71-101 are prepared in accordance with U.S. GAAP (as defined in *National Instrument 52-107 – Acceptable Accounting Principles, Auditing Standards and Reporting Currency* ("NI 52-107")) and otherwise comply with the requirements of U.S. law, and, in the case of the Filer's consolidated annual financial statements, such financial statements are audited in accordance with U.S. GAAS (as defined in NI 52-107).
10. In connection with takedowns under the Filer's base shelf prospectus in the U.S., the Filer is required to file with the SEC a large number of current reports on Form 8-K (the "Non-Essential 8-Ks") whose contents are comprised solely of:
- (a) exhibits attaching the form of securities for each such takedown,
 - (b) the consent and opinion of counsel relating thereto, and
 - (a) contracts not made in the ordinary course of business that are material to the Filer, limited partnership agreements, indemnification and severance agreements, deferred compensation plans, stock unit and stock option plans and other stock option or award plans, and all amendments, supplements and restatements thereto (collectively, the "Material Contracts") and any underwriting agreements or voting trust agreements of the Filer and all amendments, supplements and restatements thereto;
 - (b) plans of acquisition, reorganization, arrangement, liquidation or succession;
 - (c) articles of incorporation (or instruments corresponding thereto) and by-laws of the Filer and any amendments or restatements thereof;

- (d) instruments defining the rights of security holders, including deposit agreements, rights agreements and any supplements to and amendments or restatements thereof;
 - (e) charters of committees of the Filer's Board of Directors, other than the audit committee charter;
 - (f) opinions of: (a) legal counsel as to legality of securities being registered in the U.S. indicating whether such securities will, when sold, be legally issued, fully paid and non-assessable and, if debt securities, whether they will be binding obligations of the Filer; and (b) legal counsel or an independent or public certified accountant, or revenue rulings from the Internal Revenue Service, supporting the description of tax matters and consequences to the shareholders in certain filings of the Filer;
 - (g) published reports regarding matters submitted to security holders which are required to be filed with the SEC;
 - (h) manually signed powers of attorney filed with the SEC if any name is signed to a registration statement or report of the Filer pursuant to a power of attorney;
 - (i) indentures and supplemental indentures relating to the issuance of debt securities and forms of certificates and depository receipts relating to securities of the Filer;
 - (j) current reports on Form 8-K of the Filer (excluding, for greater certainty, any exhibits to the Material 8-Ks that would otherwise constitute a Non-Incorporated Exhibit) other than the Material 8-Ks; and
 - (k) codes of ethics that the Filer voluntarily files as exhibits to its annual report on Form 10-K and also posts on its website.
14. By virtue of the Non-Incorporated Exhibits being filed as current reports on Form 8-K or being attached as exhibits or being incorporated by reference into the Filer's 1934 Act Filings, the Filer is required under section 4.4 of NI 71-101 to incorporate the Non-Incorporated Exhibits in a preliminary prospectus or (final) prospectus (and any supplement thereto) by the Filer under NI 71-101.
15. The Non-Incorporated Exhibits are typically very lengthy and incorporation by reference of such documents into a preliminary prospectus, a (final) prospectus and any supplements thereto filed by the Filer under NI 71-101 would therefore impose

a disproportionately burdensome translation obligation on the Filer in comparison to Canadian issuers.

16. In lieu of the Non-Incorporated Exhibits being incorporated by reference into a preliminary prospectus or a (final) prospectus (and any supplement thereto) filed by the Filer under NI 71-101, the Filer will file the Non-Incorporated Exhibits, other than Non-Incorporated Exhibits that have previously been filed, as soon as practicable following the filing of such disclosure documents with the SEC and, in any event, prior to the filing of any subsequent supplement to any such prospectus.
17. If the requested relief is granted, any preliminary prospectus or a (final) prospectus filed by the Filer under NI 71-101 (and any supplement thereto) and delivered to Canadian purchasers will incorporate by reference similar continuous disclosure documents that would be required to be incorporated by reference by a Canadian issuer in connection with similar offerings of securities by a Canadian issuer, notwithstanding that such preliminary prospectus or (final) prospectus will not incorporate by reference certain information that would be incorporated by reference into a U.S. base shelf prospectus filed with the SEC pursuant to a registration statement on Form S-3.
18. All of the Filer's continuous disclosure documents except for the Non-Essential 8-Ks will continue to be filed with the Decision Makers and, except for the incorporation by reference relief granted herein, will remain subject to the requirements under the Legislation. Such materials are also available on EDGAR.
19. The Filer will include a statement in any supplements to a preliminary prospectus or a (final) prospectus filed by the Filer under NI 71-101 explaining that the Filer has received exemptive relief exempting the Filer from the requirement to include certain materials in the prospectus, identifying this Decision, and explaining how investors can obtain a copy of this Decision.

Decision

Each of the Decision Makers is satisfied that the test contained in the Legislation that provides each Decision Maker with the jurisdiction to make the Decision has been met.

The Decision of the Decision Makers is that the Filer is exempt from the requirement of section 4.4 of NI 71-101 as it relates to the requirement to incorporate by reference into a preliminary prospectus and (final) prospectus filed by the Filer under NI 71-101 the Non-Incorporated Exhibits, so long as:

- (a) the Filer continues to incorporate by reference into a preliminary prospectus and (final) prospectus (and any supplements thereto) filed by the Filer under NI 71-101 the Filer's most recent annual report on Form 10-K, its most recent quarterly report on Form 10-Q and all of its other 1934 Act filings that are filed since the date of the Filer's most recent annual report on Form 10-K, other than the Non-Incorporated Exhibits; and
- (b) the representations in paragraphs 16, 18 and 19 remain true.

The Further Decision of the Decision Makers that the Filer is exempt from the requirement of Section 4.2 of NI 71-102 as it relates to the requirement to file with the Decision Makers the Non-Essential 8-Ks, provided that the Filer will file all of its other continuous disclosure documents required to be filed under the 1934 Act with the Decision Makers as soon as practicable following the filing of such documents with the SEC and, in any event, prior to the filing of any subsequent supplement to a prospectus filed under NI 71-101.

"Charlie MacCready"
Assistant Manager
Ontario Securities Commission

2.1.5 Merrill Lynch & Co., Inc. et al. - MRRS Decision

Headnote

Mutual Reliance Review System for Exemptive Relief Applications – Application by U.S. issuer and Canadian finance subsidiary of U.S. issuer for relief from the requirement

- (a) in NI 44-101 to incorporate by reference into a shelf prospectus the Non-Incorporated Exhibits (as defined in the Decision);
- (b) in NI 51-102 to file the Non-Essential 8-Ks (as defined in the Decision); and
- (c) in NI 33-105 that there be a specified level of independent underwriter involvement in a distribution of securities of the Canadian finance subsidiary.

Non-Incorporated Exhibits typically very lengthy and incorporation by reference of such documents into a prospectus would therefore impose a disproportionately burdensome translation obligation on the Filer – In lieu of the Non-Incorporated Exhibits being incorporated by reference into a prospectus, the Filer will file the Non-Incorporated Exhibits, other than Non-Incorporated Exhibits that have previously been filed, as soon as practicable following the filing of such disclosure documents with the SEC – All of the Filer's continuous disclosure documents except for the Non-Essential 8-Ks will continue to be filed with the Decision Makers – Non-Essential 8-Ks consist of exhibits attaching the form of securities for certain takedowns made in the U.S., the consent and opinion of counsel relating thereto, and other documentation, all of a non-financial nature, that may be required to be filed with the SEC in connection with such takedowns – Such materials also available on EDGAR – Filer to include a statement in supplements to prospectus explaining that the Filer has received exemptive relief, identifying the Decision, and explaining how investors can obtain a copy of the Decision.

National Instruments

- National Instrument 33-105 – Underwriting Conflicts (“NI 33-105”).
- National Instrument 44-101 – Short Form Prospectus Distributions (“NI 44-101”), Form 44-101F3.
- National Instrument 51-102 – Continuous Disclosure Obligations (“NI 51-102”).

July 12, 2005

IN THE MATTER OF
THE SECURITIES LEGISLATION OF
BRITISH COLUMBIA, ALBERTA, SASKATCHEWAN,
MANITOBA, ONTARIO, QUÉBEC, NEW BRUNSWICK,
NOVA SCOTIA, PRINCE EDWARD ISLAND AND
NEWFOUNDLAND AND LABRADOR (the
"Jurisdictions")

AND

IN THE MATTER OF
THE MUTUAL RELIANCE REVIEW SYSTEM
FOR EXEMPTIVE RELIEF APPLICATIONS

AND

IN THE MATTER OF
MERRILL LYNCH & CO., INC. ("ML&CO."),
MERRILL LYNCH CANADA FINANCE COMPANY ("ML
FINANCE")
AND MERRILL LYNCH CANADA INC., ("ML CANADA"
and, together with ML&CO. and ML FINANCE, the
"Filers")

MRRS DECISION DOCUMENT

Background

The local securities regulatory authority or regulator (the "Decision Maker") in each of the Jurisdictions has received an application (the "Application") from the Filers for a decision under the securities legislation of the Jurisdictions (the "Legislation") exempting the Filers from the following requirements of the Legislation, subject to certain terms and conditions:

- (a) the requirement contained in section 13.2(2) of Form 44-101F3, as it relates to the requirement for ML Finance to incorporate by reference into a Shelf Prospectus and any Supplements (as defined below) thereto the Non-Incorporated Exhibits (as defined below);
- (b) the requirement contained in section 13.4(2)(d) of National Instrument 51-102 – *Continuous Disclosure Obligations* ("NI 51-102") as it relates to the requirement for ML Finance to file the Non-Essential 8-Ks (as defined below); and
- (c) the requirement contained in section 2.1 of National Instrument 33-105 – *Underwriting Conflicts* ("NI 33-105") (and equivalent provisions in Québec) as it relates to the requirement that the distribution of securities of ML Finance, a related issuer or a connected issuer of ML Canada, be done through a specified level of independent underwriter involvement (the "Independent Underwriter Requirement").

Under the Mutual Reliance Review System for Exemptive Relief Applications:

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

Interpretation

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

Representations

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

General

1. ML&Co. was incorporated under the laws of Delaware on March 27, 1973. ML&Co. has been a reporting issuer or the equivalent thereof (where applicable) in the Provinces of British Columbia, Alberta, Saskatchewan, Manitoba, Québec and Nova Scotia since October 22, 1999 (or earlier, in the case of certain of such Jurisdictions) and since June 2004 in the Provinces of Ontario, New Brunswick, Prince Edward Island and Newfoundland and Labrador and in the Yukon Territory, the Northwest Territories and Nunavut, and is not on the list of defaulting reporting issuers in those provinces and territories.
2. ML&Co. is a reporting company under the *Securities Exchange Act of 1934*, as amended (the "1934 Act"). ML&Co. has filed with the U.S. Securities and Exchange Commission (the "SEC") all 1934 Act filings for a period of 12 calendar months immediately before the date hereof and will file all 1934 Act filings required to be filed with the SEC between the date hereof and the date it files a pricing or prospectus supplement. ML&Co. is not registered or required to be registered as an investment company under the *Investment Company Act of 1940*, as amended.
3. The principal office of ML&Co. is located at 4 World Financial Centre, New York, New York, 10080.
4. ML Finance was incorporated under the laws of Nova Scotia on August 25, 1999 and is an indirect wholly-owned subsidiary of ML&Co.
5. ML Finance was incorporated solely for the purpose of undertaking financing activities, including the issuance of medium term notes, to raise funds for ML&Co.'s Canadian operations, and does not carry on any operating or other business activities.
6. ML Finance became a reporting issuer or the equivalent thereof (where applicable) in the Jurisdictions by virtue of it filing a short form base shelf prospectus dated November 8, 1999 with the Decision Makers under the provisions of former National Policy 47 and former National Policy 44 in connection with the establishment of the 1999 medium term note program of ML Finance.

7. The principal office of ML Finance is located at 400-181 Bay Street, Toronto, Ontario, M5J 2V8.
8. ML Canada was continued and amalgamated under the laws of Canada on August 26, 1998 and is an indirect wholly-owned subsidiary of ML&Co. ML Canada is not a reporting issuer in any of the Jurisdictions.
9. ML Canada is registered as a dealer in the categories of "broker" and/or "investment dealer" under the Legislation of each of the Jurisdictions and is a member of the Investment Dealers Association of Canada.
10. The principal office ML Canada is located at 400-181 Bay Street, Toronto, Ontario, M5J 2V8.

MTN Program

11. ML Finance renewed its medium term note program (the "Current MTN Program" and, together with any future medium term program of ML Finance, the "MTN Program") on July 28, 2004 by filing a short form base shelf prospectus pursuant to National Instrument 44-101 – *Short Form Prospectus Distributions* ("NI 44-101") and National Instrument 44-102 – *Shelf Distributions* ("NI 44-102") (the "Current Shelf Prospectus" and, together with any preliminary or final prospectus filed by ML Finance under NI 44-101 and NI 44-102, a "Shelf Prospectus"). Any medium term notes issued under a Shelf Prospectus are hereinafter referred to as the "Notes" and any offering of such Notes is hereinafter referred to as an "Offering". The Current Shelf Prospectus qualifies the issuance of up to Cdn. \$5,000,000,000 (or the equivalent thereof in one or more non-Canadian currencies) of Notes over a twenty-four month period in New Brunswick and a twenty-five month period in each of the other Jurisdictions.
12. The Filers previously obtained certain exemptive relief in relation to the offering of Notes under the Current Shelf Prospectus in the Decision *In the Matter of Merrill Lynch & Co., Inc., Merrill Lynch Canada Finance Company and Merrill Lynch Canada Inc.* dated June 25, 2004 (the "Previous MTN Decision"). The Filers have made this Application as they wish to amend certain of the terms and conditions of the Previous MTN Decision relating to: (a) ML&Co.'s obligations to file certain of ML&Co.'s continuous disclosure documents with the Decision Makers; (b) ML Finance's obligations to incorporate by reference certain of ML&Co.'s continuous disclosure documents into a Shelf Prospectus (including, for greater certainty, any Supplements); and (c) the Independent Underwriter Requirement to ensure that the relief granted under the Previous MTN Decision will apply to an Offering under any Shelf Prospectus.

13. The Notes will be fully and unconditionally guaranteed by ML&Co. as to payment of principal, interest and all other amounts due thereunder. The trust indenture under which the Notes are created will provide that ML&Co. will make any payment or performance under the indenture promptly upon demand and, in any event, within 15 days of any failure by ML Finance to punctually make any payment or performance in respect of the Notes. All Notes will have an "approved rating" (as defined in NI 44-101) and will be rated by a recognized security evaluation agency in one of the categories determined by determined by the Autorité des marchés financiers du Québec (an "Approved Rating").
14. The Current Shelf Prospectus was signed by, and any other Shelf Prospectus will be signed by, ML Finance, as issuer, ML&Co., as credit supporter, and the dealers party to the dealer agreement for the MTN Program as of the date thereof. The Current Shelf Prospectus includes, and any other Shelf Prospectus will include, disclosure to the effect that:
 - (a) ML&Co. will fully and unconditionally guarantee payment of the principal and interest on the Notes, together with any other amounts that may be due under any provisions of the trust indenture relating to the Notes;
 - (b) separate continuous disclosure information relating to ML Finance will not be provided to the purchasers of the Notes; and
 - (c) the MTN Program has an Approved Rating.
15. If the relief requested in this Application is granted, each pricing supplement (a "Supplement" and, together with a Shelf Prospectus, a "Prospectus") to a Shelf Prospectus will incorporate by reference the following information:
 - (a) ML&Co.'s most recent annual report on Form 10-K filed under the 1934 Act, excluding any Non-Incorporated Exhibits (as defined below) thereto;
 - (b) ML&Co.'s most recent quarterly report on Form 10-Q, excluding any Non-Incorporated Exhibits (as defined below) thereto; and
 - (c) all of ML&Co.'s other 1934 Act filings that are filed subsequent to the filing of ML&Co.'s most recent annual report on Form 10-K under the 1934 Act, other than the Non-Incorporated Exhibits (as hereinafter defined).

ML&Co. Filings

16. The consolidated annual and interim financial statements of ML&Co. and its consolidated subsidiaries to be included in or incorporated by reference into the Prospectus are prepared in accordance with U.S. GAAP (as defined in National Instrument 52-107 – *Acceptable Accounting Principles, Auditing Standards and Reporting Currency* ("NI 52-107")) and otherwise comply with the requirements of U.S. law, and, in the case of ML&Co.'s consolidated annual financial statements, such financial statements are audited in accordance with U.S. GAAS (as defined in NI 52-107).

17. In connection with takedowns under ML&Co.'s base shelf prospectus in the U.S., ML&Co. is required to file with the SEC a large number of current reports on Form 8-K (the "Non-Essential 8-Ks") whose contents are comprised solely of:

- 18.
- (a) exhibits attaching the form of securities for each such takedown,
 - (b) the consent and opinion of counsel relating thereto, and
 - (c) other documentation, all of a non-financial nature, that may be required to be filed with the SEC in connection with such takedowns.

19. In the present Application, in addition to the exemptive relief that the Filers are requesting be granted with respect to ML Finance's obligations to incorporate by reference into a Shelf Prospectus (including, for greater certainty, each Supplement) certain of ML&Co.'s continuous disclosure documents, the Filers are seeking an exemption from the requirement in section 13.2(d) of NI 51-102 as it relates to the requirement to file Non-Essential 8-Ks. The Non-Essential 8-Ks are publicly available on the SEC's Internet website at www.sec.gov.

20. In the Previous MTN Decision, the Filers were granted relief from the requirement to incorporate by reference into the Current Shelf Prospectus (and, for greater certainty, the Supplements thereto) any current reports on Form 8-K of ML&Co. other than current reports on Form 8-K of ML&Co. relating to the financial condition of, or disclosing a material change in the affairs of, ML&Co. (the "Material 8-Ks"), which are filed by ML&Co. with the SEC.

21. In addition to the Non-Essential 8-Ks, ML&Co. may file as a material report on Form 8-K, attach as exhibits to or incorporate by reference into its annual reports on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K, definitive

proxy or information statements or other continuous disclosure documents filed under the 1934 Act (the "1934 Act Filings"), the following documents which would not be required to be incorporated by reference in a Canadian issuer's prospectus (each, a "Non-Incorporated Exhibit"):

- (a) contracts not made in the ordinary course of business that are material to ML&Co., limited partnership agreements, indemnification and severance agreements, deferred compensation plans, stock unit and stock option plans and other stock option or award plans, and all amendments, supplements and restatements thereto (collectively, the "Material Contracts") and any underwriting agreements or voting trust agreements of ML&Co. and all amendments, supplements and restatements thereto;
- (b) plans of acquisition, reorganization, arrangement, liquidation or succession;
- (c) articles of incorporation (or instruments corresponding thereto) and by-laws of ML&Co. and any amendments or restatements thereof;
- (d) instruments defining the rights of security holders, including deposit agreements, rights agreements and any supplements to and amendments or restatements thereof;
- (e) charters of committees of the ML&Co. Board of Directors, other than the audit committee charter;
- (f) opinions of: (a) legal counsel as to legality of securities being registered in the U.S. indicating whether such securities will, when sold, be legally issued, fully paid and non-assessable and, if debt securities, whether they will be binding obligations of ML&Co.; and (b) legal counsel or an independent or public certified accountant, or revenue rulings from the Internal Revenue Service, supporting the description of tax matters and consequences to the shareholders in certain filings of ML&Co.;
- (g) published reports regarding matters submitted to security holders which are required to be filed with the SEC;
- (h) manually signed powers of attorney filed with the SEC if any name is signed to a registration statement or report of ML&Co. pursuant to a power of attorney;

- (i) indentures and supplemental indentures relating to the issuance of debt securities and forms of certificates and depositary receipts relating to securities of ML&Co.;
 - (j) current reports on Form 8-K of ML&Co. other than the Material 8-Ks (which Material 8-Ks would exclude, for greater certainty, any exhibits to the Material 8-Ks that would otherwise constitute a Non-Incorporated Exhibit); and
 - (k) codes of ethics that ML&Co. voluntarily files as exhibits to its annual report on Form 10-K and also posts on its website.
22. By virtue of the Non-Incorporated Exhibits being filed as material reports on Form 8-K or being attached as exhibits or being incorporated by reference into ML&Co.'s 1934 Act Filings, ML&Co. and ML Finance are required to incorporate the Non-Incorporated Exhibits into a Shelf Prospectus under section 13.2(2) of Form 44-101F3.
23. The Non-Incorporated Exhibits are typically very lengthy and incorporation by reference of such documents into a Shelf Prospectus would therefore impose a disproportionately burdensome translation obligation on ML&Co. in comparison to Canadian issuers.
24. In lieu of the Non-Incorporated Exhibits being incorporated by reference into a Shelf Prospectus, ML Finance will file the Non-Incorporated Exhibits, other than Non-Incorporated Exhibits that have previously been filed, as soon as practicable following the filing of such disclosure documents with the SEC and, in any event, prior to the filing of any subsequent Supplement with the Decision Makers.
25. If the requested relief is granted, a Shelf Prospectus delivered to Canadian purchasers will incorporate by reference continuous disclosure documents of ML&Co. similar to the continuous disclosure documents that would be required to be incorporated by reference by a Canadian issuer in connection with similar offerings of securities by a Canadian issuer, notwithstanding that such Shelf Prospectus will not incorporate by reference certain information that would be incorporated by reference into a U.S. base shelf prospectus filed with the SEC pursuant to a registration statement on Form S-3.
26. All of ML&Co.'s continuous disclosure documents except for the Non-Essential 8-Ks will continue to be filed with the Decision Makers and, except for the incorporation by reference relief granted herein, will remain subject to the requirements under the Legislation. Such materials are also available on EDGAR.
27. The Filers will include a statement in each Shelf Prospectus explaining that the Filers have received exemptive relief exempting the Filers from the requirement to include certain materials in such Shelf Prospectus, identifying this Decision, and explaining how investors can obtain a copy of this Decision.

Underwriting Arrangements

28. ML Finance is considered to be a "related issuer" and a "connected issuer" (as such terms are defined in NI 33-105) of ML Canada for Offerings under a Shelf Prospectus because both ML Canada and ML Finance are indirect wholly-owned subsidiaries of ML&Co.

29. ML Finance proposes to offer the Notes from time to time through one of three alternative underwriting arrangements, the first being provided for in NI 33-105 and the other two being Offerings made through:

(a) a syndicate structure pursuant to which ML Canada will act as an underwriter in respect of up to 49% of the offering (based on either the dollar value of the Offering or the total management fees for the Offering, as applicable) (a "49% Underwriting") and subject to the following conditions: (i) the minimum subscription for each subscriber under the Offering will be \$150,000; (ii) each Supplement will, to the extent not disclosed in a Shelf Prospectus, identify the independent underwriters and disclose their role in structuring and pricing the applicable Offering and in the due diligence activities performed by the underwriters for the Offering; and (iii) a Shelf Prospectus (including, for greater certainty, any Supplement) will contain, on the front page and in the body of such document, the information listed in Appendix C of NI 33-105 as required information for the front page and body of such document; or

(b) an arrangement whereby ML Canada will underwrite up to 100% of an Offering (an "ML Majority Underwriting"), subject to the following conditions: (i) the minimum subscription for each subscriber under the Offering will be \$150,000; (ii) a minimum of 66 ⅔% of the Offering will be made to institutional investors; (iii) each Supplement will, to the extent not disclosed in a Shelf Prospectus, identify the independent underwriters, if applicable, and disclose their role in structuring and pricing the applicable Offering and in the due diligence activities performed by the underwriters

for the Offering; and (iv) a Shelf Prospectus will contain, on the front page and in the body of such document, the information listed in Appendix C of NI 33-105 as required information for the front page and body of such document.

30. If ML Finance is offering the Notes through an ML Majority Underwriting, the initial offering price of the Notes will be determined by market comparisons in both the secondary and primary market for medium term notes at the time of pricing; secondary market levels on comparable offerings will be obtained from other dealers and investors and final pricing of the Notes will be based on the secondary market bid spread (being the difference in yield between comparable medium term notes trading in the secondary market and the current Government of Canada bond) plus, in appropriate circumstances, a new issue premium plus the current Government of Canada bond yield.
31. Each of independent underwriters who is in a contractual relationship with ML Finance at the time a Shelf Prospectus is filed will sign the certificate in the form prescribed by Section 21.2 of Form 44-101F3.
32. Other than the proceeds of the Offering, which are intended for general corporate purposes (including ML&Co.'s Canadian operations), the only financial benefits which ML Canada will receive as a result of either a 49% Underwriting or a ML Majority Underwriting are the normal arm's length underwriting commissions and reimbursement of expenses associated with a public offering in Canada and, because the net proceeds from the sale of Notes may be loaned to or otherwise invested in various affiliates of ML Finance or ML&Co., ML Canada may also receive inter-company financing.

Decision

Each of the Decision Makers is satisfied that the test contained in the Legislation that provides the Decision Makers with the jurisdiction to make the decision has been met.

Incorporation by Reference

The Decision of the Decision Makers is that ML&Co. and ML Finance are exempt from the requirement of section 13.2(2) of Form 44-101F3 as it relates to the requirement to incorporate by reference into any Shelf Prospectus (including, for greater certainty, any Supplement) the Non-Incorporated Exhibits, so long as:

- (a) ML&Co. and ML Finance continue to incorporate by reference into a Shelf Prospectus (including, for greater certainty, any Supplement) ML&Co.'s

most recent annual report on Form 10-K, its most recent quarterly report on Form 10-Q and all of its other 1934 Act filings that are filed since the date of ML&Co.'s most recent annual report on Form 10-K, other than the Non-Incorporated Exhibits; and

- (b) the representations in paragraphs 23, 25 and 26 remain true.

Filing of the Non-Essential 8-Ks

The Further Decision of the Decision Makers under the Legislation in connection with an Offering of Notes under any Shelf Prospectus is that ML Finance is exempt from the requirement in section 13.4(2)(d) of NI 51-102 as it relates to the requirement to file the Non-Essential 8-Ks, so long as ML&Co. files with the Decision Makers copies of all of the documents required to be filed by ML&Co. with the SEC except for the Non-Essential 8-Ks.

Independent Underwriter

The Further Decision of the Decision Makers (other than the Decision Makers in Saskatchewan and Manitoba) under the Legislation is that the Independent Underwriter Requirement contained in NI 33-105 (or, in the case of Québec, the Independent Underwriter Requirement contained in sections 236.1 and 237.1 of the Regulation Concerning Securities and the requirements of *Décision générale* No. 2003-C-0047 dated February 11, 2003) shall not apply to ML Canada in respect of any 49% Underwriting and any ML Majority Underwritings made under a Shelf Prospectus, provided that:

- (a) the independent underwriters participate in each proposed 49% Underwriting as stated in paragraph 28(a) hereof;
- (b) ML Finance complies with paragraph 28(b) hereof in connection with each ML Majority Underwriting; and
- (c) ML Finance complies with paragraphs 13 and 31 hereof.

"Charlie MacCready"
Assistant Manager
Ontario Securities Commission

2.1.6 Saguenay Capital, LLC - s. 6.1(1) of MI 31-102 and s. 6.1 of OSC Rule 13-502

Headnote

Applicant seeking registration status as a non-Canadian adviser in the category of investment counsel and portfolio manager exempted from the electronic funds transfer requirement pursuant to subsection 6.1(1) of Multilateral Instrument 31-102 National Registration Database and activity fee contemplated under section 4.1 of Ontario Securities Commission Rule 13-502 Fees waived in respect of this discretionary relief, subject to certain conditions.

Rules Cited

Multilateral Instrument 31-102 National Registration Database (2003) 26 O.S.C.B. 926, s. 6.1.
Ontario Securities Commission Rule 13-502 Fees (2003) 26 O.S.C.B. 867, ss. 4.1 and 6.1.

August 5, 2005

**IN THE MATTER OF
THE SECURITIES ACT,
R.S.O. 1990, CHAPTER S.5, AS AMENDED (the Act)**

AND

**IN THE MATTER OF
SAGUENAY CAPITAL, LLC**

**DECISION
(Subsection 6.1(1) of Multilateral Instrument 31-102
National Registration Database and
section 6.1 of Rule 13-502 Fees)**

UPON the Director having received the application of Saguenay Capital, LLC. (the **Applicant**) for an order pursuant to subsection 6.1(1) of Multilateral Instrument 31-102 *National Registration Database (MI 31-102)* granting the Applicant relief from the electronic funds transfer requirement contemplated under MI 31-102 and for relief from the activity fee requirement contemplated under section 4.1 of Ontario Securities Commission Rule 13-502 *Fees (Rule 13-502)* in respect of this discretionary relief;

AND UPON considering the application and the recommendation of the staff of the Ontario Securities Commission (the **Commission**);

AND UPON the Applicant having represented to the Director as follows:

1. The Applicant is a limited liability company formed under the laws of the State of Delaware in the United States. The Applicant is not a reporting issuer in any province or territory in Canada. The Applicant is seeking registration in Ontario as a non-Canadian adviser in the category of investment counsel and

portfolio manager. The Applicant's head office is in Purchase, New York.

2. MI 31-102 requires that all registrants in Canada enrol with CDS INC. (**CDS**) and use the national registration database (**NRD**) to complete certain registration filings. As part of the enrolment process, registrants are required to open an account with a member of the Canadian Payments Association from which fees may be paid with respect to NRD by electronic pre-authorized debit (**electronic funds transfer** or, the **EFT Requirement**).
3. The Applicant has encountered difficulties in setting up a Canadian based bank account for purposes of fulfilling the EFT Requirement.
4. The Applicant confirms that it is not registered in another category to which the EFT Requirement applies and that Ontario is the only jurisdiction in which it has applied for registration.
5. Staff of the Canadian Securities Administrators has indicated that, with respect to applications from international dealers and international advisers (or applicants in equivalent categories of registration) for relief from the EFT Requirement, it is prepared to recommend waiving the fee normally required to accompany applications for discretionary relief (the **Application Fee**).
6. For Ontario registrants, the requirement for payment of the Application Fee is set out in section 4.1 of Rule 13-502.

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

IT IS THE DECISION of the Director, pursuant to subsection 6.1(1) of MI 31-102 that the Applicant is granted relief from the EFT Requirement for so long as the Applicant:

- A. makes acceptable alternative arrangements with CDS for the payment of NRD fees;
- B. pays its participation fee under the Act to the Commission by cheque, draft, money order or other acceptable means at the time of filing its application for annual renewal, which shall be no later than the first day of December in each year;

- C. pays any applicable activity fees, or other fees that the Act requires it to pay to the Commission, by cheque, draft, money order or other acceptable means at the appropriate time; and
- D. is not registered in any jurisdiction in another category to which the EFT Requirement applies;

PROVIDED THAT the Applicant submits a similar application in any other Canadian jurisdiction where it becomes registered as an international dealer or international adviser or in an equivalent registration category;

AND IT IS THE FURTHER DECISION of the Director, pursuant to section 6.1 of Rule 13-502, that the Application Fee will be waived in respect of the application for this Decision.

“David M. Gilkes”

2.1.7 Goodbody Stockbrokers - s. 6.1(1) of MI 31-102 and s. 6.1 of OSC Rule 13-502

Headnote

Applicant seeking registration status as a non-Canadian adviser in the category of investment counsel and portfolio manager exempted from the electronic funds transfer requirement pursuant to subsection 6.1(1) of Multilateral Instrument 31-102 National Registration Database and activity fee contemplated under section 4.1 of Ontario Securities Commission Rule 13-502 Fees waived in respect of this discretionary relief, subject to certain conditions.

Rules Cited

Multilateral Instrument 31-102 National Registration Database (2003) 26 O.S.C.B. 926, s. 6.1.
Ontario Securities Commission Rule 13-502 Fees (2003) 26 O.S.C.B. 867, ss. 4.1 and 6.1.

August 5, 2005

**IN THE MATTER OF
THE SECURITIES ACT,
R.S.O. 1990, CHAPTER S.5, AS AMENDED (the Act)**

AND

**IN THE MATTER OF
GOODBODY STOCKBROKERS**

**DECISION
(Subsection 6.1(1) of Multilateral Instrument 31-102
National Registration Database and
section 6.1 of Rule 13-502 Fees)**

UPON the Director having received the application of Goodbody Stockbrokers (the **Applicant**) for an order pursuant to subsection 6.1(1) of Multilateral Instrument 31-102 *National Registration Database (MI 31-102)* granting the Applicant relief from the electronic funds transfer requirement contemplated under MI 31-102 and for relief from the activity fee requirement contemplated under section 4.1 of Ontario Securities Commission Rule 13-502 *Fees (Rule 13-502)* in respect of this discretionary relief;

AND UPON considering the application and the recommendation of the staff of the Ontario Securities Commission (the **Commission**);

AND UPON the Applicant having represented to the Director as follows:

- 33. The Applicant is organized under the laws of Ireland. The Applicant is the stockbroking arm of the Allied Irish Bank plc. The Applicant is not a reporting issuer in any province or territory in Canada. The Applicant is seeking registration in Ontario as a dealer in the category of international dealer. The Applicant's head office is in Ballsbridge Park, Ballsbridge, Dublin 4, Ireland.

34. MI 31-102 requires that all registrants in Canada enrol with CDS INC. (**CDS**) and use the national registration database (**NRD**) to complete certain registration filings. As part of the enrolment process, registrants are required to open an account with a member of the Canadian Payments Association from which fees may be paid with respect to NRD by electronic pre-authorized debit (**electronic funds transfer** or, the **EFT Requirement**).
35. The Applicant has encountered difficulties in setting up a Canadian based bank account for purposes of fulfilling the EFT Requirement.
36. The Applicant confirms that it is not registered in another category to which the EFT Requirement applies and that Ontario is the only jurisdiction in which it has applied for registration.
37. Staff of the Canadian Securities Administrators has indicated that, with respect to applications from international dealers and international advisers (or applicants in equivalent categories of registration) for relief from the EFT Requirement, it is prepared to recommend waiving the fee normally required to accompany applications for discretionary relief (the **Application Fee**).
38. For Ontario registrants, the requirement for payment of the Application Fee is set out in section 4.1 of Rule 13-502.

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

IT IS THE DECISION of the Director, pursuant to subsection 6.1(1) of MI 31-102 that the Applicant is granted relief from the EFT Requirement for so long as the Applicant:

- A. makes acceptable alternative arrangements with CDS for the payment of NRD fees;
- B. pays its participation fee under the Act to the Commission by cheque, draft, money order or other acceptable means at the time of filing its application for annual renewal, which shall be no later than the first day of December in each year;
- C. pays any applicable activity fees, or other fees that the Act requires it to pay to the Commission, by cheque, draft, money order or other acceptable means at the appropriate time; and
- D. is not registered in any jurisdiction in another category to which the EFT Requirement applies;

PROVIDED THAT the Applicant submits a similar application in any other Canadian jurisdiction where it becomes registered as an international dealer or international adviser or in an equivalent registration category;

AND IT IS THE FURTHER DECISION of the Director, pursuant to section 6.1 of Rule 13-502, that the Application Fee will be waived in respect of the application for this Decision.

"David M. Gilkes"

2.1.8 Assante Asset Management Ltd. - s. 6.1 of OSC Rule 13-502

Headnote

Application pursuant to s.6.1 of OSC Rule 13-502 Fees - exemption from requirement to pay activity fee of \$5,500 in connection with an application brought under s.147 of the Act because the application is in substance an application for a lapse date extension under s.62(5) of Act to which an activity fee of only \$1,500 should apply.

Statutes Cited

Securities Act, R.S.O. 1990, c. S.5 as am., ss. 62(5), 147.

Rules Cited

Ontario Securities Commission Rule 13-502 Fees, Appendix C, Items F(1) and F(3).

August 10, 2005

McCarthy Tétrault LLP

Box 48, Suite 4700
Toronto Dominion Bank Tower
Toronto, Ontario
M5K 1E6

Attention: Katarzyna Szybiak

Dear Sirs/Mesdames:

**Re: Assante Asset Management Ltd. - Application under s. 6.1 of OSC Rule 13-502--Fees ("Rule 13-502")
App. No. 508/05**

By letter dated July 4, 2005 (the "Application"), you applied on behalf of Assante Asset Management ("Assante"), the manager of the RSP Funds (as defined in the Application) under section 147 of the *Securities Act* (Ontario) (the "Act") for an extension of the time limits pertaining to the distribution of units under the simplified prospectus and annual information form of the RSP Funds dated July 26, 2004, as amended from time to time, (collectively, the "RSP Funds Prospectus").

By letter dated July 15, 2005 (the "Fee Application"), you additionally applied to the Director on behalf of Assante for the following:

- (i) an exemption, pursuant to subsection 6.1 of Rule 13-502 (the "Fee Exemption"), from the requirement to pay an activity fee of \$5,500 in connection with the Application in accordance with item F(1) of Appendix C of Rule 13-502, on the condition that fees be paid on the basis that the Application be treated as an application for other regulatory relief under item F(3) of Appendix C of Rule 13-502; and

- (ii) an exemption from the requirement to pay an activity fee of \$1,500 in connection with the Fee Exemption application.

From our review of the Application, the Fee Application and other information communicated to staff, we understand the relevant facts and representations to be as follows:

1. Each RSP Fund is a reporting issuer in each of the provinces and territories of Canada (the "Jurisdictions") and is not in default of any filing requirements under the securities legislation of any of the Jurisdictions.
2. The units of the RSP Funds are qualified for distribution in each of the Jurisdictions by means of the RSP Funds Prospectus that was prepared and filed in accordance with Canadian securities regulatory requirements.
3. The lapse date of the RSP Funds Prospectus is July 26, 2005, however, the RSP Funds are expected to be merged and terminated by September 9, 2005.
4. In the Application, Assante requested under section 147 of the Act an extension of the time limits pertaining to the distribution of the units under the RSP Funds Prospectus. Item F(1) of Appendix C of Rule 13-502 specifies that applications under section 147 of the Act pay an activity fee of \$5,500.
5. If Assante were renewing the RSP Funds Prospectus, rather than merging and terminating the RSP Funds, it could have sought an extension of the lapse date applicable to the RSP Funds Prospectus pursuant to subsection 62(5) of the Act. The activity fee for such an application would be \$1,500 in accordance with item F(3) of Appendix C of Rule 13-502.

Decision

This letter confirms that, based on the information provided in the Application, the Fee Application and the facts and representations above, and for the purposes described in the Fee Application, the Director hereby exempts Assante and the RSP Funds from:

- (a) paying an activity fee of \$5,500 in connection with the Application, provided that the RSP Funds pay an activity fee on the basis that the Application be treated as an application for other regulatory relief under item F(3) of Appendix C to Rule 13-502; and
- (b) paying an activity fee of \$1,500 in connection with the Fee Application under item F(3) of Appendix C to Rule 13-502.

Yours truly,
"S. Silima"
Director, Investment Funds Branch

2.1.9 Cedara Software Corp. - s. 83

Headnote

Mutual Reliance Review System for Exemptive Relief Applications – issuer deemed to have ceased to be a reporting issuer.

Ontario Statutes

Securities Act, R.S.O. 1990, c. S.5, as am., s. 83.

August 12, 2005

Jennifer Maxwell
Blake, Cassels & Graydon LLP
199 Bay Street
Suite 2800, Commerce Court West
Toronto, ON M5L 1A9

Dear Ms. Maxwell:

Re: Cedara Software Corp. (the "Applicant") – Application to Cease to be a Reporting Issuer under the securities legislation of Alberta and Ontario (the "Jurisdictions")

The Applicant has applied to the local securities regulatory authority or regulator (the "Decision Makers") in each of the Jurisdictions for a decision under the securities legislation (the "Legislation") of the Jurisdictions to be deemed to have ceased to be a reporting issuer in the Jurisdictions.

As the Applicant has represented to the Decision Makers that,

- the outstanding securities of the Applicant, including debt securities, are beneficially owned, directly or indirectly, by less than 15 security holders in each of the jurisdictions in Canada and less than 51 security holders in total in Canada;
- no securities of the Applicant are traded on a marketplace as defined in National Instrument 21-101 - Marketplace Operation;
- the Applicant has applied for relief to cease to be a reporting issuer in all of the jurisdictions in Canada in which it is currently a reporting issuer; and
- the Applicant is not in default of any of its obligations under the Legislation as reporting issuer,

each of the Decision Makers is satisfied that the test contained in the Legislation that provides the Decision Maker with the jurisdiction to make the decision has been met and orders that the Applicant is deemed to have ceased to be a reporting issuer.

“Cameron McInnis”
Manager, Corporate Finance
Ontario Securities Commission

2.1.10 GLR Resources Inc. - MRRS Decision

Headnote

Mutual Reliance Review System for Exemptive Relief Applications – Issuer granted an exemption from the prospectus and registration requirements in connection with the distribution by the issuer to its shareholders by way of a return of capital of common shares of a reporting issuer, subject to certain conditions.

Applicable Ontario Statutory Provisions

Securities Act, R.S.O. 1990, c. S.5, as am. ss. 25, 53, 74(1).

July 5, 2005

**IN THE MATTER OF
THE SECURITIES LEGISLATION
OF BRITISH COLUMBIA, ALBERTA, SASKATCHEWAN,
MANITOBA, ONTARIO, QUÉBEC, NOVA SCOTIA,
NEW BRUNSWICK, PRINCE EDWARD ISLAND,
NEWFOUNDLAND AND LABRADOR AND
NORTHWEST TERRITORIES
(the Jurisdictions)**

AND

**IN THE MATTER OF
THE MUTUAL RELIANCE REVIEW SYSTEM
FOR EXEMPTIVE RELIEF APPLICATIONS**

AND

**IN THE MATTER OF
GLR RESOURCES INC.
(GLR or the Filer)**

MRRS DECISION DOCUMENT

Background

The local securities regulatory authority or regulator (the **Decision Maker**) in each of the Jurisdictions has received an application from the Filer for a decision under the securities legislation of the Jurisdictions (the **Legislation**) for an exemption from the dealer registration requirement (the **Registration Requirement**) and the prospectus requirement (the **Prospectus Requirement**) of the Legislation (the **Requested Relief**) in connection with the distribution by GLR to its shareholders (the **GLR Shareholders**) by way of return of capital (the **Return of Capital Distribution**) of all of the common shares (each, a **UCR Share**) it holds in Uranium City Resources Inc. (**UCR**).

Under the Mutual Reliance Review System for Exemptive Relief Applications

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

- (b) this MRRS decision document evidences the decision of each Decision Maker.

Interpretation

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

Representations

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

1. GLR was incorporated under the laws of Canada on January 1, 2001 under the name of 3851419 Canada Inc. On July 24, 2001, the Filer entered into a Plan of Arrangement (the **Plan**) with 3796299 Canada Inc. and Greater Lenora Resources Corp. and filed Articles of Arrangement under the laws of Canada. As part of the Plan, the Filer changed its name to GLR Resources Inc. and upon finalization of the Plan, the Filer commenced active operations as a junior mineral exploration company.
2. The principal and registered office of GLR is located at 4 Al Wende Avenue, Kirkland Lake, Ontario, P2N 3J5.
3. GLR is a reporting issuer in the Provinces of British Columbia, Ontario, Quebec, Nova Scotia and New Brunswick and to our knowledge is not in default of any requirements under any applicable securities legislation. GLR was federally incorporated in Canada on January 1, 2001 under the name of 3851419 Canada Inc. (**3851419**). On July 24, 2001, 3851419 completed a plan of arrangement (**Plan of Arrangement**) which resulted in 3851419 acquiring certain assets of Greater Lenora Resources Corp. (**Greater Lenora**). As part of the Plan of Arrangement, 3851419 changed its name to GLR Resources Inc. and Greater Lenora made all necessary applications and filings to cause GLR to be deemed to be a reporting issuer in all provinces of Canada in which Greater Lenora was a reporting issuer. GLR became a reporting issuer effective July 31, 2001.
4. GLR's share capital is comprised of an unlimited number of authorised Class A voting Common Shares (each, a **Common Share**) with no par value. GLR has not completed any distribution of its securities in the past four months.
5. The Common Shares are listed and posted for trading on the Toronto Stock Exchange under the symbol "GRS".
6. GLR incorporated UCR on October 25, 2004 under the laws of Ontario. The articles of UCR were amended on December 7, 2004 and March 30, 2005 to delete the "closely-held issuer" restrictions from the articles and to increase the minimum number of directors from one to three, respectively.
7. UCR filed a preliminary prospectus dated May 4, 2005 with the securities regulatory authorities in British Columbia, Alberta and Ontario to qualify the distribution of UCR Shares under previously issued special warrants (the **Special Warrant Distribution**) and the initial public offering of a combination of flow-through units and non-flow-through units. UCR has applied to list the UCR Shares on the TSX Venture Exchange.
8. GLR owns 12,000,001 UCR Shares, representing approximately 66.20% of the outstanding UCR Shares after giving effect to the Special Warrant Distribution (assuming the completion of the Special Warrant Distribution). One UCR Share was issued to GLR for \$10.00 on October 25, 2004 in connection with the incorporation of UCR and 12,000,000 UCR Shares were issued to GLR on December 29, 2004 in consideration of the transfer by GLR of certain mining claims to UCR.
9. GLR intends to distribute to GLR Shareholders all of the UCR Shares it owns as a return of capital on a pro rata basis based on the number of Common Shares held by the GLR Shareholders. Notwithstanding that GLR is not in a position to distribute the UCR Shares by way of dividend given that it does not meet the tests set out under corporate law, GLR prefers to distribute the said shares as a return of capital due to the tax treatment of such a distribution.
10. GLR anticipates that the UCR Shares will be distributed to GLR Shareholders of record at the close of business on the 7th trading day after the day on which GLR Shareholders approve the Return of Capital Distribution and that such shares will be distributed to GLR Shareholders as soon as practicable after such record date.
11. The Return of Capital Distribution will be effected in compliance with the corporate laws of Canada. GLR will seek shareholder approval for the Return of Capital Distribution at a special meeting of GLR Shareholders which is expected to be held in August 2005 (the **August Meeting**).
12. GLR Shareholders will not be required to pay for UCR Shares received in the Return of Capital Distribution or to surrender or exchange Common Shares in order to receive UCR Shares or to take any other action in connection with such distribution.
13. As a consequence of the fact that GLR will own approximately 66.20% of the outstanding UCR Shares after giving effect to the Special Warrant Distribution, a Return of Capital Distribution

- constitutes: (a) a “primary distribution to the public” or a “distribution”, as the case may be, to which the Prospectus Requirement applies, absent statutory exemption or exemptive relief; and (b) a trade in securities to which the Registration Requirement applies, absent statutory exemption or exemptive relief.
14. Securities legislation in British Columbia, Alberta, Saskatchewan, Manitoba, Ontario, New Brunswick, Nova Scotia and Newfoundland and Labrador provides an exemption from the Prospectus Requirement and the Registration Requirement of such legislation for a trade by an issuer in a security of a reporting issuer held by the issuer that is distributed by it to its securities holders as a dividend *in specie* or a dividend in kind.
15. The Return of Capital Distribution is not a dividend *in specie* or a dividend in kind but is a return of capital.
16. If the Return of Capital Distribution was a dividend *in specie* or a dividend in kind, following the issuance of a (final) receipt there would be an exemption in British Columbia, Alberta and Ontario but not in the other provinces because UCR will not be a reporting issuer or equivalent in any other province or territory of Canada and has no intention of becoming a reporting issuer or equivalent in such jurisdictions.
17. Sufficient information concerning UCR will be available to GLR Shareholders as a result of the preliminary prospectus and the (final) prospectus of UCR being filed on SEDAR.
- d) The Return of Capital Distribution is completed on or before August 31, 2005;
- e) Other than in Québec, the first trade in UCR Shares acquired pursuant to this Decision shall be deemed a distribution under the Legislation unless the conditions in subsection 2.6(3) of Multilateral Instrument 45-102 *Resale of Securities* are satisfied; and
- f) In Québec, the alienation of UCR Shares acquired pursuant to this Decision shall be a distribution unless such alienation is made between the subscribers or among them and persons to whom they are related or:
- I. at the time of the alienation UCR is and has been a reporting issuer in Québec for the four months preceding the alienation;
- II. no extraordinary commission or consideration is paid to a person or company in respect to the alienation;
- III. no unusual effort is made to prepare the market or to create a demand for the UCR Shares; and
- IV. if the seller of the UCR Shares is an insider, the seller has no reasonable grounds to believe that the issuer is in default of any requirement of the Legislation of Québec.
- Notwithstanding the foregoing, the alienation of UCR Shares can occur without a prospectus or an exemption from the prospectus requirement outside of Québec on an exchange or an organized market providing that UCR is not a reporting issuer in Québec.

Decision

Each of the Decision Makers is satisfied that the test contained in the Legislation that provides the Decision Makers with the jurisdiction to make the decision has been met.

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

- a) UCR has obtained a final receipt for its prospectus and has become a reporting issuer in British Columbia, Alberta and Ontario;
- b) GLR Shareholders approve the Return of Capital Distribution at the August Meeting;
- c) GLR gives the GLR Shareholders who receive a UCR Share under the Return of Capital Distribution a contractual right of action for damages against GLR in the event of a material misrepresentation in the (final) prospectus of UCR;

“David L Knight”, FCA
Commissioner
Ontario Securities Commission

“Wendell S. Wigle”, Q.C.
Commissioner
Ontario Securities Commission

2.1.11 General Motors Acceptance Corporation Of Canada, Limited and General Motors Acceptance Corporation - MRRS Decision

Headnote

Mutual Reliance Review System for Exemptive Relief Applications – issuer’s medium term notes fully guaranteed by indirect parent company – issuer unable to rely upon exemption for credit support issuers contained in National Instrument 51-102 and Multilateral Instrument 52-109 because issuer prepares non-classified balance sheet, as permitted by Canadian GAAP – issuer exempt from continuous disclosure requirements and certification requirements, subject to conditions.

Ontario Rules

National Instrument 51-102 Continuous Disclosure Obligations, ss. 13.1 and 13.4.
Multilateral Instrument 52-109 Certification of Disclosure in Issuers’ Annual and Interim Filings, ss. 4.4, 4.5.

August 11, 2005

**IN THE MATTER OF
THE SECURITIES LEGISLATION
OF BRITISH COLUMBIA, ALBERTA, SASKATCHEWAN,
MANITOBA,
ONTARIO, QUEBEC, NEW BRUNSWICK, NOVA
SCOTIA, PRINCE EDWARD ISLAND,
NEWFOUNDLAND AND LABRADOR, YUKON,
NORTHWEST TERRITORIES AND NUNAVUT
(the Jurisdictions)**

AND

**IN THE MATTER OF
THE MUTUAL RELIANCE REVIEW SYSTEM
FOR EXEMPTIVE RELIEF APPLICATIONS**

AND

**IN THE MATTER OF
GENERAL MOTORS ACCEPTANCE CORPORATION
OF CANADA, LIMITED (the Issuer) AND
GENERAL MOTORS ACCEPTANCE
CORPORATION (GMAC) (collectively, the Filer)**

MRRS DECISION DOCUMENT

Background

The local securities regulatory authority or regulator (the Decision Maker) in each of the Jurisdictions has received an application from the Filer for decisions under the securities legislation of the Jurisdictions (the Legislation) that the Issuer:

- (a) except in the Northwest Territories, be exempted from the application of National Instrument 51-102 *Continuous Disclosure Obligations* (NI 51-102)

pursuant to section 13.1 of NI 51-102 (the CD Relief); and

- (b) except in British Columbia, be exempted from the application of Multilateral Instrument 52-109 *Certification of Disclosure in Issuers’ Annual and Interim Filings* (MI 52-109) pursuant to section 4.5 of MI 52-109 (the Certification Relief).

Under the Mutual Reliance Review System for Exemptive Relief Applications

- (a) the Ontario Securities Commission is the principal regulator for this application, and
- (b) this MRRS decision document evidences the decision of each Decision Maker.

Interpretation

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

Representations

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

1. GMAC is a wholly-owned subsidiary of General Motors Corporation (GM) and was incorporated in 1997 under the laws of the State of Delaware. On January 1, 1998, GMAC merged with its predecessor, which was originally incorporated in New York in 1919. GMAC is not a reporting issuer or the equivalent in any of the Jurisdictions.
2. GMAC or its predecessor has been a reporting company under the United States Securities Exchange Act of 1934, as amended (the 1934 Act), for more than six years with respect to its debt securities. GMAC or its predecessor has filed with the United States Securities and Exchange Commission (the SEC) all filings required to be made with the SEC under sections 13 and 15(d) of the 1934 Act since it first became a reporting company under the 1934 Act.
3. GMAC has, for a period of more than 12 months, filed its annual reports on Form 10-K, quarterly reports on Form 10-Q, and current reports on Form 8-K in Canada under the System for Electronic Document Analysis and Retrieval (SEDAR) established by National Instrument 13-101, under the SEDAR profile of the Issuer. GMAC is a “credit supporter” for the purposes of section 13.4 of NI 51-102.
4. The common stock in the capital of GMAC is indirectly owned by GM, a publicly traded Delaware corporation.

5. In conducting its primary line of business, namely financing, GMAC and its affiliated companies have a presence in 41 countries and offer a wide variety of automotive financial services to and through franchised GM dealers throughout the world. GMAC also offers financial services to other automobile dealerships and to the customers of those dealerships. Additionally, GMAC provides commercial financing for real estate, equipment and working capital to automobile dealerships, GM suppliers and customers of GM affiliates. GMAC also provides commercial financing and factoring services for companies in the apparel, textile, automotive supplier and numerous other industries. GMAC's other financial services include insurance and mortgage banking. For the year ended December 31, 2004, the net income of GMAC was approximately US\$2.9 billion.
6. As at December 31, 2004, GMAC had in excess of US\$212 billion in long-term debt outstanding. GMAC is one of the world's largest non-governmental, non-bank issuers of debt securities, measured by principal amount outstanding.
7. The Issuer was incorporated under the laws of Canada on October 15, 1953. On February 12, 1975, the Issuer's name was changed by adding a French version (General Motors Acceptance Corporation du Canada, Limitée). The Issuer was continued under the *Canada Business Corporations Act* by Articles of Continuance effective December 3, 1979. The Issuer is a wholly-owned subsidiary of GMAC.
8. The principal business carried on by the Issuer is to offer a wide variety of automotive financial services to over 780 franchised GM dealers in Canada, their affiliates and their customers. The Issuer also offers a range of other financial services. In particular, the Issuer provides wholesale financing and capital loans to authorized General Motors Corporation of Canada, Limited vehicle dealers and purchases retail installment sale contracts and retail leases from such dealers. The Issuer also makes loans to vehicle leasing companies, the majority of which are affiliated with such dealers. The Issuer employs over 570 people in Canada.
9. The Issuer is, and has been for more than 12 months, a reporting issuer or the equivalent thereof in all Jurisdictions and will continue to be a reporting issuer or the equivalent thereof in the Jurisdictions. The Issuer is not in default of any of its obligations under the Legislation. The Issuer is a "credit support issuer" for the purposes of section 13.4 of NI 51-102, and has been filing its continuous disclosure documents in accordance with the provisions of that section, as modified by the MRRS Decision Document *In the Matter of General Motors Acceptance Corporation and General Motors Acceptance Corporation of Canada, Limited* dated April 21, 2004, since April 2004.
10. The Issuer has established programs in Canada for the issuance of its unsecured debt securities (Notes), including by way of medium term notes, and its variable denomination adjustable rate demand notes (Demand Notes) from time to time. The Notes are fully and unconditionally guaranteed by GMAC as to payment of principal and interest when and as the same become due and payable, such that the holders thereof will be entitled to receive payment from GMAC upon the failure by the Issuer to make any such payment.
11. As of December 31, 2004, the Issuer had approximately Cdn.\$10.7 billion of Notes outstanding. As at April 29, 2005, there were 8,200 investors in Canada holding \$396 million principal amount of Demand Notes. The Issuer believes that, measured by principal amount outstanding, it is the largest non-government, non-bank issuer of debt securities in the Canadian capital markets.
12. The Notes and the Demand Notes currently have an approved rating (as defined in NI 51-102) and it is expected by the Issuer that its long-term debt will continue to receive an approved rating.
13. In accordance with accepted accounting practice in the finance industry, the Issuer prepares its balance sheet without segregating its assets and liabilities between the current and non-current portions (a Non-Classified Balance Sheet). As a result, it cannot provide the information otherwise required by subsection 13.4(2)(g) of NI 51-102 and must instead file complete financial statements with the Decision Makers in lieu of the selected financial information that is permitted to be filed by a credit support issuer.
14. To the extent the Issuer cannot rely upon the exemption in section 13.4 of NI 51-102, the Issuer cannot rely upon the exemption from MI 52-109 contained in section 4.4 of that instrument.

Decision

Each of the Decision Makers is satisfied that the test contained in the Legislation that provides the Decision Maker with the jurisdiction to make the Decision has been met.

The Decision of the Decision Makers (other than the Decision Maker in the Northwest Territories) under the Legislation is that the CD Relief is granted provided that:

- (a) the Issuer is in compliance with the requirements and conditions of section 13.4 of NI 51-102, other than the requirement in subsection 13.4(2)(g);

(b) the Issuer files, in electronic format, within 90 days of the Issuer's then most recently completed financial year either (i) audited consolidated financial statements, prepared in accordance with Canadian GAAP and accompanied by a report of the auditors to the Issuer thereon, or (ii) annual comparative financial information, derived from the Issuer's audited consolidated financial statements, prepared in accordance with Canadian GAAP and accompanied by a specified procedures report of the auditors to the Issuer and including the following line items for the most recently completed financial year and the financial year immediately preceding the most recently completed financial year:

- (i) total financing revenue;
- (ii) net income/loss and, if applicable, income/loss from continuing operations and income/loss from discontinued operations;
- (iii) finance receivables and loans, net;
- (iv) allowance for credit losses (included in (iii) above);
- (v) investment in operating leases, net;
- (vi) all other assets;
- (vii) total assets;
- (viii) short-term debt;
- (ix) long-term debt;
- (x) all other liabilities; and
- (xi) total shareholder's equity;

(c) the Issuer files, in electronic format, within 45 days of its then most recently completed interim period, either (i) interim comparative financial statements, prepared in accordance with Canadian GAAP, or (ii) interim comparative selected financial information prepared in accordance with Canadian GAAP and including the following line items for the most recently completed interim period (for financial years beginning on or after January 1, 2005) and for items (i) and (ii) below, the corresponding interim period in the previous financial year and for items (iii) through to and including (x)

below, as at the end of the previous financial year:

- (i) total financing revenue;
- (ii) net income/loss and, if applicable, income/loss from continuing operations and income/loss from discontinued operations;
- (iii) finance receivables and loans, net;
- (iv) allowance for credit losses (included in (iii) above);
- (v) investment in operating leases, net;
- (vi) all other assets;
- (vii) total assets;
- (viii) short-term debt;
- (ix) long-term debt;
- (x) all other liabilities; and
- (xi) total shareholder's equity; and

(d) the Issuer's presentation of a Non-Classified Balance Sheet remains permissible under Canadian GAAP.

The Further Decision of the Decision Makers (other than the Decision Maker in British Columbia) under the Legislation is that the Certification Relief is granted provided that the Issuer is in compliance with the conditions set out in paragraphs (a) through (d) of the Decision above.

"John Hughes"
 Manager, Corporate Finance

2.1.12 Sequoia Oil & Gas Trust - MRRS Decision

Headnote

Mutual Reliance Review System for Exemptive Relief Applications - Relief from the requirement to be registered to trade in a security and to file and obtain a receipt for a preliminary prospectus and a prospectus in connection with certain trades of trust units issued or delivered pursuant to a distribution reinvestment and optional trust unit purchase plan of a trust. Relief for first trades of trust units acquired under the plan, subject to conditions.

Applicable Ontario Statutory Provisions

Securities Act, R.S.O. 1990, c. S.5, as amended, ss. 25, 53, 74(1).

Ontario Rules

Multilateral Instrument 45-102 Resale of Securities, s. 2.6.

Citation: Sequoia Oil & Gas Trust, 2005 ABASC 625

July 27, 2005

**IN THE MATTER OF
THE SECURITIES LEGISLATION OF
ALBERTA, BRITISH COLUMBIA, SASKATCHEWAN,
MANITOBA, ONTARIO, QUÉBEC, NOVA SCOTIA, NEW BRUNSWICK,
NEWFOUNDLAND AND LABRADOR, PRINCE EDWARD ISLAND, YUKON,
NORTHWEST TERRITORIES AND NUNAVUT (the Jurisdictions)**

AND

**IN THE MATTER OF
THE MUTUAL RELIANCE REVIEW SYSTEM
FOR EXEMPTIVE RELIEF APPLICATIONS**

AND

**IN THE MATTER OF
SEQUOIA OIL & GAS TRUST (the Filer)**

MRRS DECISION DOCUMENT

Background

1. The local securities regulatory authority or regulator (the Decision Maker) in each of the Jurisdictions has received an application from the Filer for a decision under the securities legislation of the Jurisdictions (the Legislation) that the dealer registration requirement contained in the Legislation and the prospectus requirement contained in the Legislation (collectively, the Registration and Prospectus Requirements) shall not apply to the distribution of trust units of the Filer (Trust Units) to Participants (as defined below) under the Premium Distribution™, Distribution Reinvestment and Optional Trust Unit Purchase Plan (the DRIP) of the Filer (the Requested Relief).
2. Under the Mutual Reliance Review System for Exemptive Relief Applications (the "MRRS"):
 - 2.1 the Alberta Securities Commission is the principal regulator for this application, and
 - 2.2 this MRRS decision document evidences the decision of each Decision Maker.

Interpretation

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

Representations

4. This decision is based on the following facts represented by the Filer:
 - 4.1 The Filer is an open-ended, unincorporated investment trust settled under the laws of Alberta under a trust indenture dated March 6, 2005.
 - 4.2 The Filer's head office is located in Calgary, Alberta.
 - 4.3 The Filer became a reporting issuer in British Columbia, Alberta, Saskatchewan, Manitoba, Ontario, Québec and New Brunswick as a result of a plan of arrangement (the Arrangement) between Argo Energy Ltd. (Argo) and Lightning Energy Ltd. (Lightning) effective April 22, 2005 (Effective Date).
 - 4.4 Under the Arrangement the business of Argo and Lightning was reorganized as an income trust under the name Sequoia Oil & Gas Trust.
 - 4.5 The Filer, to the best of its knowledge, is not in default of any requirements of the Legislation.
 - 4.6 The Filer currently has in place a distribution reinvestment and optional cash payment plan (the Old DRIP) which enables eligible holders of Trust Units (Unitholders) who elect to participate in the Old DRIP to
 - 4.6.1 direct that cash distributions paid by the Filer be automatically applied to the purchase of Trust Units from treasury (the Distribution Reinvestment Option), and
 - 4.6.2 make, at their discretion, additional cash payments (Optional Cash Payments), subject to a maximum of \$50,000 per financial year of the Filer and a minimum of \$2,000 per remittance (the Cash Payment Option).
 - 4.7 Trust Units acquired through the Distribution Reinvestment Option or the Cash Payment Option are referred to as DRIP Units.
 - 4.8 The Old DRIP will be superseded by the DRIP and all Unitholders who are enrolled in the Old DRIP at the time that the DRIP becomes effective will be automatically enrolled in the Distribution Reinvestment Option of the DRIP.
 - 4.9 The DRIP will retain (with some modifications) the Distribution Reinvestment Option and Cash Payment Option but will also enable eligible Unitholders (Participants) who decide to reinvest Cash Distributions to authorize and direct the plan agent under the DRIP (the Plan Agent) to pre-sell through a designated broker (the Plan Broker), for their account, a number of Trust Units approximately equal to the number of DRIP Units issuable on such reinvestment, and to settle such pre-sales with the DRIP Units issued on the applicable distribution payment date in exchange for a cash payment equal to 02% of the reinvested Cash Distributions (the Premium Distribution™ Option).
 - 4.10 The Plan Broker will be entitled to retain for its own account the difference between the proceeds realized in connection with the pre-sales of Trust Units and the cash payment to the Plan Agent in an amount equal to 02% of the reinvested Cash Distributions.
 - 4.11 All DRIP Units purchased under the DRIP will be purchased by the Plan Agent directly from the Filer on the relevant distribution payment date at a price determined by reference to the Average Market Price (as defined in the DRIP).
 - 4.12 Participants who choose to participate in the DRIP may elect either the Distribution Reinvestment Option or the Premium Distribution™ Option in respect of their Cash Distributions and may change their election as between the Distribution Reinvestment Option and the Premium Distribution™ Option, by providing written notice to the Plan Agent, in accordance with the terms of the DRIP.
 - 4.13 DRIP Units purchased by the Plan Agent for the account of Participants under the Distribution Reinvestment Option will be held under the DRIP for the account of those Participants.
 - 4.14 DRIP Units purchased by the Plan Agent for the account of Participants under the Premium Distribution™ Option will be transferred to the Plan Broker to settle pre-sales of Trust Units made by the Plan Broker on behalf of the Plan Agent for the account of such Participants in exchange for a cash payment equal to 02% of the reinvested Cash Distributions.

- 4.15 Under the Cash Payment Option, a Participant may, through the Plan Agent, purchase DRIP Units subject to any minimum or maximum thresholds specified in the DRIP:
- 4.15.1 for every financial year of the Filer after the year ending December 3, 2005 (the 2005 Financial Year), the aggregate number of DRIP Units that may be purchased under the Cash Payment Option by all Participants in any financial year of the Filer will be limited to a maximum of 2% of the aggregate number of Trust Units issued and outstanding at the start of the financial year; and
 - 4.15.2 for the 2005 Financial Year, the aggregate number of DRIP Units that may be purchased under the Cash Payment Option by all Participants will be limited to a maximum of 2% of the aggregate number of Trust Units outstanding immediately after the Effective Date.
- 4.16 The DRIP Agent's charges for administering the DRIP and all commissions, services charges, or brokerage fees in connection with the purchases in the market pursuant to the DRIP will be payable by the Filer.
- 4.17 No commissions, brokerage fees or service charges will be payable by Participants in connection with the purchase of DRIP Units under the DRIP.
- 4.18 The Filer reserves the right to determine, for any distribution payment date, the number of DRIP Units that will be available for purchase under the DRIP. If the Filer determines that no DRIP Units will be available for purchase under the DRIP for a particular distribution payment date, or to the extent that the availability of DRIP Units is prorated in accordance with the terms of the DRIP, then Participants will receive the usual Cash Distribution for that distribution payment date.
- 4.19 A Participant may terminate its participation in the DRIP at any time by submitting a termination form to the Plan Agent, provided that a termination form received between a distribution record date and a distribution payment date will not become effective until after that distribution payment date.
- 4.20 Except in Alberta, Saskatchewan and New Brunswick, the distribution of DRIP Units under the DRIP cannot be made in reliance on exemptions from the Registration and Prospectus Requirements because the DRIP involves the reinvestment of distributable income and not the reinvestment of dividends, interest, earnings or surplus of the Filer.
- 4.21 The distribution of DRIP Units under the DRIP, other than the distribution of DRIP Units made pursuant to Optional Cash Payments during the 2005 Financial Year, can be made in reliance on exemptions from the Registration and Prospectus Requirements contained in the Legislation of Alberta, Saskatchewan and New Brunswick.
- 4.22 The distribution of the DRIP Units pursuant to Optional Cash Payments made during the 2005 Financial Year cannot be made in reliance on exemptions from the Registration and Prospectus Requirements contained in the Legislation of Alberta, Saskatchewan and New Brunswick because those exemptions restrict the aggregate number of securities issued pursuant to optional cash payments to not more than 2% of the issued and outstanding securities as at the commencement of each financial year. As the Filer only had one Trust Unit issued and outstanding at the commencement of the 2005 Financial Year, the Filer would only be able to issue 2% of one DRIP Unit pursuant to Optional Cash Payments made during the 2005 Financial Year in reliance on those exemptions.
- 4.23 Legislation in some of the Jurisdictions provides exemptions from the Registration and Prospectus Requirements for distributions made pursuant to reinvestment plans of mutual funds. Those exemptions are unavailable to the Filer since it does not fall within the definition of "mutual fund" contained in the Legislation of the relevant Jurisdictions.
- 4.24 Participants in the DRIP must be existing Unitholders of the Trust and as such have either received their Trust Units pursuant to the Arrangement or purchased the Trust Units through an exchange recognized by the securities regulatory authorities. Unitholders who received their Trust Units pursuant to the Arrangement received a copy of the information circular regarding the Arrangement, which provided prospectus level disclosure with respect to the Trust and the Trust Units. In addition, as the Trust is a reporting issuer and is subject to continuous disclosure requirements in certain of the Jurisdictions, disclosure with respect to the Trust is publicly available on SEDAR at www.sedar.com. As a result, all Unitholders have access to the information required to be filed pursuant to the Legislation for a reporting issuer.

Decision

5. Each of the Decision Makers is satisfied that the test contained in the Legislation that provides the Decision Maker with the jurisdiction to make the decision has been met.
6. The decision of the Decision Makers under the Legislation is that:
 - 6.1 in British Columbia, Manitoba, Ontario, Québec, Nova Scotia, Newfoundland and Labrador, Prince Edward Island, Yukon, Northwest Territories and Nunavut, the Requested Relief is granted provided that:
 - 6.1.1 at the time of the trade or distribution, the Filer is a reporting issuer (or the equivalent, where applicable) in Québec and in at least one of the other Jurisdictions and is not in default of any requirements of the Legislation,
 - 6.1.2 no sales charge is payable by Participants in connection with the purchase of DRIP Units under the DRIP,
 - 6.1.3 the Filer has caused to be sent to the Participant to whom the DRIP Units are traded, not more than 2 months before the trade, a copy of the DRIP which contains a statement describing:
 - 6.1.3.1 their right to withdraw from the DRIP and to make an election to receive cash instead of DRIP Units on the making of a distribution by the Filer (the Withdrawal Right), and
 - 6.1.3.2 instructions on how to exercise the Withdrawal Right,
 - 6.1.4 in every financial year of the Filer, except for the 2005 Financial Year, the aggregate number of DRIP Units issued pursuant to the Cash Payment Option shall not exceed 2% of the aggregate number of Trust Units outstanding at the start of that financial year, and
 - 6.1.5 the aggregate number of DRIP Units issued pursuant to the Cash Payment Option in the 2005 Financial Year shall not exceed 2% of the aggregate number of Trust Units issued and outstanding immediately after the Effective Date,
 - 6.2 in Alberta, Saskatchewan and New Brunswick, the Requested Relief is granted for DRIP Units issued pursuant to Optional Cash Payments in the 2005 Financial Year (the 2005 Optional DRIP Units) provided that the condition in section 6.1.5 of this decision is satisfied,
 - 6.3 the first trade or alienation of DRIP Units shall be deemed a distribution or primary distribution to the public in the Jurisdictions unless:
 - 6.3.1 except in Québec, the conditions set out in paragraphs 1 through 5 of subsection 2.6(3) of Multilateral Instrument 45-102 *Resale of Securities* (the MI 45-102 Conditions) are satisfied, and
 - 6.3.2 in Québec:
 - 6.3.2.1 at the time of the alienation, the Filer is and has been a reporting issuer in Québec for the four months immediately preceding the alienation and is not in default of any of the requirements of securities legislation in Québec, and, for the purpose of determining the period of time that the Filer has been a reporting issuer in Québec, the period of time that Argo or Lightning was a reporting issuer in Québec immediately before the Arrangement will be included,
 - 6.3.2.2 no unusual effort is made to prepare the market or to create a demand for the DRIP Units that are the subject of the alienation,
 - 6.3.2.3 no extraordinary commission or other consideration is paid to a person or company other than the vendor of the DRIP Units in respect of the alienation, and
 - 6.3.2.4 the vendor of the DRIP Units, if in a special relationship with the Filer, has no reasonable grounds to believe that the Filer is in default of any requirement of the securities legislation in Québec.

Decisions, Orders and Rulings

“Glenda A. Campbell”, Q.C.
Vice-Chair
Alberta Securities Commission

“Stephen R. Murison”\nVice-Chair
Alberta Securities Commission

2.1.13 Emerson Exploration Inc. and Terra Gold Mining Limited - MRRS Decision

Headnote

Mutual Reliance Review System for Exemptive Relief Applications – Take-over bid by Australian corporation that is not a reporting issuer in any jurisdiction of Canada – meets de minimis exemption from the takeover bid requirements but Australia is not recognized by the Commission for the purposes of this exemption – bid made in compliance with applicable Australian laws – All shareholders treated identically – corporation exempted from the take-over bid requirements, subject to conditions.

Applicable Ontario Provisions

Securities Act, R.S.O. 1990, c. S.5, as am., ss. 93(1)(e), 95-100, 104(2)(c).

August 8, 2005

**IN THE MATTER OF
THE SECURITIES LEGISLATION OF
BRITISH COLUMBIA AND ONTARIO (the Jurisdictions)**

AND

**IN THE MATTER OF
THE MUTUAL RELIANCE REVIEW SYSTEM
FOR EXEMPTIVE RELIEF APPLICATIONS**

AND

**IN THE MATTER OF
EMERSON EXPLORATION INC. (the Filer)
AND TERRA GOLD MINING LIMITED (Terra)**

MRRS DECISION DOCUMENT

Background

1. The local securities regulatory authority or regulator (the Decision Maker) in each of the Jurisdictions has received an application from the Filer for a decision under the securities legislation of the Jurisdictions (the Legislation) for an exemption from the requirements in the Legislation relating to take-over bids (the Take-over Bid Requirements) in respect of an offer (the Offer) to be made by the Filer to acquire all of the outstanding shares (the Terra Shares) and options to subscribe for shares (the Terra Options) of Terra (the Requested Relief).

Under the Mutual Reliance Review System for Exemptive Relief Applications:

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

- (b) this MRRS decision document evidences the decision of each Decision Maker.

Interpretation

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

Representations

3. This decision is based on the following facts represented by the Filer and Terra:
 1. the Filer is a corporation incorporated under the laws of the Province of British Columbia;
 2. the Filer is a reporting issuer in British Columbia and Alberta and is not on the list of defaulting reporting issuers maintained in these jurisdictions;
 3. the Filer's registered office and corporate head office are in Vancouver, British Columbia and its authorized capital consists of an unlimited number of common shares without par value;
 4. the Filer's common shares are listed for trading on the TSX Venture Exchange;
 5. Terra is a corporation formed under the laws of Western Australia whose shares are listed on the Australian Stock Exchange and whose head office is in West Perth, Western Australia;
 6. Terra is not a reporting issuer in any province or territory of Canada and its securities are not listed for trading on any Canadian stock exchange;
 7. the Filer intends to make an offer (the Offer) through its wholly-owned Australian subsidiary, Emerson Exploration Australia Pty Ltd (Emerson Australia), to acquire all of the outstanding Terra Shares and Terra Options (collectively, the Terra Securities) in exchange for shares (the Emerson Shares) and warrants (the Emerson Warrants) of the Filer;
 8. as at July 4, 2005, there were issued and outstanding
 - (a) 421,230,884 Terra Shares,
 - (b) an aggregate of 39,035,552 Terra Options broken down as follows:

- (i) 30,035,552 options, each option entitling the holder thereof to purchase one additional Terra Share at an exercise price of AU\$0.10 until February 18, 2009 (the February 18, 2009 Terra Options),
- (ii) 6,000,000 options, each option entitling the holder thereof to purchase one additional Terra Share at an exercise price of AU\$0.10 until either February 27, 2009 or August 27, 2009 (the February 27, 2009 Terra Options and August 27, 2009 Terra Options), and
- (iii) 3,000,000 options, each option entitling the holder thereof to purchase one additional Terra Share at an exercise price of AU\$0.039 until December 20, 2007 (the December 20, 2007 Terra Options);
9. under the Offer, each tendering securityholder of Terra will receive
- (a) one Emerson Share for every 12 Terra Shares,
- (b) one Emerson Warrant (the \$1.00 Emerson Warrants) entitling the holder to purchase one Emerson Share at CDN\$1.00 for a period of two years for every 12 February 18, 2009 Terra Options,
- (c) one Emerson Warrant (the \$0.92 Emerson Warrants) entitling the holder to purchase one Emerson Share at CDN\$0.92 for a period of two years for every 12 February 27, 2009 Terra Options or every 12 August 27, 2009 Terra Options, and
- (d) one Emerson Warrant (the \$0.39 Emerson Warrants) entitling the holder to purchase
- one Emerson Share at CDN\$0.39 for a period of one year for every 12 December 20, 2007 Terra Options;
10. the Offer is being made, and the Filer and Emerson Australia will prepare an offer document reflecting the terms of the Offer (the Offer Materials), in accordance with the corporate and securities laws of Australia;
11. the Offer will be made to Canadian holders of Terra Securities on the same basis, including extending to such Canadian holders identical rights and identical consideration, as to the holders of Terra Securities resident in Australia;
12. it is a condition of the Offer that a minimum of 50.1% of the Terra Shares, together with the Terra Options, be tendered pursuant to the Offer;
13. if the minimum number of Terra Shares is tendered, the Filer would issue approximately 17,526,000 Emerson Shares;
14. if 100% of the Terra Shares are tendered, the Filer would issue approximately 35,103,000 Emerson Shares;
15. if 100% of the Terra Options are tendered, the Filer would be required to issue the following:
- (a) 2,502,963 \$1.00 Emerson Warrants,
- (b) 500,000 \$0.92 Emerson Warrants, and
- (c) 250,000 \$0.39 Emerson Warrants;
16. if completed, the offer would constitute a "Reverse Take-Over" as defined in Policy 5.2 of the TSX Venture Exchange Policies;
17. based on the list of registered shareholders of Terra, as at July 1, 2005, Terra had 8 shareholders resident in Canada holding an aggregate of 0.77% of the outstanding Terra shares, of which, one is resident in British Columbia and seven are resident in Ontario; and
18. the Filer cannot rely on the *de minimis* exemption from the Take-over Bid Requirements because Australia is not a

recognized jurisdiction for the purpose of this exemption.

Decision

4. Each of the Decision Makers is satisfied that the test contained in the Legislation that provides the Decision Maker with the jurisdiction to make the decision has been met.

The decision of the Decision Makers under the Legislation is that the Requested Relief is granted, provided that

- (a) the Offer, and any amendments to the Offer, is made in compliance with the laws of Australia; and
- (b) the Offer Materials, and any amendments to the Offer Materials, which are sent by or on behalf of the Filer to the holders of Terra Shares resident in Australia are concurrently sent to Canadian holders of Terra Shares whose addresses are known to the Filer and copies of those materials are filed concurrently with the Decision Maker in each Jurisdiction.

Martin Eady, CA
Director, Corporate Finance
British Columbia Securities Commission

2.1.14 Serica Energy Corporation - s. 83

Headnote

Mutual Reliance Review System for Exemptive Relief Applications – The Filer, a British Virgin Islands corporation, is a reporting issuer in British Columbia, Alberta, Ontario and New Brunswick and has its shares listed on the TSX Venture Exchange – As required by a TSX Venture Exchange listing condition, the Filer to continue its corporate existence in a jurisdiction acceptable to the TSX Venture Exchange, the United Kingdom – Section 83.1(1) – Deeming order required because the Filer cannot rely on paragraph (e) of the definition of “reporting issuer” under the *Securities Act* (Ontario) – Contemplated reorganization to effect corporate continuance as United Kingdom corporation is not a statutory arrangement or statutory procedure for the Filer – Section 83 – Filer deemed to have ceased to be a reporting issuer – Filer to become a wholly-owned subsidiary of United Kingdom corporation – United Kingdom corporation is the proper entity to be reporting issuer.

Applicable Ontario Provisions

Securities Act, R.S.O. 1990, c. S.5, as am., ss. 83, 83.1(1).

July 27, 2005

**IN THE MATTER OF
THE SECURITIES LEGISLATION
OF ALBERTA, NEW BRUNSWICK AND ONTARIO (the
“Jurisdictions”)**

AND

**IN THE MATTER OF
THE MUTUAL RELIANCE REVIEW SYSTEM
FOR EXEMPTIVE RELIEF APPLICATIONS**

AND

**IN THE MATTER OF
SERICA ENERGY CORPORATION (the “Filer”)**

Background

The local securities regulatory authority or regulator (the “Decision Maker”) in each of the Jurisdictions has received an application from the Filer for a decision under the securities legislation of the Jurisdictions (the “Legislation”) that

- (i) the Filer be deemed to have ceased to be a reporting issuer (the “Cease Reporting Issuer Relief”) in the Jurisdictions, and
- (ii) that Serica-UK be deemed to be a reporting issuer (the “Deemed Reporting Issuer Relief”) in Alberta and Ontario

in each case as of the date that Serica-UK and the Filer complete the Share Exchange (as defined below).

Under the Mutual Reliance Review System for Exemptive Relief Applications ("MRRS"):

- (a) the Ontario Securities Commission (the "OSC") is the principal regulator for this application, and
- (b) this MRRS decision document evidences the decision of each Decision Maker.

Interpretation

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

Representations

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

- 1. The Filer was formed by a consolidation of two British Virgin Islands ("BVI") companies, Kyrgoil Holding Corporation ("Kyrgoil") and Petroleum Development Associates (Oil & Gas) Limited on January 29, 2004 (the "Amalgamation"). At the time of the Amalgamation, Kyrgoil was a reporting issuer in the provinces of British Columbia, Alberta and Ontario and its shares were listed on the Toronto Stock Exchange.
- 2. Upon the Amalgamation, the Filer became a reporting issuer in the provinces of British Columbia, Alberta and Ontario.
- 3. The authorized capital of the Filer consists of 500,000,000 common shares of one series of no par value ("Common Shares") and 600,000,000 Class A Preferred Shares of no par value made up of three series each ("Preferred Shares"), of which 73,806,409 Common Shares, 3,087,500 options to subscribe for Common Shares and no Preferred Shares are currently issued and outstanding. Shortly after the Amalgamation, the Filer's Common Shares were listed on the TSX Venture Exchange (the "TSXV").
- 4. Upon its Common Shares being listed on the TSXV, the Filer became a reporting issuer in the province of New Brunswick.
- 5. As a condition to the listing of its Common Shares on the TSXV, the Filer undertook to the TSXV to continue, by June 30, 2005, its corporate existence out of the BVI to a jurisdiction acceptable to the TSXV. The TSXV has granted an extension to complete such continuance by July 31, 2005.
- 6. Although a continuance under the *Canada Business Corporations Act* or a similar provincial corporate statute would comply with the Filer's undertaking to the TSXV, such a continuance would not be desirable in these circumstances

because it would have adverse tax consequences to the Filer and holders of its Common Shares (the "Shareholders").

- 7. The Filer is proposing to continue its corporate existence into the United Kingdom (the "UK"), a jurisdiction which the TSXV has confirmed is acceptable. However, the Filer has been advised that the corporate laws of the UK do not permit a non-UK company to continue as, or to amalgamate with, a UK company.
- 8. In order to comply with the requirements of UK corporate law and having regard to tax implications for the Filer and the Shareholders, the Filer is proposing the following transactions (collectively, the "Migration") that, in effect, constitute a continuance of its corporate existence to the UK:
 - (a) the Filer caused the incorporation of Serica-UK as Serica Energy PLC, a public limited company under the laws of the UK, on May 12, 2005. The directors and officers of Serica-UK are, or will be, the same as the directors and officers of the Filer;
 - (b) the authorized capital of Serica-UK consists of US\$20,000,000 and £50,000, divided into 200,000,000 ordinary shares of US\$0.10 each (the "Ordinary Shares") and one "A" share of £50,000 (the "A Share"), respectively. The two classes of shares of Serica-UK are necessitated under UK corporate legislation which requires a public limited company incorporated thereunder to have an issued share capital of at least £50,000 denominated in pounds sterling;
 - (c) two Ordinary Shares of Serica-UK have been issued to Breams Registrars and Nominees Limited and Breams Corporate Services Limited (collectively, "Breams") as corporate nominee shareholders. These two Ordinary Shares will be exchanged for Common Shares of the Filer pursuant to the share exchange transaction described below (the "Share Exchange"). Breams are owned by the partners of the Filer's legal counsel in the UK;
 - (d) subject to the receipt of approval from the Shareholders, the Filer will amend its constating documents to provide for the Share Exchange and, in particular, that upon receipt of all requisite regulatory approvals, the existing rights of the Common Shares of the Filer will be exchanged on a one-for-one basis for Ordinary Shares of Serica-UK. The two

Ordinary Shares held by Breams will be included in the shares delivered by Serica-UK in the Share Exchange. In particular, it is proposed that Serica-UK use the two Ordinary Shares held by Breams to acquire two Common Shares held by a non-Canadian director of the Filer (for clarity, the two Common Shares from such director will be delivered and registered to Serica-UK). The director to whom the two Ordinary Shares will be exchanged has not yet been determined. Holders of outstanding warrants and options of the Filer will also receive Ordinary Shares of Serica-UK upon the due and timely exercise of such warrants or options in accordance with the terms of such warrants and options;

- (e) Serica-UK and the Shareholders will complete the Share Exchange; and
 - (f) after completion of the Share Exchange, the Filer will subscribe for the A Share for £50,000 as trustee for and on behalf of all of the shareholders of Serica-UK from time to time. The A Share is entitled to one vote at any meeting of shareholders of Serica-UK and is not entitled to receive any dividends, but is entitled to receive a return of capital of £50,000, which will be distributed pro rata to the then shareholders of Serica-UK upon dissolution or winding up of Serica-UK.
9. Serica-UK was incorporated for the purposes of effecting the Migration and, other than the capital described in paragraph 8 above, does not hold any assets or carry on any business.
10. After completion of the Migration, (i) Serica-UK will be the sole shareholder of the Filer and (ii) the nature and extent of the voting and financial participating interests of the Shareholders in Serica-UK will be the same as, and the value of their financial participating interest will not be less than, that of their interest in the Filer before the Migration.
11. The Filer held an annual and special meeting of the Shareholders on June 15, 2005 to consider and vote on a resolution to amend the constating documents of the Filer and effect the Share Exchange as contemplated under the Migration. At this meeting, the resolution to effect the Share Exchange was approved by the requisite majority of votes cast by the Shareholders.
12. The Filer has received conditional approval from the TSXV for the Migration, including the substitutional listing of the Ordinary Shares of Serica-UK in place of the Common Shares of the Filer on the TSXV.

Decision

Each of the Decision Makers is satisfied that the test contained in the Legislation that provides the Decision Maker with the jurisdiction to make the decision has been met.

The decision of the Decision Makers

- (i) is that the Cease Reporting Issuer Relief is granted in the Jurisdictions; and
- (ii) the Deemed Reporting Issuer Relief is granted in Alberta and Ontario.

“Paul M. Moore”

“Harold P. Hands”

2.1.15 Unicredito Italiano S.P.A. - MRRS Decision

Headnote

Mutual Reliance Review System for Exemptive Relief Applications – Parallel takeover bids in Ontario by Italian corporation that is not a reporting issuer in any Canadian jurisdiction – Filer acquiring three related target corporations incorporated under the laws of Germany, Austria and Poland, respectively – *de minimis* exemption not available – Filer cannot conclusively determine how many Canadian shareholders there are because targets each issued bearer securities and none of the targets maintains a share register – Evidence suggests the number of Canadian shareholders within the *de minimis* threshold – Germany, Austria and Poland are not recognized by the Commission for the purposes of *de minimis* exemption – Commission granted relief as takeover bids conducted in accordance with the laws of Germany, Austria and Poland, respectively – Laws provide protections to target shareholders – All material provided to foreign shareholders to be provided to Ontario shareholders – All shareholders treated identically – Filer also requesting prospectus and registration relief in a number of jurisdictions – Relief not required in Ontario due to availability of statutory exemptions – due to extreme urgency, prospectus and registration relief granted in Ontario to facilitate use of MRRS for Applications – Staff of the view that relief was unnecessary and that the granting of such relief should not be treated as a precedent for future applications for relief – Relief granted from the take-over bid requirements, subject to conditions.

Applicable Ontario Provisions

Securities Act, R.S.O. 1990, c. S.5, as am., ss. 25, 53, 74, 93(1)(e), 95-100, 104(2)(c).

August 5, 2005

**IN THE MATTER OF
THE SECURITIES LEGISLATION OF
ONTARIO, BRITISH COLUMBIA, ALBERTA,
SASKATCHEWAN, MANITOBA,
QUÉBEC, NOVA SCOTIA, NEW BRUNSWICK, PRINCE
EDWARD ISLAND
AND NEWFOUNDLAND AND LABRADOR**

AND

**IN THE MATTER OF
THE MUTUAL RELIANCE REVIEW SYSTEM
FOR EXEMPTIVE RELIEF APPLICATIONS**

AND

**IN THE MATTER OF
UNICREDITO ITALIANO S.p.A.
(the “Filer”)**

MRRS DECISION DOCUMENT

Background

The local securities regulatory authority or regulator (the “Decision Maker”) in each of the Jurisdictions has received an application from the Filer for a decision under the securities legislation of the Jurisdictions (the “Legislation”) that the following requirements do not apply to trades made in connection with the proposed offers (the “Offers”) by the Applicant for the outstanding shares (“HVB Shares”) of Bayerische Hypo-und Vereinsbank AG (“HVB”), the outstanding shares (“Bank Austria Shares”) of Bank Austria Creditanstalt AG (“Bank Austria”), and the outstanding shares (“BPH Shares”) of Bank BPH Spółka Akcyjna (“BPH”): (i) the formal take-over bid requirements in the Legislation, including the provisions relating to delivery of an offer and take-over bid circular and any notices of change or variation thereto, delivery of a directors’ circular and any notices of change or variation thereto, minimum deposit periods and withdrawal rights, take-up of and payment for securities tendered to a take-over bid, disclosure, financing, restrictions upon purchases of securities, identical consideration and collateral benefits (collectively, the “Take-over Bid Requirements”), (ii) the dealer registration requirements in the Legislation of Ontario, Québec and Prince Edward Island (the “Registration Requirements”), and (iii) the prospectus requirements in the Legislation of British Columbia, Ontario, Québec and Prince Edward Island (the “Prospectus Requirements”) (the “Requested Relief”);

Under the Mutual Reliance Review System for Exemptive Relief Applications

- (i) the Ontario Securities Commission (the “Commission”) is the principal regulator for this application;
- (ii) this MRRS decision document evidences that decision of each Decision Maker.

Interpretation

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

Representations

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

1. The Applicant is a corporation incorporated under the laws of Italy. Shares of the Applicant are listed for trading on the Italian Stock Exchange, organized and operated by Borsa Italiana S.p.A.. The Applicant is the parent company of the UniCredit Group, which was the largest banking group in Italy in terms of market capitalization as of March 31, 2005.
2. The Applicant’s registered office is located at Via Dante 1, 16121 Genoa, Italy.

3. The Applicant is not a reporting issuer or the equivalent in any of the Jurisdictions. The Applicant's securities are not listed or quoted for trading on any Canadian stock exchange or market.

The HVB Offer

4. HVB is a corporation incorporated under the laws of the Federal Republic of Germany, with its common bearer shares ("HVB Common Shares") admitted for trading at the Official Market (*Amtlicher Markt*) of the Stock Exchanges of Berlin-Bremen, Düsseldorf, Frankfurt, Hamburg, Hannover, Munich and Stuttgart and listed for trading on XETRA, SWX Swiss Exchange, Vienna Stock Exchange and Euronext Paris, while all of its non-voting preferred registered shares ("HVB Preferred Shares") have not been listed and are held by a foundation of the State of Bavaria. HVB also has a Sponsored-Level-1 OTC ADR Program available in the United States through Morgan Guarantee Trust Company of New York.¹ HVB is a leading German bank.
5. HVB's registered office is located in Munich, Germany.
6. HVB's issued and outstanding share capital consists of 736,145,540 HVB Common Shares and 14,553,600 HVB Preferred Shares. None of the HVB Preferred Shares are held by persons resident in Canada.
7. HVB is not a reporting issuer or equivalent in any of the Jurisdictions. HVB's securities are not listed or quoted for trading on any Canadian stock exchange or market.
8. On June 12, 2005, the Applicant announced its decision to make a securities exchange tender offer whereby holders of HVB Shares of HVB would be invited to tender their HVB Shares in exchange for ordinary shares ("UniCredit Shares") of the Applicant at a ratio of five newly issued UniCredit Shares of the Applicant for every HVB Share tendered.
9. The HVB Offer is being made, and the offer document reflecting the terms of the HVB Offer (the "HVB Offer Document") is being prepared, in accordance with the laws of the Federal Republic of Germany and, in particular, in compliance with the German Securities Acquisition and Takeover Act.
10. The HVB Offer Document, which, in accordance with German law, includes as an annex a

¹ In addition to this unrestricted ADR program, HVB also has a restricted ADR program that has been inactive for some time and that does not currently hold, nor has it recently held, any underlying HVB Shares.

prospectus regarding the UniCredit Shares of the Applicant, is expected to be submitted to the applicable securities regulatory authority in Germany by August 8, 2005 for review. The HVB Offer Document, including the prospectus, is expected to be made available to the holders of HVB's Shares after approval by the German regulator, on or about August 26, 2005. In accordance with German law, the HVB Offer Document, including the prospectus, will be available on the internet under <http://www.unicredit.it> and a public announcement in a national German newspaper will specify where and how the shareholders may obtain a copy of the HVB Offer Document free of charge.

11. As permitted by German law, HVB has issued bearer securities and, except in respect of HVB Preferred Shares, does not maintain a share register. Accordingly, any information about shareholdings of HVB Common Shares in Canada can only be determined on a limited enquiry basis by HVB. Based on a recent shareholder survey of institutional investors (which enquiry accounted for 68.5% of the issued and outstanding shares of HVB) and a review of deposits maintained by HVB, the Applicant believes that there are 54 holders of HVB Common Shares resident in Canada, holding an aggregate of 1,232,132 HVB Common Shares representing approximately 0.17% of the HVB Common Shares outstanding. Of the total, the Applicant believes that four shareholders reside in Ontario holding an aggregate of 644,295 HVB Common Shares (representing less than 0.1% of the total issued and outstanding), two shareholders reside in British Columbia holding an aggregate of 189,445 HVB Common Shares (representing less than 0.1% of the total issued and outstanding) and three shareholders reside in Québec holding an aggregate of 373,258 HVB Common Shares (representing less than 0.1% of the total issued and outstanding). The Applicant has been unable to definitively confirm the accuracy of the shareholder survey or to determine the province in which the remaining 45 shareholders (holding 25,134 shares) reside.

The Bank Austria Offer

12. Bank Austria is a stock corporation incorporated under the laws of the Austria, with its shares admitted for trading on the over the counter market (*Freiverkehr*) of the Stock Exchanges of Berlin-Bremen, Frankfurt, Munich and Stuttgart and listed for trading on the Vienna Stock Exchange and the Warsaw Stock Exchange. Bank Austria is the biggest bank in the Austrian banking sector and operates one of the leading international banking networks in the growth region of Central and Eastern Europe.

13. Bank Austria's registered office is located in Vienna, Austria. Applicant as well as from an Austrian bank who will act as paying agent.
14. Bank Austria's issued and outstanding share capital consists of a total of 147,031,740 Bank Austria Shares, consisting of 147,021,640 no par value bearer shares and 10,100 registered no par value voting shares. 22. As permitted by Austrian law, Bank Austria has issued bearer securities and does not maintain a share register for such securities. Accordingly, any information about Bank Austria shareholdings in Canada can only be determined on a limited enquiry basis by Bank Austria. Based on a recent shareholder survey of institutional investors by Bank Austria (which enquiry accounted for 89.76% of the issued and outstanding shares of Bank Austria), the Applicant believes that there are five holders of Bank Austria Shares resident in Canada, holding an aggregate of 48,406 Bank Austria Shares representing approximately 0.03% of the Bank Austria Shares outstanding. Of the total, the Applicant believes that two shareholders reside in Ontario holding an aggregate of 23,571 Bank Austria Shares, one shareholder resides in British Columbia holding an aggregate of 12,600 Bank Austria Shares and two shareholders reside in Québec holding an aggregate of 12,235 Bank Austria Shares. The Applicant is unable to definitively confirm the accuracy of the shareholder survey.
15. Bank Austria is not a reporting issuer or equivalent in any of the Jurisdictions. Bank Austria's securities are not listed or quoted for trading on any Canadian stock exchange or market.
16. HVB is the majority shareholder of Bank Austria, holding approximately 77.5% of the Bank Austria Shares.
17. On June 12, 2005, the Applicant announced, in connection with its offer for all of the shares of Bank Austria's parent, HVB, its intention to make a securities exchange tender offer whereby holders of Bank Austria Shares would be invited to tender their Bank Austria Shares in exchange for UniCredit Shares at a ratio of 19.92 newly issued UniCredit Shares for every Bank Austria Share tendered. Shareholders of Bank Austria will also be offered a cash alternative in compliance with local regulations.
18. HVB has agreed not to tender its 77.5% interest in Bank Austria to the Bank Austria Offer.
19. The Bank Austria Offer is being made, and the offer document reflecting the terms of the Bank Austria Offer (the "Bank Austria Offer Document") is being prepared, in accordance with the laws of Austria.
20. Freshfields Bruckhaus Deringer, Austrian counsel to the Applicant, has advised the Applicant that Austrian law contains provisions according to which all holders of target securities must have sufficient time and information to enable them to reach a properly informed decision on the bid and must be treated equally.
21. The Bank Austria Offer Document, which will annex or refer to a prospectus regarding the UniCredit Shares, is expected to be submitted to the applicable securities regulatory authority in Austria by August 5, 2005 for review. It is expected that the Bank Austria Offer Document, including the prospectus, will be made available to the holders of Bank Austria Shares after approval by the Austrian regulator, on or about August 24, 2005. In accordance with Austrian law, a public announcement in a national Austrian newspaper will specify where and how the shareholders may obtain a copy of the Bank Austria Offer Document free of charge. The Bank Austria Offer Document, including the prospectus, will be available from the
- The BPH Offer*
23. BPH is a bank incorporated under the laws of the Republic of Poland, with its shares listed for trading on the Warsaw Stock Exchange and global depository receipts listed for trading on the London Stock Exchange. BPH is one of the major Polish banks.
24. BPH's registered office is located in Kraków, Poland.
25. BPH's issued and outstanding share capital consists of a total of 28,716,230 BPH Shares.
26. BPH is not a reporting issuer or equivalent in any of the Jurisdictions. BPH's securities are not listed or quoted for trading on any Canadian stock exchange or market.
27. HVB's subsidiary, Bank Austria, is the majority shareholder of BPH, holding approximately 71.0% of the BPH Shares.
28. On June 12, 2005, the Applicant announced, in connection with its offer for all of the shares of BPH's indirect parent, HVB, its intention to make a securities exchange tender offer whereby holders of BPH Shares would be invited to tender their BPH Shares in exchange for UniCredit Shares at a ratio of 33.13 newly issued UniCredit Shares for every BPH Share tendered. The exchange ratio in Poland is subject to the Polish securities regulations involving minimum reference price. Shareholders of BPH will also be offered a cash alternative.

29. HVB, as the indirect parent of BPH, has agreed to use its best efforts to ensure that Bank Austria does not tender its 71.0% interest in BPH to the BPH Offer.
30. The BPH Offer is being made, and the offer document reflecting the terms of the BPH Offer (the "BPH Offer Document") is being prepared, in accordance with the laws of the Republic of Poland.
31. Freshfields Bruckhaus Deringer, German counsel to the Applicant, acting on the advice of qualified counsel in Poland, has advised the Applicant that according to Polish securities legislation, all holders of target securities must be treated equally under Polish law.
32. The BPH Offer Document is expected to be submitted to the applicable securities regulatory authority in Poland and to the Warsaw Stock Exchange as soon as reasonably possible, upon which the BPH Offer shall be deemed commenced. It is expected that the BPH Offer Document will be made available via a public announcement in a national Polish newspaper immediately after it has been submitted to and approved by the applicable securities regulatory authority in Poland and to the Warsaw Stock Exchange.
33. The BPH Offer shall require, prior to or upon its completion, the admission of the Applicant's shares for trading on a public market in Poland, based on the single passport principle provided for in the European Union 2003 Prospectus Directive. This action in Poland will be possible after approval of the Applicant's prospectus (the "Applicant's Prospectus") by the Italian Stock Market regulator which is expected in late July 2005. In accordance with Polish law, a public announcement in a national Polish newspaper containing a Polish-language summary of the Applicant's Prospectus will be made.
34. As permitted by Polish law, BPH has issued uncertificated securities and does not maintain a share register. Accordingly, any information about BPH shareholdings in Canada can only be determined on a limited enquiry basis by BPH. Based on a recent shareholder survey of institutional investors by BPH (which enquiry accounted for 86.48% of the issued and outstanding shares of BPH), the Applicant believes that there is only one holder of BPH Shares resident in Canada (in the province of Québec), holding 6,689 BPH Shares representing approximately 0.02% of the BPH Shares outstanding. The Applicant is unable to definitively confirm the accuracy of the shareholder survey.
35. If any material relating to the Offers is required by law to be sent by the Applicant to holders of HVB Shares in Germany, or to holders of Bank Austria Shares in Austria or to holders of BPH Shares in Poland, such material will also be sent, as applicable, to holders of such shares residing in the Jurisdictions (if addresses are known), along with an English translation for convenience purposes, and will be concurrently filed with the Commission and the securities regulatory authorities in the Non-Principal Jurisdictions.
36. A public announcement in English in a Canadian newspaper and in French in a newspaper that is widely circulated within Quebec, will be made at the same time as the public announcement of each of the HVB Offer, the Bank Austria Offer and the BPH Offer in Germany, Austria and Poland, respectively, is made in a national newspaper in those jurisdictions or as soon as practicable after receipt of the order requested hereby, and will specify where and how all Canadian shareholders may obtain a copy of the relevant offer document free of charge.
37. All of the holders of HVB Shares, Bank Austria Shares and BPH Shares to whom the Offers are made will be treated equally.
38. In Ontario, British Columbia, Alberta, Saskatchewan, Manitoba, Québec, New Brunswick, Nova Scotia and Newfoundland and Labrador, the *de minimis* take-over bid exemption is not available to the Applicant since none of the Offers is being made in compliance with the laws of a jurisdiction that is recognized by the applicable Decision Makers for the purposes of the *de minimis* take-over bid exemption. Also, because none of HVB, Bank Austria or BPH maintains a share register (with the exception of HVB in respect of HVB Preferred Shares, all of which shares are held by a foundation of the State of Bavaria), the Applicant is unable to determine conclusively the number of holders of the HVB Common Shares, Bank Austria Shares and BPH Shares resident in each of the Jurisdictions, or the number of such shares held by any such persons.
39. An exemption from the Registration Requirements is not available in Québec and Prince Edward Island for trades made in connection with the Offers.
40. An exemption from the Prospectus Requirements is not available in British Columbia, Québec and Prince Edward Island for trades made in connection with the Offers.
41. If the requested relief is not granted, holders of HVB Common Shares, Bank Austria Shares and BPH Shares resident in the Jurisdictions will not have the opportunity to participate in the Offers, as applicable.

Decision

"Wendell S. Wigle"

Each of the Decision Makers is satisfied that the test contained in the Legislation that provides the Decision Maker with the jurisdiction to make the decision has been met.

"Paul K. Bates"

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

- A. in Ontario, British Columbia, Alberta, Saskatchewan, Manitoba, Québec, New Brunswick, Nova Scotia and Newfoundland and Labrador, the Applicant is exempt from the Take-over Bid Requirements in making the HVB Offer to the shareholders of HVB who are resident in the Jurisdictions, the Bank Austria Offer to the shareholders of Bank Austria who are resident in the Jurisdictions and the BPH Offer to the shareholders of BPH who are resident in the Jurisdictions provided that:
- (i) the HVB Offer and all amendments to the HVB Offer are made in compliance with the laws of Germany, the Bank Austria Offer and all amendments to the Bank Austria Offer are made in compliance with the laws of Austria and the BPH Offer and all amendments to the BPH Offer are made in compliance with the laws of Poland; and
 - (ii) any material relating to the Offers that is sent to the holders of the HVB Common Shares in Germany, Bank Austria Shares in Austria and BPH Shares in Poland will be sent to the holders of the HVB Common Shares, Bank Austria Shares and BPH Shares, respectively, resident in the Jurisdictions, and copies thereof filed with the Decision Maker in each Jurisdiction;
- B. in Ontario, Québec and Prince Edward Island, the Registration Requirements shall not apply to trades made in connection with the Offers; and
- C. in British Columbia, Ontario, Québec and Prince Edward Island, the Prospectus Requirements shall not apply to trades made in connection with the Offers provided that the first trade in British Columbia and Prince Edward Island in UniCredit Shares newly issued by the Applicant in connection with the Offers shall be a distribution unless the conditions of subsection (1) of section 2.14 of Multilateral Instrument 45-102 are satisfied, and in Quebec, the alienation (first trade) of the UniCredit Shares newly issued by the Applicant in connection with the Offers are executed through the facilities of an exchange or market outside Canada.

2.1.16 Nortel Networks Corporation and Nortel Networks Limited - MRRS Decision

Headnote

Mutual Reliance Review System for Exemptive Relief Applications – Relief granted from the requirement to deliver financial statements and related MD&A by the specified deadline in National Instrument 51-102 – Requirement resulted in the filers being obligated to deliver financial statements and MD&A to those shareholders who request copies of the documents at the same time they are required to file those documents with the SEC – Relief granted provided that each filer delivers the financial statements and related MD&A:

- (i) in the case of annual financial statements and related MD&A, by the later of 90 days after the end of the applicable financial year and 10 calendar days after the filer receives the request; and
- (ii) in the case of interim financial statements and related MD&A, by the later of 45 days after the end of the applicable interim period and 10 calendar days after the filer receives the request.

Instrument cited

National Instrument 51-102 - Continuous Disclosure Obligations.

August 8, 2005

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

AND

**IN THE MATTER OF
THE MUTUAL RELIANCE REVIEW SYSTEM
FOR EXEMPTIVE RELIEF APPLICATIONS**

AND

**IN THE MATTER OF
NORTEL NETWORKS CORPORATION (NNC)**

AND

**NORTEL NETWORKS LIMITED (NNL)
(each, a Filer and collectively, the Filers)**

MRRS DECISION DOCUMENT

Background

The local securities regulatory authority or regulator (the "**Decision Maker**") in each of the Jurisdictions has received an application from each of the Filers for a decision under the securities legislation (the "**Legislation**") of the Jurisdictions for an exemption from the requirement to deliver its interim financial statements and annual financial statements (collectively, the "**Financial Statements**") and interim MD&A and annual MD&A (collectively, "**MD&A**") by the date each Filer files its Financial Statements and related MD&A with the SEC to any securityholder that requests a copy of the Financial Statements and related MD&A (the "**Requested Relief**").

Under the Mutual Reliance Review System for Exemptive Relief Applications:

- (a) the Ontario Securities Commission is the principal regulator for this application, and
- (b) this MRRS Decision Document evidences the decision of each Decision Maker.

Interpretation

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

Representations

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

1. Each Filer is incorporated under the *Canada Business Corporations Act* with its head office located in Brampton, Ontario. NNL is the principal operating subsidiary of NNC in Canada.
2. Each Filer is a "reporting issuer" in each of the Jurisdictions in which such concept exists, and is an "SEC issuer" within the meaning given to such term in National Instrument 51-102 – *Continuous Disclosure Obligations* ("**NI 51-102**") and *National Instrument 52-107 - Acceptable Accounting Principles, Auditing Standards and Reporting Currency* ("**NI 52-107**").
3. Each Filer is up-to-date with its current continuous filing obligations under the Legislation and is not on the list of defaulting reporting issuers maintained by any of the Decision Makers.
4. The outstanding common shares of NNC are listed on the Toronto and New York stock exchanges. The outstanding preferred shares of NNL are listed on the Toronto Stock Exchange.
5. As permitted by Part 4 of NI 52-107, each Filer prepares its Financial Statements in accordance with United States generally accepted accounting principles.

6. In the United States, interim financial statements and related interim MD&A for each Filer are included in its Quarterly Report on Form 10-Q (the "**Form 10-Q**") prepared pursuant to the applicable requirements of the 1934 Act and filed with the SEC. Annual financial statements and related annual MD&A for each Filer are included in its Annual Report on Form 10-K (the "**Form 10-K**") prepared pursuant to the applicable requirements of the 1934 Act and filed with the SEC.
7. Each Filer is currently required to file its Form 10-Q with the SEC within 40 days after the end of each fiscal quarter. Commencing with the quarter beginning January 1, 2006, each Filer will be required to file its Form 10-Q within 35 days after the end of each fiscal quarter. For the fiscal year ended December 31, 2005, each Filer will be required to file its Form 10-K with the SEC within 60 days after the end of such fiscal year and for each subsequent fiscal year.
8. The Filer files its Financial Statements and related MD&A with the securities regulatory authorities in each of the Jurisdictions concurrently with filing such materials with the SEC.
9. In Canada, each Filer has historically prepared a quarterly report to shareholders that includes its interim financial statements and related interim MD&A and an annual report to shareholders that includes its annual financial statements and related annual MD&A. Such shareholder reports have been filed with the securities regulatory authorities in each of the Jurisdictions and delivered to the relevant shareholders and are substantially equivalent in content to the Form 10-Qs and Form 10-Ks for the relevant reporting period. In an effort to expedite the delivery process, the Filers are considering delivering their entire Form 10-Q to their respective shareholders (rather than creating an additional quarterly report) in satisfaction of their delivery obligations under NI 51-102.
10. Under the Legislation, each Filer is required to deliver to its securityholders who have previously responded through the request form procedure contemplated by NI 51-102 or who have otherwise made a request of the Filer ("**Requesting Securityholders**"), copies of the requested Financial Statements and related MD&A. Further, pursuant to the proxy solicitation rules under the 1934 Act, in connection with the solicitation of proxies in respect of an annual (or special) shareholders' meeting at which directors are to be elected, NNC must furnish to all holders of its common shares (both registered and beneficial), with or in advance of its proxy solicitation materials, an annual report that includes its annual financial statements and related annual MD&A. As such, NNC cannot rely upon the request-based system contemplated by NI 51-102 with respect to its annual financial statements and must send its annual financial statements and related annual MD&A to all registered holders and beneficial owners of its common shares.
11. In accordance with the Legislation, each Filer is required to send a copy of the Financial Statements and related MD&A requested to the Requesting Securityholders by the later of:
- (i) the "filing deadline" for such Financial Statements and MD&A (the "**Delivery Deadline**"), and
 - (i) 10 calendar days after the Filer receives the request.
12. The "filing deadline" for each Filer is determined pursuant to provisions in the Legislation which state that the Financial Statements and MD&A must be filed:
- i. in the case of the Filer's annual financial statements and related annual MD&A, on or before the earlier of:
 - (1) the 90th day after the end of the applicable financial year; and
 - (2) the date of filing of the Filer's annual financial statements with the SEC; or
 - ii. in the case of the Filer's interim financial statements and related interim MD&A, on or before the earlier of:
 - (3) the 45th day after the end of the applicable interim period; and
 - (4) the date of filing of the Filer's interim financial statements with the SEC.
13. Accordingly, in light of the earlier filing deadlines under the 1934 Act, the Delivery Deadline for each Filer's Financial Statements and related MD&A is normally determined by reference to the date of filing its Financial Statements with the SEC.
14. Under the Legislation, reporting issuers who are not SEC issuers (and who do not otherwise file financial statements with a foreign regulatory authority) have until 45 days, in the case of interim financial statements and related interim MD&A, or 90 days, in the case of annual financial statements and related annual MD&A, following the applicable reporting period to deliver their Financial Statements and related MD&A to securityholders regardless of when such Financial

Statements and related MD&A are filed with the Canadian securities regulatory authorities.

Decision

Each of the Decision Makers is satisfied that the test contained in the Legislation that provides the Decision Maker with the Jurisdiction to make the decision has been met.

The decision of the Decision Makers in each of the Jurisdictions under the Legislation is that the Requested Relief is granted provided that each Filer delivers the Financial Statements and related MD&A requested to a Requesting Securityholder:

- (i) in the case of annual financial statements and related annual MD&A, by the later of:
 - (1) 90 days after the end of the applicable financial year; and
 - (2) 10 calendar days after the Filer receives the request; and
- (ii) in the case of interim financial statements and related interim MD&A, by the later of:
 - (1) 45 days after the end of the applicable interim period; and
 - (2) 10 calendar days after the Filer receives the request.

Erez Blumberger
Assistant Manager, Corporate Finance
Ontario Securities Commission

2.1.17 Integra Capital Limited - MRRS Decision

Headnote

Approval granted for a change of control of a manager of mutual funds pursuant to ownership changes of the parent company of the manager.

Rules Cited

National Instrument 81-102 Mutual Funds, subsection 5.5(2). August 10, 2005.

**IN THE MATTER OF
THE SECURITIES LEGISLATION OF
ONTARIO, ALBERTA, BRITISH COLUMBIA, MANITOBA,
SASKATCHEWAN, QUÉBEC, NEW BRUNSWICK,
NEWFOUNDLAND AND LABRADOR,
NOVA SCOTIA AND
PRINCE EDWARD ISLAND (the "Jurisdictions")**

AND

**IN THE MATTER OF
THE MUTUAL RELIANCE REVIEW SYSTEM FOR
EXEMPTIVE RELIEF APPLICATIONS**

AND

**IN THE MATTER OF
INTEGRA CAPITAL LIMITED (THE "FILER")**

MRRS DECISION DOCUMENT

Background

The local securities regulatory authority or regulator (each, a "**Decision Maker**", and together, the "**Decision Makers**") in each of the Jurisdictions has received an application from the Filer dated June 17, 2005 (the "**Application**") for approval pursuant to Section 5.5(2) of National Instrument 81-102 – *Mutual Funds* ("**NI 81-102**") for a change of control of the Filer.

Under the Mutual Reliance Review System for Exemptive Relief Applications

- (a) the Ontario Securities Commission is the principal regulator for this Application, and
- (b) this MRRS decision document evidences the decision of each Decision Maker, as applicable.

Interpretation

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

Representations

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

1. The Filer is the manager of the Integra mutual funds that are currently offered by simplified prospectus dated August 26, 2004.
2. The Filer is a wholly owned subsidiary of Integra Capital Management Corporation ("Integra").
3. As of the date of the Application, the shares of Integra are owned directly and indirectly as to 67.42% by Old Mutual (U.S.) Holdings Inc. and its affiliates, including Lincluden Management Limited, as to 13.33% by Gryphon Investment Counsel Inc., with the remaining percentage held by members of management of Integra ("Current Management Shareholders").
4. Current Management Shareholders will create a holding company, ICMC Holdings Inc. ("Holdco"). Shares of Integra owned by Current Management Shareholders will be transferred to Holdco. Holdco will also acquire shares of Integra that are owned by Old Mutual (U.S.) Holdings Inc. and its affiliates. The transaction is expected to close on August 31, 2005.
5. Shares of Holdco will be owned by Current Management Shareholders. Additional shares (11.67%) of Holdco will be issued to other employees of the Integra group of companies.
6. While there is a change of control of the Filer, there will be no changes to the directors or officers of the Filer nor to the management and administration of the Funds as a consequence of such change of control.

Decision

Each of the Decision Makers is satisfied that, based on the information and representations contained in the Application and this decision, and for the purposes described in the Application, the Decision Makers, as applicable, hereby grant approval pursuant to Section 5.5(2) of NI 81-102 in respect of the change of control of each of the Filer.

The approval provided herein is subject to compliance with all applicable provisions of NI 81-102.

"Leslie Byberg"
Manager, Investment Funds Branch

2.1.18 Canwel Building Materials Ltd. - s. 83

Headnote

Mutual Reliance Review System for Exemptive Relief Applications – issuer deemed to have ceased to be a reporting issuer.

Ontario Statutes

Securities Act, R.S.O. 1990, c. S.5, as am., s. 83.

August 17, 2005

Canwel Building Materials Ltd.
Suite 1510, 700 West Georgia Street
P.O. Box 10034, Pacific Centre
Vancouver, BC V7Y 1A1

ATTN: R.S. (Rob) Doman, Corporate Secretary

Re: Canwel Building Materials Ltd. (the "Applicant") – Application to Cease to be a Reporting Issuer under the securities legislation of Alberta, Saskatchewan, Manitoba, Ontario, Quebec, Nova Scotia, New Brunswick, and Newfoundland and Labrador the "Jurisdictions").

The Applicant has applied to the local securities regulatory authority or regulator (the "Decision Maker") in each of the Jurisdictions for a decision under the securities legislation (the "Legislation") of the Jurisdictions to be deemed to have ceased to be a reporting issuer in the Jurisdictions.

As the Applicant has represented to the Decision Makers that:

- the outstanding securities of the Applicant, including debt securities, are beneficially owned, directly or indirectly, by less than 15 security holders in each of the Jurisdictions and less than 51 security holders in total in Canada;
- no securities of the Applicant are traded on a marketplace as defined in National Instrument 21-101 *Marketplace Operation*;
- the Applicant is applying for relief to cease to be a reporting issuer in all of the jurisdictions in Canada in which it is currently a reporting issuer; and
- the Applicant is not in default of any of its obligations under the Legislation as a reporting issuer,

each of the Decision Makers is satisfied that the test contained in the Legislation that provides the Decision Maker with the jurisdiction to make the decision has been met and orders that the Applicant is deemed to have ceased to be a reporting issuer.

“Cameron McInnis”
Manager, Corporate Finance
Ontario Securities Commission

2.2 Orders

2.2.1 Armistice Resources Ltd. - s. 144

Headnote

Section 144 – application for revocation of cease trade order – mining company cease traded due to failure to file with the Commission and send to shareholders annual and interim financial statements and related MD&A – company has remedied all filing deficiencies – cease trade order revoked.

Applicable Ontario Statutory Provisions

Securities Act, R.S.O. 1990, c. S.5, as am., ss. 127, 144.

August 11, 2005

**IN THE MATTER OF
THE SECURITIES ACT,
R.S.O. 1990, c. S.5, AS AMENDED (the “Act”)**

AND

**IN THE MATTER OF
ARMISTICE RESOURCES LTD.**

**ORDER
(section 144)**

WHEREAS the securities of Armistice Resources Ltd. (the “Company”) are subject to a cease trade order issued by the Ontario Securities Commission (the “Commission”) on June 18, 2003 (the “Cease Trade Order”), which order extended a temporary cease trade order issued on June 6, 2003;

AND WHEREAS the Company has applied to the Commission pursuant to section 144 of the Act (the “Application”) for a revocation of the Cease Trade Order;

AND WHEREAS the Company has represented to the Commission that:

1. The Company was formed under the *Canada Business Corporations Act* on December 1, 1998, by the amalgamation of Armistice Resources Ltd. and Armistice Mines Limited.
2. The Company is a reporting issuer under the securities legislation (the “Legislation”) of the provinces of Ontario, British Columbia, Alberta and Quebec.
3. The Company’s authorized capital consists of an unlimited number of common shares (the “Common Shares”), of which approximately 138,509,911 Common Shares are issued and outstanding on a non-diluted basis.
4. The Common Shares were previously quoted on the Montreal Exchange. The Company presently

has no securities, including debt securities, listed or quoted on any exchange or market recognized by the Commission.

5. The Cease Trade Order was issued due to the failure of the Company to file with the Commission its interim financial statements for the period ended March 31, 2003, and for failure to pay annual participation fees, as required by the Act. These failures were due to a lack of funds to pay for the preparation and audit of such statements and to effect payment of such fees.
6. The Company is also subject to cease trade orders of the British Columbia Securities Commission (the "BCSC") dated July 16, 2003, the Alberta Securities Commission (the "ASC") dated September 26, 2003, and the Autorité des marchés financiers (the "AMF") dated September 26, 2003. The Company has concurrently applied to the BCSC, ASC and the AMF for a revocation of these cease trade orders.
7. On May 6, 2004, the Commission issued an order (the "Partial Revocation Order") pursuant to section 144 of the Act partially revoking the Cease Trade Order to permit the Company to, among other things, proceed with a limited financing (the "Financing"). The Partial Revocation Order allowed the Company, among other things:
 - (a) to convert certain existing indebtedness into units of the Company;
 - (b) to issue securities to accredited investors in Ontario under a private placement to allow the Company to fund the settlement of certain litigation, to reorganize the Company's affairs and to provide working capital.
8. On August 13, 2004, the Commission issued an order (the "Amended Partial Order") to vary the Partial Revocation Order to extend the time period within which the Company could complete the Financing.
9. Pursuant to the Partial Revocation Order, on June 30, 2004 the Company completed the conversion of existing indebtedness, a private placement raising gross proceeds of \$2,000,000 as part of Financing, and the settlement of the litigation.
10. Prior to completion of the Financing, the Company paid to the Commission its outstanding participation fees, and filed with the Commission and provided to potential investors a technical report prepared in accordance with National Instrument 43-101 *Standards of Disclosure for Mineral Projects* as well as financial statements for the periods ending March 31, 2003, June 30, 2003 (audited), September 30, 2003, December 31, 2003, and March 31, 2004. The Company's

audited financial statements for the year-ended June 30, 2004 and unaudited statements for the interim periods ending September 30, 2004 and December 31, 2004 have also since been filed with the Commission within the time periods prescribed by National Instrument 51-102 *Continuous Disclosure Obligations* ("NI 51-102"). All of the aforementioned continuous disclosure documents have been filed and are available on the System for Electronic Document Analysis and Retrieval ("SEDAR").

11. The Company held an annual and special shareholders meeting on April 28, 2005, and has filed all documentation in connection therewith on SEDAR.
12. Other than as described in paragraph 5, the Company is not otherwise in default of any requirements of the Act or the rules or regulations made pursuant thereto.
13. The Company now wishes to make application for a full revocation of the Cease Trade Order so as to permit trading of its securities generally in the Province of Ontario.

The OSC Investigation

14. On December 21, 2004, the Commission issued a Notice of Hearing relating to certain allegations made by staff in a statement of allegations dated December 21, 2004 (the "Allegations") against Firestar Capital Management Corp., Kamposse Financial Corp., Firestar Investment Management Group, Michael Ciavarella and Michael Mitton (collectively, the "Respondents").
15. Firestar Capital Management Corp. ("Firestar Capital") is registered as a limited market dealer with the Commission. Firestar Capital acted as the sole agent in the June 2004 Financing (described in the Partial Revocation Order and the Amended Partial Order) that raised \$2,000,000.
16. IMM Investments Inc. ("IMM") owns 14.4% of the Company on a non-diluted basis, and 22.92% on a fully-diluted basis. IMM acquired this interest in the Company in the Financing described in the Partial Revocation Order and the Amended Partial Order.
17. The Company understands, based on a review of the public record, that Pender International Inc. ("Pender") acquired 100% of the stock of IMM in July 2004. The Company similarly understands that Pender is a corporation with its head office in Thornhill, Ontario. Pender trades on the National Association of Securities Dealers Over the Counter Bulletin Board.
18. The Company similarly understands that, until recently, Pender owned all of the issued and

outstanding shares of IMM and that Pender's only asset was its indirect holdings in the Company. According to a press release issued by Pender on or about June 30, 2005, Pender sold all of its interest in IMM to Blazing Holding Inc. ("Blazing"). According to an agreement of Purchase and Sale between Pender and Blazing dated June 17, 2005 and other ancillary documents obtained by the Company's counsel from the Electronic Data Gathering, Analysis and Retrieval system of the Securities and Exchange Commission, Blazing paid for the IMM shares by way of promissory note and until such time as such note is paid in full, the IMM shares have been pledged by Blazing to Pender.

19. Staff have alleged in the Allegations that the Respondents have engaged in certain "conduct that was contrary to Ontario securities law and contrary to the public interest in that during the material time, trading in the shares of Pender was dominated by trading that was arranged ... in a way that created a misleading appearance of trading activity and artificially increased the share price of Pender."
20. Staff of the Commission advised the Company that, in view of the Allegations, the entry into an escrow agreement by IMM in relation to its holdings in the Company would be a condition to Staff making a recommendation that the Cease Trade Order be revoked.
21. IMM has entered into an escrow agreement, the form of which is acceptable to Staff and a copy of which has been supplied to Staff.

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

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

IT IS ORDERED, pursuant to section 144 of the Act, that the Cease Trade Order be and is hereby revoked;

"John Hughes"
Manager, Corporate Finance

2.2.2 Authorization Order - s. 3.5(3)

**IN THE MATTER OF THE SECURITIES ACT,
R.S.O. 1990, CHAPTER S.5, AS AMENDED (the "Act")**

AND

**IN THE MATTER OF AN AUTHORIZATION PURSUANT
TO SUBSECTION 3.5(3) OF THE ACT**

AUTHORIZATION ORDER
(Subsection 3.5(3))

WHEREAS a quorum of the Ontario Securities Commission (the "Commission") may, pursuant to subsection 3.5(3) of the Act, in writing authorize any member of the Commission to exercise any of the powers and perform any of the duties of the Commission, except the power to conduct contested hearings on the merits.

AND WHEREAS, by an authorization order made on March 15, 2004, pursuant to subsection 3.5(3) of the Act (the "Authorization") the Commission authorized each of David A. Brown, Paul M. Moore and Susan Wolburgh Jenah, acting alone, to exercise, subject to subsection 3.5(4) of the Act, the powers of the Commission to grant adjournments and set dates for hearings, to hear and determine procedural matters, and to make and give any orders, directions, appointments, applications and consents under sections 5, 11, 12, 17, 19, 20, 122, 126, 127, 128, 129, 144, 146 and 152 of the Act that the Commission is authorized to make and give, except the power to conduct contested hearings on the merits.

NOW, THEREFORE, IT IS ORDERED that the Authorization is hereby revoked as of midnight on June 30, 2005; and

THE COMMISSION HEREBY AUTHORIZES, pursuant to subsection 3.5(3) of the Act, each of Susan Wolburgh Jenah, Paul M. Moore, Robert W. Davis, Harold P. Hands and Paul K. Bates, acting alone, to exercise, subject to subsection 3.5(4) of the Act, the powers of the Commission to grant adjournments and set dates for hearings, to hear and determine procedural matters, and to make and give any orders, directions, appointments, applications and consents under sections 5, 11, 12, 17, 19, 20, 122, 126, 127, 128, 129, 144, 146 and 152 of the Act that the Commission is authorized to make and give, except the power to conduct contested hearings on the merits; and

THE COMMISSION FURTHER ORDERS that this Authorization Order shall have full force and effect as of July 1, 2005 until revoked or such further amendment may be made.

"David A. Brown"
Chair

"Paul M. Moore"
Vice-Chair

2.2.3 Assignment - s. 6(3)

June 30, 2005

IN THE MATTER OF THE SECURITIES ACT,
R.S.O. 1990, CHAPTER S. 5, AS AMENDED (the "Act")

AND

IN THE MATTER OF THE ASSIGNMENT OF
CERTAIN POWERS AND DUTIES OF
THE ONTARIO SECURITIES COMMISSION

ASSIGNMENT
[Subsection 6(3)]

WHEREAS:

- A. on April 12, 1999, the Ontario Securities Commission (the "Commission") issued an assignment (the "April 1999 Assignment") pursuant to subsection 6(3) of the Act, assigning certain of its powers and duties under the Act to each "Director" as that term is defined in subsection 1(1) of the Act, acting individually; and
- B. the April 1999 Assignment was amended by the Commission by amendments of assignment issued on September 7, 1999, February 15, 2000, January 23, 2001, April 27, 2001, October 3, 2001, April 15, 2003 and February 3, 2004 (collectively, the "Assignment Amendments");
- C. the Commission considers it desirable to make a new assignment of certain of its powers and duties in order to consolidate the April 1999 Assignment as amended by the Assignment Amendments and to amend certain provisions thereof; and
- D. the Commission is making a new assignment of certain of its powers and duties to ensure the orderly and expeditious administration of the Act;

NOW THEREFORE:

- 1. The April 1999 Assignment, as amended by the Assignment Amendments, is revoked, without prejudice to the effectiveness of any lawful exercise prior to the date of this revocation of the powers and duties assigned thereby, and is hereby replaced with the following amended and restated assignment (the "Assignment").
- 2. Pursuant to subsection 6(3) of the Act, the Commission assigns to each Director, acting individually, the powers and duties vested in or imposed on the Commission by:
 - (a) clause 21(5)(e) and subsections 21.1(4), 21.2(3) and 21.2.1(3) of the Act, but only in respect of by-laws, rules, regulations, policies, procedures, interpretations or

practices that are identified to the Commission by the applicable stock exchange, self-regulatory organization, clearing agency or quotation and trade reporting system as being unlikely to raise public interest concerns;

- (b) section 27 of the Act;
- (c) paragraph 14 of subsection 35(1) and clause 72(1)(h) of the Act;
- (d) subsection 62(5) of the Act;
- (e) section 83 of the Act but only in respect of a reporting issuer:
 - (i) whose outstanding securities, including debt securities, are beneficially owned, directly or indirectly, by less than 15 security holders in Ontario and less than 51 security holders in Canada,
 - (ii) whose securities are not traded on a marketplace as defined in National Instrument 21-101 *Marketplace Operation*,
 - (iii) that is not in default of any of its obligations as a reporting issuer, and
 - (iv) that will not be a reporting issuer or the equivalent in any jurisdiction in Canada immediately following the Director deeming the reporting issuer to have ceased to be a reporting issuer;
- (f) subsection 83.1(1) of the Act, in the circumstances described in Parts 2 and 3 of Ontario Securities Commission Policy 12-602 *Deeming an Issuer in Certain Other Canadian Jurisdictions to be a Reporting Issuer in Ontario*;
- (g) paragraph 1 of subsection 127(1) of the Act, provided the making of the order under subsection 127(1) of the Act is not contested on its merits and is only in respect of suspending the registration of:
 - (i) a registrant that, at any time, fails to meet the capital requirements applicable to the registrant,
 - (ii) a registrant that, at any time, fails to comply with its, his or her

- conditions of registration and consents to such suspension;
- (iii) a registrant that has, in the opinion of the Director, acted contrary to the public interest and consents to such suspension; and
 - (iv) a registrant that has filed an application to surrender registration pursuant to section 27 of the Act and has consented to suspension of registration pursuant to Ontario Securities Commission Rule 33-501 *Surrender of Registration*;
- (h) paragraph 2 of subsection 127(1) of the Act and subsections 127(2), (3), (5), (7), (8) and (9) of the Act, provided that the making of the order under subsections 127(1), (7) or (8) of the Act is not contested on its merits and is only in respect of
- (i) trading, generally or by a person or company identified in the cease trade order, in securities of a reporting issuer that has failed to file
 - (A) comparative annual financial statements or interim financial statements containing the four statements and the notes required by National Instrument 51-102 *Continuous Disclosure Obligations* (NI 51-102) or by National Instrument 71-102 *Continuous Disclosure and Other Exemptions Relating to Foreign Issuers* (NI 71-102),
 - (B) an auditor's report issued in connection with comparative annual financial statements,
 - (C) an AIF, MD&A, information circular, or business acquisition report (all as defined by NI 51-102 and by NI 71-102) containing information for each of the content items
- required by NI 51-102 and the applicable form, by Part 5 of Multilateral Instrument 52-110 *Audit Committees*, or by NI 71-102,
- (D) a report on reserves data and other oil and gas information as required by National Instrument 51-101 *Standards of Disclosure for Oil and Gas Activities* (NI 51-101) containing information for each of the content items required by NI 51-101 and Form 51-101F2, or
 - (E) a technical report as required by National Instrument 43-101 *Standards of Disclosure for Mineral Projects* (NI 43-101) containing information for each of the content items required by NI 43-101 and Form 43-101F1,
- within the time period prescribed by Ontario securities law;
- (ii) trading, generally or by a person or company identified in the cease trade order, in securities of a reporting issuer that has acknowledged in writing that comparative annual financial statements or interim financial statements filed with the Commission were not prepared in accordance with generally accepted accounting principles, including, but not limited to, where an issuer has advised the Commission or staff in writing, or has publicly announced, that it intends to restate such financial statements;
 - (iii) trading, generally or by a person or company identified in the cease trade order, in securities of a reporting issuer that has filed its financial statements accompanied by an auditor's report prepared by a public accounting firm that is, as of the

- date of the auditor's report, not a participating audit firm as defined by National Instrument 52-108 *Auditor Oversight*, or is not in compliance with any restrictions or sanctions imposed by the Canadian Public Accountability Board, or
- (iv) trading in securities of a reporting issuer by the Chief Executive Officer ("CEO") or Chief Financial Officer ("CFO") of the reporting issuer (or, in the case of an issuer that does not have a CEO or CFO, persons performing functions similar to a CEO or CFO, as the case may be) where the reporting issuer has failed to file the certificates required by Multilateral Instrument 52-109 *Certificates of Disclosure in Issuers' Annual and Interim Filings* within the time period or in the form prescribed by Ontario securities law;
- (i) subsection 140(2) of the Act in the circumstances described in clauses (b), (c) and (j) of section C of Ontario Securities Commission Policy 13-601 *Public Availability of Material Filed Under the Securities Act*;
- (j) section 144 of the Act to:
- (i) revoke or vary any decision made by a Director under authority assigned to him or her by the Commission pursuant to this Assignment or a predecessor Assignment, including another decision made under section 144 of the Act, but only if at the time of revoking or varying such decision the Director would have been authorized to make the decision being varied or revoked, or
- (ii) vary any order made by the Commission under section 127 of the Act to the extent necessary to permit transfers of securities as contemplated by Ontario Securities Commission Policy 57-602 *Cease Trade Orders – Applications for Partial Revocation to Permit a Securityholder to Establish a Tax Loss*;
- (k) section 147 of the Act, but only:
- (i) in respect of exempting limited market dealers from the requirements of section 21.10 of the Act in accordance with Part 3 of Ontario Securities Commission Rule 31-503 *Limited Market Dealers*, or
- (ii) in respect of exempting international advisers from the requirements of section 21.10 of the Act, in accordance with Part 4 of Ontario Securities Commission Rule 35-502 *Non-Resident Advisers*,
- provided that a person or company directly affected by a decision of a Director made pursuant to this Assignment may, by notice in writing sent by registered mail to the Secretary of the Commission within 30 days after the mailing of the notice of the decision, request and be entitled to a hearing and review of such decision by the Commission.
3. The Executive Director of the Commission shall from time to time determine which one or more other Directors, in each case acting alone, should, as an administrative matter, exercise each of the powers or perform each of the duties assigned by the Commission in paragraph 2 above, each of which powers may also be exercised and performed by the Executive Director, acting alone.
4. No person or company shall be required to inquire as to the authority of a member of the staff of the Commission to sign a decision pursuant to this Assignment in the capacity of a Director, and a decision purporting to be signed pursuant to this Assignment by a member of the staff of the Commission in the capacity of a Director shall be conclusively deemed to have been signed by a Director authorized by this Assignment without proof of such authority.
5. This Assignment does not preclude the Commission from itself exercising or performing any of the assigned powers or duties.
- "D. A. Brown"
Chair
- "P. M. Moore"
Vice-Chair

2.2.4 Hollinger Inc. - s. 144

Headnote

Variation of management and insider cease trade order (MCTO) previously issued against, among others, controlling shareholder of a reporting issuer in default of filings required under Ontario securities law - controlling shareholder previously agreeing to indemnify issuer for costs and expenses relating to a failed going private transaction – controlling shareholder agreeing to grant issuer security over all its assets, including shares of issuer owned by controlling shareholder – security interest against shares cannot be perfected unless MCTO varied – controlling shareholder in court-supervised insolvency proceedings – court-appointed receiver and monitor consenting to variation of MCTO – court order allowing issuer to apply to Commission for MCTO to be varied – variation granted.

Applicable Ontario Statutory Provisions

Securities Act, R.S.O. 1990, c. S.5, as am., ss. 127, 144.

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

AND

IN THE MATTER OF
CERTAIN DIRECTORS, OFFICERS AND INSIDERS OF
HOLLINGER INC.
(BEING THE PERSONS AND COMPANIES LISTED
IN SCHEDULE "A" HERETO)

ORDER
(Section 144)

WHEREAS on June 1, 2004, the Ontario Securities Commission (the "Commission") made an Order under paragraph 2 of subsection 127(1) of the *Securities Act*, R.S.O. 1990, c. S.5, as amended (the "Act"), as varied by an Order of the Commission dated March 8, 2005 (collectively, the "Hollinger MCTO"), that all trading, whether direct or indirect, by the persons and companies listed in Schedule "A" (individually, a "Respondent" and collectively, the "Respondents") in the securities of Hollinger Inc. ("Hollinger" or the "Applicant") shall cease, subject to certain exceptions as provided for in the Hollinger MCTO, until two full business days following the receipt by the Commission of all filings Hollinger is required to make pursuant to Ontario securities law;

AND WHEREAS Hollinger has made an application (the "Application") pursuant to section 144 of the Act to vary the Hollinger MCTO as set out herein;

AND UPON the Applicant having represented to the Commission that:

1. Hollinger is amalgamated under the *Canada Business Corporations Act* (the "CBCA") and is a reporting issuer in the Province of Ontario.
2. The authorized capital of Hollinger consists of an unlimited number of retractable common shares (the "Common Shares"), an unlimited number of Exchangeable Non-Voting Preference Shares Series I (the "Series I Preference Shares"), an unlimited number of Exchangeable Non-Voting Preference Shares Series II (the "Series II Preference Shares") and an unlimited number of Retractable Non-Voting Preference Shares Series III (the "Series III Preference Shares"). As at June 28, 2005, 34,945,776 Common Shares, no Series I Preference Shares, 1,701,995 Series II Preference Shares and no Series III Preference Shares are issued and outstanding. The only voting securities of Hollinger are the Common Shares.
3. Hollinger's outstanding Common Shares and Series II Preference Shares are listed on the Toronto Stock Exchange under the symbols "HLG.C" and "HLG.PR.B", respectively.
4. The Ravelston Corporation Limited ("RCL"), a privately held corporation, owns: (a) directly approximately 16.5% of the Common Shares and approximately 3.9% of the Series II Preference Shares; and (b) indirectly, through Argus Corporation Limited ("Argus") (of which RCL owns 100% of the common shares), approximately 61.8% of the Common Shares (collectively, the "RCL Owned Shares"). Prior to the Receivership Proceedings (as defined below) RCL was indirectly controlled by Conrad M. (Lord) Black ("Black") through 1269940 Ontario Limited, 2753421 Canada Limited and Conrad Black Capital Corporation. Argus is a corporation governed by the CBCA and is a reporting issuer under the securities laws of the provinces of Ontario and Quebec. The Common Shares owned by Argus are indirectly held through 509643 N.B. Inc., 509644 N.B. Inc., 509645 N.B. Inc., 509646 N.B. Inc. and 509647 N.B. Inc., each of which is a direct or indirect wholly-owned subsidiary of Argus. The principal asset of RCL consists of the RCL Owned Shares.
5. Hollinger has further failed to make subsequent requisite periodic filings under the Act.
6. As of the date of this Order, Hollinger has not rectified the filing deficiencies described in paragraphs 4 and 5 of this Order.
7. On October 28, 2004, Hollinger issued a press release disclosing a proposed business combination/going private transaction (the "Going Private Transaction") involving Hollinger by way of a consolidation of the outstanding Common Shares and Series II Preference Shares. On

- October 28, 2004, Black delivered a letter to the Board of Hollinger (the "Board") indicating that RCL was proposing to proceed with Going Private Transaction.
8. At a meeting of the Board held on October 28, 2004, Black committed on behalf of RCL that, in the event that approval by holders of the requisite number of Common Shares (the "Common Share Approvals") in respect of the Going Private Transaction involving the Common Shares was not obtained for any reason on or before March 31, 2005, RCL would reimburse Hollinger in connection with US\$1.99 million of fees and expenses incurred by Hollinger in connection with the consent and contingent financing arrangements made with certain of Hollinger's holders of 11.875% Senior Secured Notes due 2011 entered into on such date in connection with the facilitation of the Going Private Transaction (the "Up-Front Expenses").
 9. At a meeting of the Board held on February 14, 2005, Peter G. White committed on behalf of RCL that, in the event that the Common Share Approvals in respect of the Going Private Transaction were not obtained for any reason on or before March 31, 2005, RCL would reimburse Hollinger in connection with all other reasonable fees and expenses in addition to the Up-Front Expenses incurred by Hollinger in connection with the Going Private Transaction, including the fees and disbursements of GMP Securities Ltd. ("GMP"), legal counsel for GMP and legal counsel for the Independent Privatization Committee of the Board (the "Additional Expenses" which, together with the Up-Front Expenses, are collectively, the "Going Private Expenses").
 10. On March 7, 2005, RCL and Hollinger entered into a Reimbursement Agreement (the "Reimbursement Agreement") pursuant to which RCL agreed that it would reimburse Hollinger for the Up-Front Expenses by April 30, 2005 and for the Additional Expenses by no later than July 15, 2005, in the event that the Going Private Transaction did not proceed.
 11. Pursuant to the Reimbursement Agreement, RCL further agreed to provide Hollinger with security for its obligation to reimburse Hollinger in the form of the General Security Agreement dated as of March 28, 2005, by RCL in favour of Hollinger (the "GSA").
 12. Pursuant to the GSA, RCL granted to and in favour of Hollinger, the Security Interest (as defined in the GSA), being a security interest in RCL's rights, title and interest in and to all of the Collateral of RCL (as defined in the GSA).
 13. RCL and Hollinger acknowledged that RCL is subject to the Hollinger MCTO relating to the direct and indirect trading of securities of Hollinger and of International, which includes the grant of the Security Interest with respect to the RCL Owned Shares. Accordingly, the parties agreed that notwithstanding anything contained in the GSA, the Security Interest created thereby would not attach to RCL's direct or indirect interest in Hollinger (including, without limitation, the RCL Owned Shares) until such time as the Hollinger MCTO ceases to be in effect or is amended or varied to permit the granting of the Security Interest therein. However, for greater certainty, the Security Interest has attached and been perfected with respect to the balance of the Collateral.
 14. Pursuant to the GSA, RCL covenanted, among other things that it would cooperate with Hollinger in supporting an application by Hollinger to the Commission for such amendment or variation of the Hollinger MCTO as is necessary to permit the attachment of the Security Interest to the RCL Owned Shares.
 15. The Security Interest is registered in accordance with the *Personal Property Security Act* (Ontario) and comparable legislation in certain other provinces but remains unperfected with respect to the RCL Owned Shares.
 16. On March 15, 2005, Fogler Rubinoff LLP submitted an application to the Commission for an order to vary the Hollinger MCTO to permit certain direct or indirect trades of securities of Hollinger and certain Respondents named therein that were required to effect, or may have occurred in connection with, the Going Private Transaction. On March 27, 2005, following a hearing on the matter, the Commission concluded that it would not be able to grant the relief requested and accordingly that the Application to vary the Hollinger MCTO was denied.
 17. Accordingly, Hollinger seeks reimbursement of the Going Private Expenses, which are currently in excess of CAD\$7.1 million. To date, no amount has been reimbursed.
 18. By Orders dated April 20, 2005 and May 18, 2005, the Ontario Superior Court of Justice Commercial List (the "Court") appointed RSM Richter Inc. ("Richter") as interim receiver and receiver and manager (the "Receiver") in proceedings (the "Receivership Proceedings") in respect of the assets and property of RCL, Ravelston Management Inc., Argus, 509643 N.B. Inc., 509644 N.B. Inc., 509645 N.B. Inc., 509646 N.B. Inc. and 509647 N.B. Inc. (collectively, the "RCL Entities").
 19. By separate Orders dated April 20, 2005 and May 18, 2005, the Court granted a stay of proceedings under the *Companies Creditors Arrangement Act* (the "CCA") in respect of the RCL Entities and

- appointed Richter as monitor (the "Monitor") of the RCL Entities (the "CCAA Proceedings").
20. The perfection of the Security Interest in the RCL Controlled Shares may involve certain incidental direct or indirect trades of securities of Hollinger.
21. Richter, in its capacities as Receiver and Monitor, consents to the making of this Order and to the lifting of the stays of proceedings in the Receivership Proceedings and the CCAA Proceedings to permit the within application to proceed, on the understanding that nothing contained in the Receiver's consent or the present Order constitutes or implies an acknowledgement on the part of the Receiver or any third party as to the validity or enforceability of any security, including, the Security Interest, or as to the effect of the steps to be taken by Hollinger pursuant to this Order, the rights of the Receiver and any third parties with respect thereto are specifically reserved.
22. By Order of the Court dated July 19, 2005, the stays of proceedings in the Receivership Proceedings and the CCAA Proceedings were lifted to permit the within application to proceed.

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

AND WHEREAS the Commission is of the opinion that it would not be prejudicial to the public interest to make this Order;

IT IS ORDERED, pursuant to section 144 of the Act, that the Hollinger MCTO be and is hereby varied solely to permit:

- (a) certain direct and indirect trades of the securities of Hollinger insofar as the attachment and resulting perfection of the Security Interest constitutes such direct or indirect trades; and
- (b) all acts in furtherance of the attachment and perfection of the Security Interest in respect of the RCL Owned Shares that may be considered to fall within the definition of "trade" in subsection 1(1) of the Act.

"Susan Wolburgh Jenah"

"Paul M. Moore"

Schedule "A"

509645 N.B. Inc.
509646 N.B. Inc.
1269940 Ontario Limited
2753421 Canada Limited
Amiel Black, Barbara
Argus Corporation Limited
Atkinson, Peter Y.
Black, Conrad M. (Lord)
Boulton, J. A.
Burt, The Hon. Richard
Carroll, Paul A.
Colson, Daniel W.
Conrad Black Capital Corporation
Cowan, Charles G.
Creasey, Frederick A.
Cruikshank, John
Deedes, Jeremy
Dodd, David
Duckworth, Claire F.
Healy, Paul B.
Kipnis, Mark
Kissinger, The Hon. Henry A.
Lane, Peter K.
Loye, Linda
Maida, Joan
McCarthy, Helen
Meitar, Shmuel
O'Donnell-Keenan, Niamh
Paris, Gordon
Perle, The Hon. Richard N.
Radler, F. David
The Ravelston Corporation Limited
Rohmer, Richard, OC, QC
Ross, Sherrie L.
Samila, Tatiana
Savage, Graham
Seitz, The Hon. Raymond G.H.
Smith, Robert T.
Stevenson, Mark
Thompson, The Hon. James R.
Van Horn, James R.
Walker, Gordon W.
White, Peter G.
Vale, Donald M.J.
Delorme, Monique L.
Richardson, James A.
Marler, Jonathan H.
Tyrrell, Robert Emmett
Metcalf, Robert J.
Wakefield, Allan

509643 N.B. Inc.
509644 N.B. Inc.
509647 N.B. Inc.

Chapter 3

Reasons: Decisions, Orders and Rulings

3.1 OSC Decisions, Orders and Rulings

3.1.1 Hansberger Global Investors Inc.

**IN THE MATTER OF
THE REGISTRATION OF
HANSBERGER GLOBAL INVESTORS INC.**

**OPPORTUNITY TO BE HEARD BY THE DIRECTOR
SECTION 26(3) OF THE SECURITIES ACT**

Held on: June 28, 2005

Director: David M. Gilkes
Manager, Registrant Regulation
Capital Markets Branch

Appearances: Christopher M. Jepson, and
Christina Forster Panzienza For the Staff of the Commission

Rob Nicholls
Samantha Horn, and
J. Chris Jackson For Hansberger Global Investors Inc.

Background

1. In 1997, Hansberger Global Investors Inc. (**HGI**) was granted registration in the category of Non-Canadian Investment Counsel and Portfolio Manager (**ICPM**). HGI is the investment adviser to Hansberger Institutional Series Funds.

2. HGI was due to file its financial statements with the Ontario Securities Commission (**OSC**) on March 31, 2005. Staff of the OSC granted two separate extensions for HGI to submit its financial statements. When the second extension was granted, staff imposed monthly financial monitoring terms and conditions on HGI's registration. The second extension to May 31, 2005 was also missed.

3. On June 3, 2005 OSC staff wrote HGI indicating that additional terms and conditions would be imposed if HGI's financial statements were not filed by June 30, 2005. These terms and conditions would require HGI to file a compliance report with the OSC on July 15, 2003 and to file its financial statements by August 1, 2005. HGI's registration would be suspended if its financial statements had not been filed by that date.

4. On June 14, 2005 HGI requested an Opportunity to be Heard (**OTBH**) by the Director pursuant to subsection 26(3) of the *Securities Act* that states:

(3) Refusal – The Director shall not refuse to grant, renew, reinstate or amend registration or impose terms and conditions thereon without giving the applicant an opportunity to be heard.

5. The OTBH was conducted through an oral hearing on June 28, 2005.

Submissions

6. Counsel for OSC staff outlined the three criteria that are considered in determining whether an applicant is suitable for registration: proficiency, integrity and financial solvency. The failure to file audited financial statements is an important factor in determining the continuing suitability of a registrant.

7. Counsel explained that the experience of OSC staff had been that repeated extensions and delays can be indicative of a serious underlying financial problem with the registrant. While unaudited statements were filed it is not possible based solely on those statements to determine whether the company is in the financial health it appears.

8. Counsel for HGI, explained that a serious accounting error that had been discovered in February 2005 and outlined the actions that HGI had taken following the discovery. I will not record all the steps taken by HGI but it appears to have acted responsibly and in the best interests of investors in rectifying the error and ensuring no other accounting errors were made in this fiscal year or previous years.

9. HGI is confident it will financial statements by July 31, 2005 but is concerned that should it miss that date due to unforeseen circumstances, that its registration will be suspended.

Decision

10. OSC staff is concerned that the repeated delays in filing its financial statements may be an attempt to hide an underlying serious financial problem by HGI. On the other hand, HGI is concerned that events beyond its control could result in its registration being suspended. I believe both of these issues can be resolved through HGI providing information regarding the accounting error. Subject to that information being provided to the satisfaction of OSC Staff, HGI's registration will be continued. Therefore, the terms and conditions attached as Schedule A shall be imposed on the registration of HGI.

11. The terms and conditions in Schedule A were developed by OSC staff in consultation with HGI counsel to ensure that they balanced the requirements under the Act with HGI's ability to operate its business.

12. HGI must continue to meet all other requirements under the Act that apply to it as a registrant.

August 10, 2005

"David M. Gilkes"

SCHEDULE A

**SPECIFIC TERMS AND CONDITIONS ON REGISTRATION OF
HANSBERGER GLOBAL INVESTORS, INC.**

*The following specific terms and conditions are being imposed on the Registrant pursuant to subsection 26(2) of the Securities Act (Ontario) (the **Act**). These specific terms and conditions replace existing specific terms and conditions that are already applicable to the Registrant.*

The Registrant also remains subject to all applicable general terms, conditions and other requirements contained in the Act and the regulations made under the Act, including annual renewal requirements.

1. Hansberger Global Investors, Inc. (**HGI**) shall promptly provide Staff of the Ontario Securities Commission (the **OSC**) with copies of any HGI financial reports that Staff may request.
2. HGI shall submit monthly unaudited financial statements (**Monthly Financial Statements**) for each month, up to and including until December 31, 2005. The Monthly Financial Statements shall be filed within 10 days of the end of each month and submitted to the Compliance section of the OSC, addressed to the attention of the Assistant Manager.
3. HGI's registration shall be renewed on a month-to-month basis until December 31, 2005, provided it continues to meet the terms and conditions of its registration. Should HGI fail to meet those terms and conditions, including the requirement to submit Monthly Financial Statements, the Director may notify HGI no less than five days before the end of any month that their registration will be suspended effective the first day of the following month.
4. HGI shall be granted an opportunity to be heard by the Director before the Director makes any order suspending HGI's registration.

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Chapter 4

Cease Trading Orders

4.1.1 Temporary, Permanent & Rescinding Cease Trading Orders

Company Name	Date of Temporary Order	Date of Hearing	Date of Permanent Order	Date of Lapse/Revoke
Napier Environmental Technologies Inc.			15 Aug 05	
Racad Technologies Ltd.	12 Aug 05	24 Aug 05		
Teddy Bear Valley Mines, Limited			15 Aug 05	
Vision Global Solutions Inc.			16 Aug 05	

4.2.1 Management & Insider Cease Trading Orders

Company Name	Date of Order or Temporary Order	Date of Hearing	Date of Extending Order	Date of Lapse/Expire	Date of Issuer Temporary Order
Brainhunter Inc.	18 May 05	31 May 05	31 May 05	11 Aug 05	

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Chapter 7

Insider Reporting

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

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

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

Chapter 8

Notice of Exempt Financings

REPORTS OF TRADES SUBMITTED ON FORM 45-501F1

Transaction Date	Purchaser	Security	Total Pur. Price (\$)	No. of Securities
29-Jul-2005	Quinta Investments Inc.	2075756 Ontario Ltd. - Common Shares	2,120,000.00	3,150,000.00
29-Jul-2005	RoyNat Capital Inc.	2075756 Ontario Ltd. - Warrants	2.00	1,050,000.00
29-Jul-2005	RoyNat Capital Inc.	2076756 Ontario Ltd. - Common Shares	353,000.00	525,000.00
04-Aug-2005	Canadian Imperial Bank of Commerce	Advantex Marketing International Inc. - Common Shares	35,000.00	500,000.00
29-Jul-2005	Front Street Investment Management Inc. Sprott Asset Management Inc.	African Gold Group, Inc. - Common Shares	1,125,000.00	900,000.00
03-Aug-2005	3 Purchasers	Ashtead Holdings PLC - Notes	2,425,800.00	2,000,000.00
05-Aug-2005	Hamak;Inc Jon Hanser	AssistMed Inc. - Units	75,000.00	175,664.00
03-Aug-2005	4 Purchasers	Atna Resources Ltd. - Common Shares	3,000,000.00	3,750,000.00
03-Aug-2005	5 Purchasers	Avery Resources Inc. - Units	42,500.00	170,000.00
20-Jul-2005	Eric Sprott	Bitterroot Resources Ltd. - Flow-Through Shares	36,000.00	120,000.00
20-Jul-2005	Eric Sprott	Bitterroot Resources Ltd. - Non Flow-Through Shares	14,000.00	56,000.00
28-Jul-2005	11 Purchasers	Breaker Energy Ltd. - Common Shares	7,570,162.00	2,194,250.00
31-Jul-2005	77 Purchasers	Cannasat Therapeutics Inc. - Warrants	0.00	1,661,250.00
11-Aug-2005	London Life Insurance Company	CFI Trust - Notes	6,000,000.00	1.00
29-Jul-2005	Ralph s. Caswell and Wellings GMP Partner Corp.	Creststreet Energy Hedge Fund L.P. - L.P. Units	175,000.00	14,681.00
21-Jul-2005	Front Street Investment Management Inc. Amarnath Resources Limited	Dolomite Energy Inc. - Units	2,800,000.00	2,800,000.00
29-Jul-2005	Insulcana Contracting Ltd.	DynaMotive Energy Systems Corporation - Common Shares	14,962.00	23,749.00

Notice of Exempt Financings

05-Oct-2004	Global (GMPC) Holdings Inc.	ELI Eco Logic Inc. - Common Shares	208,250.00	5,950,000.00
02-Aug-2005	Pinetree Resource Partnership	EnerGulf Resources Inc. - Units	140,000.00	200,000.00
03-Aug-2005	Fund 321 Limited Partnership	Environmental Management Solutions Inc. - L.P. Units	65,000.00	120,370.00
28-Jul-2005	Himel Holdings Inc.	Europe Enterprise II Offshore, L.P. - Units	366,500.00	250.00
09-Aug-2005	5 Purchasers	Executive Development Corporation - Units	115,477.00	235,667.00
02-Aug-2005	17 Purchasers	FactorCorp. - Debentures	994,000.00	994,000.00
28-Jul-2005	13 Purchasers	Forum Development Corp. - Shares	145,000.00	580,000.00
29-Jul-2005	Strategic Advisors Corp.	FractionAir, Inc. - Common Shares	612,950.00	2,000,000.00
31-Jul-2005	The Alpha Scout Fund	Gladiator Limited Partnership - Limited Partnership Interest	500,000.00	1.00
01-Jan-2005	Canadian Health Services Research Foundation	Glenwood Capital Investments L.L.C. - Units	9,371,000.00	9,083,929.00
02-Nov-2004 to 31-dec-2004	7 Purchasers	Go Sport Entertainment Inc. - Shares	9,145.00	559,200.00
08-Aug-2005	9 Purchasers	Goldcrest Resources Ltd. - Units	482,700.05	2,758,286.00
22-Jul-2005	7 Purchasers	Goldmarca Limited - Units	111,300.00	1,050,167.00
03-Aug-2005	108 Purchasers	Great Canadian Gaming Corporation - Special Warrants	51,155,550.00	2,526,200.00
02-Aug-2005	Glen Milne	Gulf Shores Resources Ltd. - Units	10,000.00	100,000.00
04-Aug-2005	Lawrence Enterprise Fund Inc. Priveq II Limited Partnership	Halcon Corporation - Debentures	800,000.00	800,000.00
18-May-2005 to 22-Jul-2005	Kusum Lali 401722 Ontario Limited	Hempline Inc. - Units	70,000.00	35.00
29-Jul-2005	Marathon Canadian Hotel Trust	Hotels Peel/Cavendish Limited Partnership - L.P. Units	2,441,000.00	2,441.00
20-Jul-2005	Jevco Insurance Co.	Imperial Metals Corporation - Warrants	1,500,000.00	27,621.00
12-Jun-2005 to 17-Jun-2005	3 Purchasers	IMAGIN Diagnostic Centres, Inc. - Common Shares	40,000.00	40,000.00
18-Jul-2005 to 28-Jul-2005	8 Purchasers	IMAGIN Diagnostic Centres, Inc. - Preferred Shares	52,000.00	26,000.00

Notice of Exempt Financings

28-Jul-2005	6 Purchasers	Inspiration Mining Corporation - Common Shares	45,250.00	301,666.00
29-Jul-2005	Peter & Tina Koning	KERMODE RESOURCES LTD. - Units	25,000.00	125,000.00
31-Jul-2005	3 Purchasers	Kingwest Avenue Portfolio - Units	164,799.00	6,012.00
03-Aug-2005	14 Purchasers	Kor Hockey Ltd. - Preferred Shares	356,000.00	284,800.00
29-Jul-2005	Canadian Imperial Bank of Commerce	Lawrence Partners Fund LP - Limited Partnership Units	12,210,406.00	4,807.00
01-Sep-2004 to 29-Jul-2005	47 Purchasers	Legg Mason Canada Pooled Funds - Units	1,255,245,176.00	19,547,159.00
31-Jul-2005	4 Purchasers	Lemontonic Inc. - Common Shares	34,000.00	226,667.00
27-Jul-2005	4 Purchasers	Life Trust Limited Partnership - Units	480,000.00	480.00
27-Jul-2005	David Fawcett	Longship Limited Partnership I - Limited Partnership Units	200,000.00	8.00
06-Jun-2005 to 22-Jul-2005	14 Purchasers	Mavrix Strategic Small Cap Fund - Units	141,650.00	12,317.00
01-Apr-2002	Canadian Health Services Research Foundation	Meridian Capital Partners, Inc. - Units	11,951,000.00	119,510.00
01-Oct-2004	Canadian Health Services Research Foundation	Meridian Capital Partners, Inc. - Units	8,771,000.00	87,710.00
01-Feb-2003	Labatt Canada	Meridian Capital Partners, Inc. - Units	3,060,000.00	30,600.00
01-Oct-2003	Labatt Canada	Meridian Capital Partners, Inc. - Units	2,700,000.00	27,000.00
01-Dec-2002	Nunavut Trust	Meridian Capital Partners, Inc. - Units	7,827,000.00	78,270.00
01-Jan-2005	Queen's University	Meridian Capital Partners, Inc. - Units	4,814,000.00	48,140.00
01-Jul-2005	Laurentian University	Meridian Capital Partners, Inc. - Units	5,000,000.00	50,000.00
29-Jul-2005	13 Purchasers	Mint Technology Corp. - Units	213,000.00	532,500.00
21-Jul-2005	3 Purchasers	Neo Exploration Inc. - Common Shares	40,000.00	80,000.00
28-Jul-2005	3 Purchasers	NeurAxon Inc. - Preferred Shares	833,254.00	1,194,286.00
29-Jul-2005	GFB Trading Inc.	New Cantech Ventures Inc. - Units	52,500.00	350,000.00
31-Jul-2005	AFC Canada Inc.	Newport Alternative Income Fund - Units	150,000.00	195.00
01-Jul-2005	Brent Nicholson	Newport Private Yield LP - Limited Partnership Units	654,766.00	50,718.00
28-Jul-2005	1487627 Ontario Inc. and 1392935 Ontario Limited	NGB Management Inc. - Common Shares	0.00	53.00
05-Aug-2005	8 Purchasers	Nordea Bank AB (publ) - Notes	142,909,910.00	142,909,910.00

Notice of Exempt Financings

30-Dec-2004	5 Purchasers	Nothing But Nature Inc. - Common Shares	230,000.00	1,533,333.00
29-Jul-2005	Doug Guderian and William Lawler	O'Donnell Emerging Companies Fund - Units	24,069.00	3,158.00
05-Aug-2005	3 Purchasers	O'Donnell Emerging Companies Fund - Units	21,000.00	2,968.00
26-Jul-2005	Knight;Bain;Steath & Holbrook	OAO NOVATEK - Receipts	823,832.00	40,000.00
14-Jul-2005	Skyvision Telemedia Inc.	Onestop Media Group Inc. - Common Shares	500,000.00	3,850,000.00
09-Jul-2005	Frank Settino	Otec Research, Inc. - Common Shares	60,000.00	1,000,000.00
18-Jul-2005	Sprott Asset Management Inc.	Pan African Mining Corp. - Units	500,000.00	500,000.00
26-Jul-2005	Shell Canada Pension Trust	Pantheon Europe Fund IV Limited - Units	17,761,200.00	12,000.00
26-Jul-2005	The Independent Order of Foresters	Pantheon USA Fund VI Limited - Units	24,592,000.00	20,000.00
28-Jul-2005	31 Purchasers	PDM Royalties Income Fund - Receipts	13,828,800.00	1,106,900.00
29-Jul-2005	Drew Craig Asset One Investments Inc.	Peace Arch Entertainment Group Inc. - Shares	1,115,216.00	2,424,382.00
26-Jul-2005	12 Purchasers	PharmEng Technology Inc. - Units	435,799.00	968,443.00
08-Aug-2005	5 Purchasers	Pink Tartan Ltd. - Preferred Shares	350,000.00	350,000.00
11-Aug-2005	MCAP Inc.	Planet Trust - Bonds	407,021.00	1.00
04-Aug-2005	6 Purchasers	Rainmaker Income Fund - Trust Units	14,412,498.00	4,434,615.00
05-Aug-2005	Nursing Homes and Related Industries Pension Plan	Real Assets US Social Equity Index Fund - Units	33,280.00	4,534.00
03-Aug-2005	12 Purchasers	Resilient Resources Ltd. - Common Shares	24,058.00	22,961.00
26-Jul-2005	RioCan Real Estate Investment Trust	Retrocom Mid-Market Real Estate Investment Trust - Debentures	30,000,000.00	1.00
26-Jul-2005	16 Purchasers	Richview Resources Inc. - Common Shares	35,624.50	47,499.00
04-Aug-2005	19 Purchasers	RTNI Limited Partnership - Limited Partnership Units	175,020.00	55.00
08-Jul-2005	4 Purchasers	Spotwave Wireless Canada Inc. - Debentures	707,359.00	707,359.00
08-Jul-2005	5 Purchasers	Spotwave Wireless Inc. - Debentures	506,407.00	506,407.00

Notice of Exempt Financings

24-Jun-2005	NCE Diversified Flow-Through (05) Limited Partnership Charles Murray Workman	Starfield Resources Inc. - Flow-Through Shares	649,990.00	1,181,800.00
25-Jul-2005	3 Purchasers	Synergy Disc Replacement Inc. - Preferred Shares	200,000.00	1,250,000.00
30-Jun-2005	J.N. Kendall Peter G. Beattie	T-Rex Vehicles Inc. - Debentures	150,000.00	150.00
05-Aug-2005	3 Purchasers	TAB International Energy Corporation - Common Shares	95,000.00	190,000.00
29-Jul-2005	Mary Catherine Penny	TD Harbour Capital Balanced Fund - Trust Units	800,000.00	7,093.00
29-Jul-2005	Raelyn Hobbs	TD Harbour Capital Canadian Balanced Fund - Trust Units	216,530.00	1,534.00
29-Jul-2005	Cheryl Bell	TD Harbour Capital Canadian Balanced Fund - Trust Units	151,913.00	1,078.00
29-Jul-2005	Eloise Brewis	TD Harbour Capital Foreign Balanced Fund - Trust Units	1,019,987.00	7,923.00
29-Jul-2005	4 Purchasers	The McElvaine Investment Trust - Trust Units	193,987.00	8,388.00
04-Aug-2005	4 Purchasers	Trillium Beverage Inc. - Common Shares	100,003.00	123,460.00
27-Jul-2005	TD Capital Private Equity Investors Partnership	Trinity Ventures IX. LP - Limited Partnership Units	0.00	10,000,000.00
31-Jul-2005	Nell;Gordon and Arthur Tinker	Vertex Balanced Fund - Units	50,000.00	3,157.00
31-Jul-2005	8 Purchasers	Vertex Fund - Trust Units	1,020,929.00	58,965.00
31-Jul-2005	11 Purchasers	VG Mezzanine I Limited Partnership - Units	510,686.00	510.00
10-Aug-2005	The VenGrowth Advanced Life Sciences Fund Inc.	VisualSonics Inc. - Units	4,302,100.00	4,302,100.00
31-Jul-2005	John Lem	Waterfall Tipping Point L.P. - Limited Partnership Units	50,000.00	50.00
31-Jul-2005	4 Purchasers	Waterfall Vanilla L.P. - Limited Partnership Units	700,000.00	700.00
25-Jul-2005	John MacIver	Western Energy Corporation - Common Shares	99,035.00	110,039.00
04-Aug-2005	4 Purchasers	Westfield Real Estate Investment Trust - Debentures	10,100,000.00	1,010,000.00
04-Aug-2005	89 Purchasers	Westfield Real Estate Investment Trust - Trust Units	39,106,760.00	55,866,800.00
28-Jul-2005	4 Purchasers	YGC Resources Ltd. - Units	3,499,998.00	4,464,285.00

Notice of Exempt Financings

09-Aug-2005	Christopher Westerhout David Edmund May	Zephyr Alternative Power Inc. - Debentures	55,000.00	2.00
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Chapter 11

IPOs, New Issues and Secondary Financings

Issuer Name:

China Goldcorp Ltd.
Principal Regulator - Ontario

Type and Date:

Preliminary CPC Prospectus dated August 15, 2005
Mutual Reliance Review System Receipt dated August 16, 2005

Offering Price and Description:

Minimum Offering: \$800,000.00 or 4,000,000 Common Shares

Maximum Offering: \$920,000.00 or 4,600,000 Common Shares

Price: \$0.20 per Common Share

Underwriter(s) or Distributor(s):

Maison Placements Canada Inc.

Promoter(s):

Peter Walker

Herb Gasser

Joe K. F. Tai

Project #819752

Issuer Name:

Chou Asia Fund
Chou Associates Fund
Chou Bond Fund
Chou Europe Fund
Chou RRSP Fund
Principal Regulator - Ontario

Type and Date:

Preliminary Simplified Prospectuses dated August 9, 2005
Mutual Reliance Review System Receipt dated August 11, 2005

Offering Price and Description:

Series A and F Units

Underwriter(s) or Distributor(s):

-

Promoter(s):

Chou Associates Management Inc.

Project #815686

Issuer Name:

Firm Capital Mortgage Investment Trust
Principal Regulator - Ontario

Type and Date:

Preliminary Short Form Prospectus dated August 16, 2005
Mutual Reliance Review System Receipt dated August 16, 2005

Offering Price and Description:

\$22,098,500.00 -1,930,000 Units

Price: \$11.45 per Unit

Underwriter(s) or Distributor(s):

TD Securities Inc.

BMO Nesbitt Burns Inc.

Desjardins Securities Inc.

RBC Capital Markets

Sprott Securities Inc.

Promoter(s):

-

Project #819745

Issuer Name:

Prime Forestry Investment Fund (2005)
Principal Regulator - Ontario

Type and Date:

Preliminary Prospectus dated August 11, 2005
Mutual Reliance Review System Receipt dated August 12, 2005

Offering Price and Description:

\$ * - * Units

Price: up to \$4,735 per 10 Units

Underwriter(s) or Distributor(s):

-

Promoter(s):

Prime Forestry Canada Inc.

Project #817360

Issuer Name:

Sentry Select Diversified Income Trust
Principal Regulator - Ontario

Type and Date:

Preliminary Short Form Prospectus dated August 11, 2005
Mutual Reliance Review System Receipt dated August 11, 2005

Offering Price and Description:

Offering of Rights to Subscribe for Units

Subscription Price: Three Rights and \$ * per Unit

Underwriter(s) or Distributor(s):

National Bank Financial Inc.

Promoter(s):

-

Project #816265

Issuer Name:

Signature Canadian Small Cap Corporate Class
Synergy Canadian Equity Corporate Class
Synergy Canadian Style Management Corporate Class
Principal Regulator - Ontario

Type and Date:

Preliminary Simplified Prospectuses dated August 5, 2005
Mutual Reliance Review System Receipt dated August 10, 2005

Offering Price and Description:

A, F, I and Insight Shares

Underwriter(s) or Distributor(s):

-

Promoter(s):

CI Investments Inc.

Project #814338

Issuer Name:

SRAI Capital Corp.
Sunstone Opportunity Fund (2005) Limited Partnership
Principal Regulator - British Columbia

Type and Date:

Preliminary Prospectus dated August 9, 2005
Mutual Reliance Review System Receipt dated August 10, 2005

Offering Price and Description:

Minimum: \$5,000,000.00 (400 Units)
Maximum: \$30,000,000.00 (2,400 Units)
\$12,500.00 per Unit

Underwriter(s) or Distributor(s):

Dundee Securities Corporation

Promoter(s):

Sunstone Realty Advisors Inc.

Project #815575/815628

Issuer Name:

Sutyr Corp.

Type and Date:

Preliminary Prospectus dated August 11, 2005
Received on August 12, 2005

Offering Price and Description:

\$2,000,000.00 to \$2,500,000.00
A Minimum of 20,000,000 Common Shares and
a Maximum of 25,000,000 Common Shares
Price: \$0.10 per Common Share

Underwriter(s) or Distributor(s):

Dominick & Dominick Securities Inc.

Promoter(s):

Gaetano Fiore
William Benazzi
Linda Le Blanc

Project #817231

Issuer Name:

TELUS Corporation
Principal Regulator - British Columbia

Type and Date:

Preliminary Short Form Shelf Prospectus dated August 15, 2005

Mutual Reliance Review System Receipt dated August 16, 2005

Offering Price and Description:

\$3,000,000,000.00 - Debt Securities - Preferred Shares
Non-Voting Shares - Common Shares
Warrants to Purchase Equity Securities
Warrants to Purchase Debt Securities
Share Purchase Contracts
Share Purchase or Equity Units

Underwriter(s) or Distributor(s):

-

Promoter(s):

-

Project #819488

Issuer Name:

AIC Advantage Fund
AIC Advantage Fund II
AIC American Advantage Fund
AIC Global Advantage Fund
AIC Diversified Canada Fund
AIC Value Fund
AIC World Equity Fund
AIC Global Diversified Fund
AIC Diversified Science & Technology Fund
AIC Canadian Focused Fund
AIC American Focused Fund
AIC Global Focused Fund
AIC Canadian Balanced Fund
AIC American Balanced Fund
AIC Global Balanced Fund
AIC Dividend Income Fund
AIC Bond Fund
AIC Global Bond Fund
AIC Money Market Fund
AIC U.S. Money Market Fund
AIC Diversified Income Portfolio Fund
AIC Balanced Income Portfolio Fund
AIC Balanced Growth Portfolio Fund
AIC Core Growth Portfolio Fund
Principal Regulator - Ontario

Type and Date:

Amended and Restated Simplified Prospectuses and Annual Information Forms dated July 22, 2005 amending and restating the Simplified Prospectuses and Annual Information Forms dated June 20, 2005
Mutual Reliance Review System Receipt dated August 15, 2005

Offering Price and Description:

-

Underwriter(s) or Distributor(s):

-

Promoter(s):

AIC Limited
Project #784840

Issuer Name:

AIM Trimark Dialogue Allocation Fund
AIM Trimark Dialogue Income Portfolio
AIM Trimark Dialogue Income with Growth Portfolio
Trimark Interest Fund
AIM Canada Money Market Fund
Trimark Government Income Fund
Trimark Canadian Bond Fund
Trimark Floating Rate Income Fund
Trimark Income Growth Fund
Trimark Select Balanced Fund
Trimark Diversified Income Class of AIM Trimark Canada Fund Inc.
Trimark Canadian Fund
Trimark Canadian Endeavour Fund
Trimark Select Canadian Growth Fund
AIM Canadian First Class of AIM Trimark Canada Fund Inc.
Trimark U.S. Companies Fund
Trimark U.S. Companies Class of AIM Trimark Global Fund Inc.
AIM American Growth Fund
Trimark Fund
Trimark Select Growth Fund
Trimark Select Growth Class of AIM Trimark Global Fund Inc.
AIM Global Theme Class of AIM Trimark Global Fund Inc.
Trimark Global Endeavour Fund
Trimark Global Endeavour Class of AIM Trimark Global Fund Inc.
Trimark Canadian Resources Fund
Trimark Discovery Fund
AIM Global Health Sciences Fund
AIM Trimark Dialogue Growth with Income Portfolio
AIM Trimark Dialogue Growth Portfolio
AIM Trimark Dialogue Long-Term Growth Portfolio
AIM Short-Term Income Class of AIM Trimark Global Fund Inc.
Trimark U.S. Money Market Fund
Trimark Advantage Bond Fund
Trimark Global High Yield Bond Fund
AIM Canadian Balanced Fund
Trimark Global Balanced Fund
Trimark Global Balanced Class of AIM Trimark Global Fund Inc.
AIM Canadian Premier Fund
AIM Canadian Premier Class of AIM Trimark Canada Fund Inc.
Trimark Canadian Small Companies Fund
AIM American Mid Cap Growth Class of AIM Trimark Global Fund Inc.
Trimark U.S. Small Companies Class of AIM Trimark Global Fund Inc.
Trimark International Companies Fund
AIM International Growth Class of AIM Trimark Global Fund Inc.
Trimark Europlus Fund
AIM European Growth Fund
AIM European Growth Class of AIM Trimark Global Fund Inc.
AIM Indo-Pacific Fund
AIM Global Health Sciences Class of AIM Trimark Global Fund Inc.
AIM Global Technology Fund

AIM Global Technology Class of AIM Trimark Goba Fund Inc.

Principal Regulator - Ontario

Type and Date:

Final Simplified Prospectuses dated August 12, 2005
Mutual Reliance Review System Receipt dated August 15, 2005

Offering Price and Description:

-

Underwriter(s) or Distributor(s):

AIM Funds Management Inc.
AIM Funds Group Canada Inc.
AIM Funds Management Inc.

Promoter(s):

AIM Funds Management Inc.

Project #804561

Issuer Name:

AIM Trimark Core Canadian Balanced Class of AIM Trimark Canada Fund Inc.
AIM Trimark Core Canadian Equity Class of AIM Trimark Canada Fund Inc.
AIM Trimark Core American Equity Class of AIM Trimark Global Fund Inc.
AIM Trimark Core Global Equity Class of AIM Trimark Global Fund Inc.
Principal Regulator - Ontario

Type and Date:

Final Simplified Prospectuses dated August 12, 2005
Mutual Reliance Review System Receipt dated August 15, 2005

Offering Price and Description:

-

Underwriter(s) or Distributor(s):

AIM Funds Management Inc.

Promoter(s):

AIM Funds Management Inc.

Project #804609

Issuer Name:

Canexus Income Fund
Principal Regulator - Alberta

Type and Date:

Final Long Form Prospectus dated August 10, 2005
Mutual Reliance Review System Receipt dated August 10, 2005

Offering Price and Description:

\$300,000,000.00 - 30,000,000 Trust Units

Price: \$10.00 per Trust Unit

Underwriter(s) or Distributor(s):

Scotia Capital Inc.
CIBC World Markets Inc.
RBC Dominion Securities Inc.
BMO Nesbitt Burns Inc.
TD Securities Inc.
National Bank Financial Inc.
Canaccord Capital Corporation
HSBC Securities (Canada) Inc.
First Associates Investments Inc.
Orion Securities Inc.
Peters & Co. Limited

Promoter(s):

Nexen Inc.

Project #803026

Issuer Name:

CIBC Canadian T-Bill Fund
CIBC Premium Canadian T-Bill Fund
CIBC Money Market Fund
CIBC U.S. Dollar Money Market Fund
CIBC High Yield Cash Fund
CIBC Mortgage and Short-Term Income Fund
CIBC Canadian Bond Fund
CIBC Monthly Income Fund
CIBC Global Bond Fund
CIBC Balanced Fund
CIBC Diversified Income Fund
CIBC Dividend Fund
CIBC Core Canadian Equity Fund
Canadian Imperial Equity Fund
CIBC Capital Appreciation Fund
CIBC Canadian Small Companies Fund
CIBC Canadian Emerging Companies Fund
CIBC U.S. Small Companies Fund
CIBC Global Equity Fund
CIBC European Equity Fund
CIBC Japanese Equity Fund
CIBC Emerging Economies Fund
CIBC Far East Prosperity Fund
CIBC Latin American Fund
CIBC International Small Companies Fund
CIBC Financial Companies Fund
CIBC Canadian Resources Fund
CIBC Energy Fund
CIBC Canadian Real Estate Fund
CIBC Precious Metals Fund
CIBC North American Demographics Fund
CIBC Global Technology Fund
CIBC Canadian Short-Term Bond Index Fund
CIBC Canadian Bond Index Fund
CIBC Global Bond Index Fund

CIBC Balanced Index Fund
CIBC Canadian Index Fund
CIBC U.S. Equity Index Fund
CIBC U.S. Index RRSP Fund
CIBC International Index Fund
CIBC International Index RRSP Fund
CIBC European Index Fund
CIBC European Index RRSP Fund
CIBC Japanese Index RRSP Fund
CIBC Emerging Markets Index Fund
CIBC Asia Pacific Index Fund
CIBC Nasdaq Index Fund
CIBC Nasdaq Index RRSP Fund
Principal Regulator - Ontario

Type and Date:

Final Simplified Prospectuses dated August 8, 2005
Mutual Reliance Review System Receipt dated August 11, 2005

Offering Price and Description:

Mutual Fund Units at Net Asset Value

Underwriter(s) or Distributor(s):

CIBC Securities Inc.
CIBC Securities Inc.

Promoter(s):

Canadian Imperial Bank of Commerce
Project #784126

Issuer Name:

Horizons Mondiale Hedge Fund
Principal Regulator - British Columbia

Type and Date:

Final Prospectus dated August 12, 2005
Mutual Reliance Review System Receipt dated August 12, 2005

Offering Price and Description:

-

Underwriter(s) or Distributor(s):

-

Promoter(s):

Horizons Funds Inc.
Project #804400

Issuer Name:

Legg Mason T-Plus Fund
Legg Mason Private Client Canadian Bond Portfolio
Legg Mason Canadian Index Plus Bond Fund
Legg Mason Canadian Active Bond Fund
Legg Mason Accufund
Legg Mason Symmetry Fund
Legg Mason Diversifund
Legg Mason Private Client Canadian Equity Portfolio
Legg Mason Canadian Core Equity Fund
Legg Mason Canadian Sector Equity Fund
Legg Mason North American Equity Fund
Legg Mason Canadian Growth Equity Fund
Legg Mason Brandywine Fundamental Value U.S. Equity Fund

Legg Mason Batterymarch U.S. Equity Fund

Legg Mason U.S. Value Fund

Legg Mason International Equity Fund

Principal Regulator - Ontario

Type and Date:

Amendment #1 dated August 11, 2005 to Final Simplified Prospectuses and Annual Information Forms dated October 13, 2004

Mutual Reliance Review System Receipt dated August 15, 2005

Offering Price and Description:

-

Underwriter(s) or Distributor(s):

Legg Mason Canada Inc.

Promoter(s):

Legg Mason Canada Inc.
Project #686827

Issuer Name:

New Flyer Industries Canada ULC
New Flyer Industries Inc.
Principal Regulator - Ontario

Type and Date:

Final Long Form Prospectus dated August 12, 2005
Mutual Reliance Review System Receipt dated August 15, 2005

Offering Price and Description:

C\$200,000,000.00 - 20,000,000 Income Deposit Securities
- Price: C\$10.00 per IDS

Underwriter(s) or Distributor(s):

CIBC World Markets Inc.
BMO Nesbitt Burns Inc.
Scotia Capital Inc.
RBC Dominion Securities Inc.
TD Securities Inc.

Promoter(s):

-

Project #802879/#802875

Issuer Name:

NovaGold Resources Inc.
Principal Regulator - British Columbia

Type and Date:

Final Short Form Prospectus dated August 12, 2005
Mutual Reliance Review System Receipt dated August 15, 2005

Offering Price and Description:

\$62,600,000.00 - 6,260,000 Common Shares and
3,130,000 Warrants
to be issued upon exercise of 6,260,000 previously issued
Special Warrants

Underwriter(s) or Distributor(s):

Salman Partners Inc.
Canaccord Capital Corporation
BMO Nesbitt Burns Inc.
Sprott Securities Inc.

Promoter(s):

-

Project #805858

Issuer Name:

Onsino Capital Corporation
Principal Regulator - Ontario

Type and Date:

Final Prospectus dated August 8, 2005
Mutual Reliance Review System Receipt dated August 11, 2005

Offering Price and Description:

MINIMUM OFFERING: \$500,000.00 or 2,000,000 Common
Shares
MAXIMUM OFFERING: \$1,000,000.00 or 4,000,000
Common Shares
PRICE: \$0.25 per Common Share

Underwriter(s) or Distributor(s):

Canaccord Capital Corporatin

Promoter(s):

Oliver Xing

Project #783497

Issuer Name:

Real Resources Inc.
Principal Regulator - Alberta

Type and Date:

Final Short Form Prospectus dated August 15, 2005
Mutual Reliance Review System Receipt dated August 15, 2005

Offering Price and Description:

\$60,030,000.00 - 2,668,000 COMMON SHARES
PRICE: \$22.50 PER COMMON SHARE

Underwriter(s) or Distributor(s):

GMP Securities Ltd.
Raymond James Ltd.
CIBC World Markets Inc.
Maison Placements Canada Inc.
Orion Securities Inc.
Scotia Capital Inc.

Promoter(s):

-

Project #814598

Issuer Name:

Templeton China Tax Class of Franklin Templeton Tax
Class Corp.

Franklin U.S. Large Cap Growth Fund

Franklin U.S. Large Cap Growth Tax Class of Franklin
Templeton Tax Class Corp.

Franklin Flex Cap Growth Fund

Franklin World Telecom Fund

Franklin World Telecom Tax Class of Franklin Templeton
Tax Class Corp.

Franklin Technology Fund

Franklin World Growth Fund

Franklin Flex Cap Growth Tax Class of Franklin Templeton
Tax Class Corp.

Franklin Technology Tax Class of Franklin Templeton Tax
Class Corp.

Franklin World Growth Tax Class of Franklin Templeton
Tax Class Corp.

Principal Regulator - Ontario

Type and Date:

Amendment #1 dated August 12, 2005 to Final Simplified
Prospectuses and Annual Information Forms dated June 6,
2005

Mutual Reliance Review System Receipt dated August 16,
2005

Offering Price and Description:

-

Underwriter(s) or Distributor(s):

Franklin Templeton Investments Corp.

Franklin Templeton Investments Corp.

Franklin Templeton Investmetns Corp.

Bissett Investment Management, a division of Franklin
Templeton Investments Corp.

Promoter(s):

-

Project #771490

Issuer Name:

Tucows Inc.
Principal Regulator - Ontario

Type and Date:

Final Prospectus dated August 11, 2005
Mutual Reliance Review System Receipt dated August 11,
2005

Offering Price and Description:

-

Underwriter(s) or Distributor(s):

Desjardins Securities Inc.
BMO Nesbitt Burns Inc.
CIBC World Markets Inc.
Clarus Securities Inc.

Promoter(s):

-

Project #798291

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Chapter 12

Registrations

12.1.1 Registrants

Type	Company	Category of Registration	Effective Date
New Registration	Perennial Asset Management Corp.	Investment counsel and Portfolio Manager	August 11, 2005
New Registration	Cybernetic Capital Management Inc.	Commodity Trading Manager	August 12, 2005
New Registration	Faircourt Asset Management Inc.	Investment Counsel & Portfolio Manager	August 11, 2005
New Registration	BNP (Canada) Valeurs Mobilieres Inc./BNP (Canada) Securities Inc.	Investment Dealer	August 8, 2005
New Registration	Fortress Canada Management Trust	Non-Canadian Adviser (Investment Counsel & Portfolio Manager)	August 3, 2005
New Registration	Newport Securities LP	Limited Market Dealer	August 8, 2005
New Registration	Goodbody Stockbrokers	International Dealer	August 8, 2005
Change in Category	Hexavest Inc.	From: Investment Counsel & Portfolio Manager & Commodity Trading Counsel & Commodity Trading Manager To: Limited Market Dealer & Investment Counsel & Portfolio Manager & Commodity Trading Manager	August 12, 2005
Change in Category	Guardian Capital LP	From: Investment Counsel & Portfolio Manager To: Investment Counsel & Portfolio Manager & Commodity Trading Counsel & Commodity Trading Manager	August 15, 2005
Surrender of Registration	Newport Securities Inc.	Limited Market Dealer	August 10, 2005
Change of Name	From: Felcom Management Corp. To: Jove Investment Management Inc.	Investment Counsel & Portfolio Manager & Commodity Trading Counsel & Commodity Trading Manager	July 20, 2005

Registrations

Change in Category	AIC Investment Services Inc./Services D'investissement AIC Inc.	From: Mutual Fund Dealer & Limited Market Dealer & Investment Counsel & Portfolio Manager To: Mutual Fund Dealer & Investment Counsel & Portfolio Manager	August 12, 2005
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Chapter 25

Other Information

25.1 Approvals

25.1.1 Caldwell Investment Management Ltd. - s. 213(3)(b) of the LTCA

Headnote

Clause 213(3)(b) of the Loan and Trust Corporations Act – application for approval of experienced applicant to act as trustee for pooled funds and future pooled funds.

Statutes Cited

Loan and Trust Corporations Act, R.S.O. 1990, c. L.25, as am., s. 213(3)(b).

August 9, 2005.

McCarthy Tetrault

Box 48, Suite 4700
TD Bank Tower
Toronto, Ontario
M5K 1E6

Attention: Sean S. Sadler

Dear Sirs/Mesdames:

**Re: Application filed by Caldwell Investment Management Ltd. (the “Applicant”) pursuant to clause 213(3)(b) of the Loan and Trust Corporations Act (Ontario).
Application No. 524/05**

Further to the application dated July 21, 2005 (the “Application”), filed on behalf of the Applicant, and based on the facts set out in the Application, under the authority conferred on the Ontario Securities Commission (the “Commission”) in clause 213(3)(b) of the *Loan and Trust Corporations Act* (Ontario), the Commission approves the proposal that the Applicant act as trustee of Caldwell Growth Opportunities Trust and Caldwell High Income Trust and similar mutual fund trusts that the Applicant may establish and manage from time to time.

“Paul M. Moore”

“Paul K. Bates”

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